

# Ecofin Global Utilities and Infrastructure Trust plc



Annual Report and Accounts 2024





# Ecofin Global Utilities and Infrastructure Trust plc (EGL)

## *Long-term capital growth and attractive dividend income*

EGL aims to provide long-term capital growth and attractive dividend income for shareholders by investing in listed utilities, environmental services and other economic infrastructure sectors globally while taking care to preserve shareholders' capital. EGL targets a total return (including dividends) of 6–12% per annum over the longer term.

### Why Listed Infrastructure?

- Utilities, environmental services and transportation infrastructure are essential assets
  - Asset-backed services based on long-term contracts
  - Defensive regulated assets and non-regulated businesses with exposure to secular growth trends
  - Predictable cash flows supporting growing dividends
- Long-term growth opportunities from the energy transition and vital upgrade of infrastructure
  - Decarbonisation and electrification of energy demand trigger business mix evolution
- Supportive political and regulatory drive incentivises investment

### Why EGL?

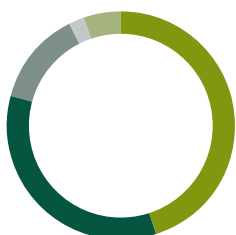
- The Ecofin team is an experienced specialist investor in infrastructure and the energy transition
- Strategy features exposure to growth and capital preservation
- Strong and consistent performance record
  - NAV +10.2% p.a. since inception; share price +11.8% p.a. (total returns)
  - Attractive and growing dividend

### Why Now?

- Electrification is driving electricity demand growth, boosting the growth profile of utilities
- AI's energy intensive datacentres are becoming an incremental growth driver
- Business models are being transformed and de-risked
- Infrastructure capex requirements are solid tailwinds for earnings
- Valuations relative to broad equity averages are at historic lows
- Valuations are low versus transactions in private markets while private equity infrastructure funds are seeing record cash inflows
- EGL share price discount to NAV presents an opportunity

### Portfolio

(% of investments, 30 September 2024)



North America	45.1
Continental Europe	34.1
UK	13.4
Other OECD	2.2
Emerging markets	5.2



Ecofin Global Utilities and Infrastructure Trust was Highly Commended in the Infrastructure category at Investment Week's 2022 Investment Company of the Year Awards and a finalist in the Specialist category in 2023.

# Contents

## The Company

- 3 Financial Highlights
- 4 Chairman's Statement
- 5 Investment Manager's Report
- 7 ESG Evaluation
- 8 Ten Largest Holdings
- 10 Portfolio Analysis
- 11 Portfolio Holdings
- 12 Directors
- 13 Strategic Report

## Governance

- 20 Directors' Report
- 25 Corporate Governance Statement
- 29 Directors' Remuneration Report
- 32 Report of the Audit Committee
- 34 Management Report and Directors' Responsibilities Statement
- 35 Independent Auditor's Report

## Financials

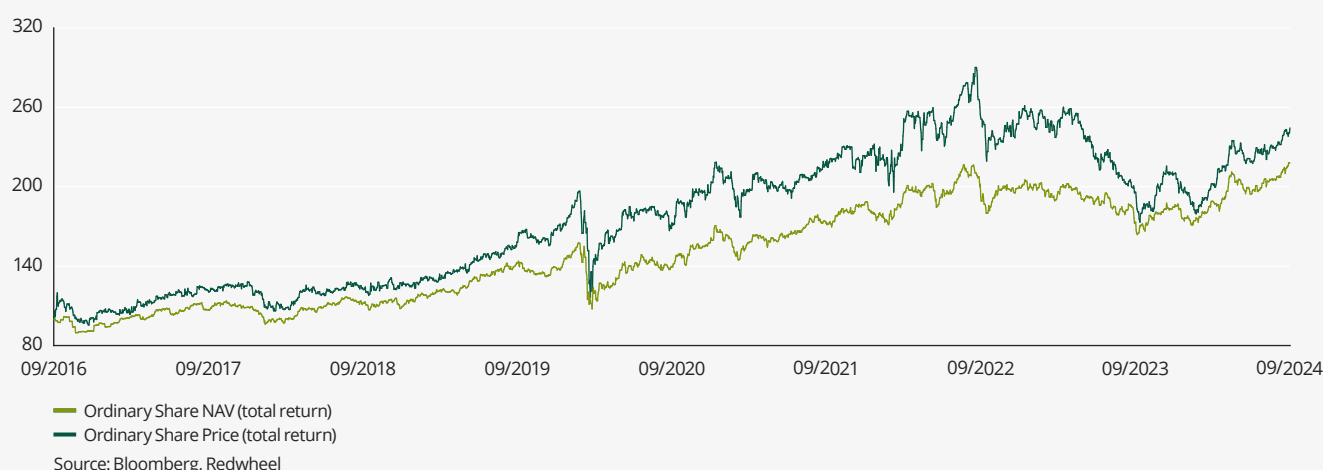
- 41 Statement of Comprehensive Income
- 42 Statement of Financial Position
- 43 Statement of Changes in Equity
- 44 Statement of Cash Flows
- 45 Notes to the Financial Statements
- 56 Notice of Annual General Meeting
- 58 Notes to the Notice of Annual General Meeting

## Company Information

- 61 Glossary
- 63 Alternative Performance Measures
- 64 Company Information

## NAV and share price

from admission to 30 September 2024, rebased to 100 at admission



# Financial Highlights

as at 30 September 2024

Ecofin Global Utilities and Infrastructure Trust plc (the "Company") is an authorised UK investment trust whose objectives are to achieve a high, secure dividend yield on a portfolio invested primarily in the equities of utility and infrastructure companies in developed countries and long-term growth in the capital value of the portfolio while preserving shareholders' capital in adverse market conditions.

- During the year ended 30 September 2024, the Company's net asset value ("NAV") per share increased by 25.9% on a total return basis. The Company's share price increased by 24.8% on a total return basis over the 12 months;
- Four quarterly dividends were paid during the period totalling 8.10p per share. Due to your board's confidence, with effect from the dividend paid in February 2025, the quarterly dividend will be increased by 3.7% to 2.125p per share (8.50p per share per annum);
- From 1 October 2024 a lower management fee came into effect. This delivers future savings to shareholders and will help to lessen ongoing charges;
- The Company continues to buy back shares while the share price is at a significant discount to the NAV. This is accretive to NAV total return;
- Increasing power demand and infrastructure capital expenditure are driving earnings growth at companies selected for the portfolio while valuation multiples for these essential assets businesses remain low.

## Summary

	As at or year to 30 September 2024	As at or year to 30 September 2023
Net assets attributable to shareholders (£000)	243,231	211,977
Net asset value ("NAV") per share <sup>1</sup>	221.68p	183.54p
Share price	195.00p	164.00p
Discount to NAV <sup>1</sup>	12.1%	10.6%
Revenue return per share	7.17p	7.01p
Dividends paid per share	8.10p	7.70p
Dividend yield <sup>1,2</sup>	4.2%	4.7%
Gearing on net assets <sup>1,3</sup>	14.2%	11.2%
Ongoing charges ratio <sup>1,4</sup>	1.39%	1.27%

1. Please refer to Alternative Performance Measures on page 63.

2. Dividends paid (annualised) as a percentage of share price.

3. Gearing is the Company's borrowings (including the net amounts due from brokers) less cash divided by net assets attributable to shareholders.

4. The ongoing charges ratio is calculated in accordance with guidance issued by the Association of Investment Companies ("AIC") as the operating costs (annualised) divided by the average NAV (with income) throughout the period.

## Performance for periods to 30 September 2024 (all total returns in £)

	1 year %	3 years %	5 years %	Since admission <sup>5</sup> %	Since admission % per annum
NAV per share <sup>6</sup>	25.9	27.1	52.1	117.7	10.2
Share price <sup>6</sup>	24.8	11.0	51.1	144.4	11.8
Indices <sup>6,7</sup>					
S&P Global Infrastructure Index	18.0	28.8	22.8	57.2	5.8
MSCI World Utilities Index	23.7	31.3	26.5	76.1	7.3
MSCI World Index	21.1	32.2	73.3	148.5	12.0
FTSE All-Share Index	13.3	23.4	31.7	59.9	6.0
FTSE ASX Utilities Index	16.6	40.9	71.6	53.4	5.5

5. The Company was incorporated on 27 June, 2016 and its investment activities began on 13 September, 2016 when the liquid assets of Ecofin Water & Power Opportunities plc ("EWPO") were transferred to it. The formal inception date for the measurement of the Company's performance is 26 September 2016, the date its shares were listed on the London Stock Exchange.

6. Total return includes dividends paid and reinvested immediately. Please also refer to the Alternative Performance Measures on page 63.

7. The S&P Global Infrastructure Index and MSCI World Utilities Index are the global sector indices deemed the most appropriate for performance comparison purposes. The Company does not have a formal benchmark index. The other indices are provided for general interest.



---

# Chairman's Statement

---

## Performance

After a challenging time in 2023, I am delighted to report that your Company's net asset value (NAV) increased by 25.9%, including the reinvestment of dividends, over the year to 30 September 2024. This performance exceeded those of the comparable global sector indices, the S&P Global Infrastructure Index and MSCI World Utilities Index, as well as general equity benchmarks such as the FTSE All-Share and MSCI World indices and was achieved despite a significant headwind from sterling strength. The share price total return was also strong, at 24.8%. Since inception eight years ago, your Company has generated NAV and share price total returns of 10.2% and 11.8% per annum respectively.

Performance was positive across the utility, environmental services and transportation infrastructure portfolio segments during the year, and especially strong in the US. Stock selection was beneficial, as reviewed in the investment manager's report. The portfolio was well positioned for the recovery in share valuations of utilities and the resurgence in interest in nuclear power. With heightened market volatility, our investment manager also found opportunities to manage position sizes profitably. A modest level of gearing boosted underlying returns.

## Investment manager and management fee

As of 1 October 2024, RWC Asset Management LLP ("Redwheel") has acquired the material business interests of the Company's fund manager, Ecofin, and retained the investment team. Redwheel is a UK-based specialist investment manager with c. £18bn in assets under management, including Temple Bar Investment Trust Plc. We are pleased that the transition has gone smoothly so far and that the Ecofin team's strategy and investment process remain unchanged.

From 1 October, a lower management fee also came into effect, as previously announced. The fee is now 0.9% p.a. on the first £200 million of NAV, 0.75% above £200 million and up to £400 million, and 0.6% thereafter. This delivers future savings to shareholders.

## Dividends

The revenue return per share increased by 2.3% year-over-year. After two years of very strong growth, total income from investments decreased slightly (-0.4%). Sterling's significant strength played a role, as did share buybacks and stock choices: some of the strongest NAV contributors pay a relatively low yield. Overall expenses were almost unchanged.

Given our confidence in the long term growth prospects for earnings per share, we have decided to increase the quarterly dividend by 3.7% to 2.125p per share (8.50p per annum), with effect from the dividend to be paid in February 2025.

## Share price discount and buybacks

A share price discount persisted during the year, as it did for most of the investment trust sector, despite the strong performance. With the discount averaging about 12%, we bought back shares to enhance NAV for the benefit of shareholders. In total, 5.8 million shares were repurchased, equivalent to £9.8 million, with an additional 1.6 million shares repurchased since the end of the financial year. Your board takes the view that, having issued new shares when they were trading at a premium to NAV, it is our duty to buy shares back when they trade at a material discount.

## Annual General Meeting

The Company's AGM will be held on Wednesday 5 March 2025 at 3:00pm at The Clermont, 101 Buckingham Palace Road, London SW1W 0SJ. You are most welcome to attend to meet the board and hear a presentation from our portfolio manager, Jean-Hugues de Lamaze.

## Outlook

Since 30 September (to 10 December), the Company's NAV and share price have decreased by 4.0% and 2.0% respectively. October and November brought upward pressure on long-bond yields despite reductions in shorter-term interest rates across the developed economies. This provides a headwind for the share prices of companies, such as those in our sector, which have significant dividend yields. Diversification of our portfolio and our flexible mandate will help us protect the downside and capture new opportunities as they arise.

Companies in the portfolio are reporting strong earnings and good opportunities for growth while valuations in our universe continue to be attractive. Electricity demand is rising steadily with a continuing shift towards decarbonised generation while transport and water infrastructure is also benefiting from rising demand and the need for capital investment. The portfolio is positioned to benefit from these long-term trends as electricity generators diversify their generation fleets, transmission grids are modernised, and distribution systems adapt to changing customer needs. The need for investment gives water & waste services and transportation infrastructure strong pricing power and platforms for growth while also providing attractive dividend yields.

We believe that the total return prospects for the Company's portfolio are very encouraging while the broad array of the sub-sectors in which we invest gives investors excellent portfolio diversification.

## David Simpson

Chairman

16 December 2024

# Investment Manager's Report

## Markets and our sectors

Equity markets reacted positively to declining inflation and the cuts in policy interest rates in many OECD economies in the second half of the financial year. Longer term bond yields fell between April and September, helping interest rate sensitive stocks. Elections and changing political agendas in the UK, France and the US provided political uncertainty while continuing geopolitical tensions unsettled investor confidence.

This mixed backdrop had much less effect on EGL's portfolio than the strong earnings momentum and positive long-term updates of the companies we invest in. Over the 12 months to 30 September, the NAV increased by 25.9%, ahead of the S&P Global Infrastructure Index (+18.0%) and the MSCI World Utilities Index (+23.7%). The MSCI World Index increased by 21.1%, mostly achieved in the first half of EGL's financial year (all total returns in sterling).

US utilities were the stand-out performers during the year (+29.2%) and stock selection added further value. Utilities in Continental Europe kept up with broad equity averages and UK holdings were notably strong NAV contributors. Transportation infrastructure and environmental services returns were positive but more muted than in the energy sector. The reappearance of US power demand growth, driven partly by datacentres but also by economic activity, re-shoring and the switch from fossil fuels in power generation gives a pivotal role to the transmission & distribution utilities that will hook that power up to final users as well as to the generators. Consequently, in Europe as well as the US, earnings results and guidance were strong, often nicely ahead of market expectations, helping the appreciation of shares which continue to trade on low valuations.

## Performance summary

The second half of the year produced a NAV total return of 15.2%, building on the first half's 9.0% return. For the full year, performance was broadly based, with all regions and sub-sectors contributing positively but several large holdings and one new name were the main drivers. The use of leverage, which averaged 11% for the year, was beneficial given the positive returns, while sterling's persistent strength held returns back (approximately -8%).

One of our best decisions in the year was to add Vistra to the portfolio last November. Vistra is a diversified US integrated utility operating natural gas, coal, nuclear and solar generation capacity plus one of the largest battery storage facilities in the world. Compared to peers, it has low debt ratios and above average free cash flows, and nearly half its generation capacity in Texas where we see structurally higher power prices because baseload capacity is being replaced by renewables. The holding was doubled in February when Vistra's purchase of Energy Harbour, owner of a 4000 MW nuclear generation fleet, received regulatory approval, giving Vistra the second largest nuclear power fleet in the country. This coincided with a sea-change in attitudes to nuclear energy. Constellation, a pure nuclear owner/operator, has been a relatively large holding in the portfolio since it was spun out from Exelon early in 2022. Together, Constellation and Vistra represented c. 7% of the portfolio during the year, despite some profit taking, and their shares increased by 116% and 212%, respectively.

Constellation and Vistra are direct beneficiaries of accelerating demand from energy intensive businesses (including datacentres) for constantly available decarbonised electricity and the US Production Tax Credit which provides a floor price for nuclear electricity and supports investing to extend the life of plants. Datacentres are increasingly connecting directly to nuclear plants and ready to pay a significant premium over wholesale power prices to secure their need for baseload power. Constellation and Vistra shares were also reacting well to strong earnings, cash flow generation and balance sheets, significantly improving longer term earnings outlooks and returns to shareholders via share buybacks. Southern Company and Public Service Enterprise Group, also nuclear plant owners, were notable contributors to performance too due to solid earnings reports.

After a disappointing stock performance in the previous year, NextEra Energy's shares rose 37% as quarterly earnings results consistently exceeded market expectations. This reflected strong customer growth, new additions to its renewables and storage portfolio and cost controls. Regulated wires-focussed utilities such as American Electric Power and Edison International also performed well as bond yields came down, earnings came through and customer demand growth materialised sooner than expected. Edison International, for example, expects 35% higher 10-year load growth than just two years ago.

National Grid, SSE and Drax represented the majority of the portfolio's UK exposure. They are well exposed to the themes of transmission & distribution and electrification that we are emphasising in the portfolio and they were strong performers during the second half of the year. Share price volatility – around National Grid's equity issuance, for example – provided an opportunity to manage position sizes and add value. Enel provided a consistently good performance contribution as it continued to deliver strong earnings. Its asset disposal program is ahead of plan and at attractive valuation multiples; the shares also benefited from the decline in Italian bond yields.

After a poor performance for RWE in the first half, its shares recovered in the second but still underperformed a strong cohort. Hong Kong listed Chinese stocks underperformed for most of the year until a hefty stimulus package ignited an equity market rally in China and Hong Kong in September. This meant China Suntien Green Energy and China Water Affairs made reasonable contributions to the NAV for the last 6 months and the full financial year. Xinyi Energy made a much smaller share price recovery and was the poorest performer during the year; it is also the portfolio's smallest holding. Stocks with French exposure (Vinci, Veolia, Engie, Atlas Arteria) were weak toward year-end given the prospect of a rise in the corporate tax rate as the government struggled to shore up its finances.

---

# Investment Manager's Report

continued

---

## Purchases & sales

In the half-year report to 31 March, we reported purchases to further increase exposure to energy transmission and distribution (regulated growth), baseload nuclear power provision (unregulated growth) and transportation and environmental services (inflation-linked growth), and a reduction in power price exposure. In the second half of the year, we took profits in US holdings which had seen sharp share price gains, including Constellation, Vistra, NextEra Energy, America Electric Power and Edison International, and we exited a small position in Williams Companies. Purchases were generally of pan-European names (National Grid, Drax, Vinci) and we added a new name, BKW, a European provider of energy (hydro, wind & solar and nuclear) and infrastructure services (building solutions, engineering) and manager of the Swiss grid. We think BKW should be set to benefit from higher and structurally more volatile electricity prices, relatively low interest rates in Switzerland, and solid earnings contributions from the grid business and the services division which is being restructured.

## Income and gearing

After a few years of very strong growth, income from investments declined slightly year-on-year. Foreign currency weakness reduced foreign dividend receipts expressed in sterling terms; the US dollar declined by nearly 10% and the Euro by 4%. Stock choices played a part in reducing income – some relatively high yielding shares were sold (Williams Companies) or reduced (Endesa, Engie) and relatively low yielders purchased (Vistra, BKW). The cost of borrowings fluctuated and, as the accounts show, was higher than the previous year but our use of gearing was a significantly positive contributor to overall returns.

## Outlook

The valuation of some parts of the stock market may be high but listed infrastructure is still undervalued by historical standards, relative to broad market averages and compared with valuations of private infrastructure assets. We have seen a revaluation for US utilities this year, leading us to take some profits since the financial year-end, but this uplift mostly reflects strong earnings rather than a reassessment, which we think is merited, of the growth opportunities for the sector.

EGL's investment universe comprises businesses providing infrastructure and services essential for economic activity and progress. Serious weather events make modern, durable infrastructure all the more important, and climate risk mitigation is fundamentally reliant on infrastructure companies investing to facilitate the transition to a cleaner world. The world now invests almost twice as much annually in clean energy as it does in fossil fuels. This growth is underpinned by strong demand, continued cost reductions, emissions reduction goals and considerations of energy security. In addition, power prices are rising in the US and are attractive versus historical levels in most European markets. Companies developing, owning and operating the infrastructure behind the energy transition will, we expect, continue to be areas of profitable opportunity.

The shares of transportation infrastructure and environmental services (water and waste management) have generally underperformed utilities this year and we are adding exposure. We believe these businesses have limited competition and good pricing power, operational performance is strong, and they contribute to portfolio diversification. Stock valuations in these infrastructure segments are still low – for example, ENAV, the monopoly provider of air traffic control services in Italy, and Vinci, a global leader in motorway and airport concessions, trade at valuations which are cheaper than their historical averages with strong cash generation supporting above market dividend yields.

EGL's portfolio of companies will, we believe, continue to grow their earnings, almost irrespective of the economic backdrop, helped by the proportion of their revenues which is fully contracted or regulated.

## RWC Asset Management LLP (Redwheel)

Investment Manager

16 December 2024



# ESG Evaluation

The Company's board believes that analysis of sustainability and environmental, societal and governance ("ESG") factors and an active approach to stewardship are essential elements of the investment management process and contributors to superior financial returns over the longer term. These principles are set out on pages 16 and 21. This page describes the approach to sustainability, ESG and stewardship pursued by the Investment Manager on behalf of the Company.

The Company does not have a UK sustainable investment label under the FCA's Sustainability Disclosure Requirements ("SDR") as it does not meet the criteria required for applying such a label.

## Ecofin's approach

The Ecofin team has wide-ranging expertise across infrastructure, water & environment and the energy transition, managing portfolios designed to deliver strong risk-adjusted returns as well as a positive impact on the environment and society. Understanding sustainability profiles and mitigating ESG risks is a core part of our philosophy and investment process and has been central to the delivery of attractive risk-adjusted returns. More details about stewardship can be found on page 21.

Analysis of ESG issues is integrated into the life cycle of our investment activities including due diligence and ongoing portfolio management.

## Analysis is stock specific

- Each company is assessed individually to determine its sustainability profile;
- We invest in companies with improving profiles and strive to avoid major ESG-related risks;
- We take a forward-looking view and seek to maximise portfolio returns by identifying stocks with the greatest rate of improvement.

The Company's investment universe is not restricted according to sustainability criteria, allowing us to invest in companies with strong sustainability credentials and companies with legacy asset portfolios but a clear trajectory to significantly improve their emissions profile. We study the sustainability credentials of each company considered for inclusion in the portfolio, and analyse specific environmental, social and governance risks insofar as they would be expected to have a material impact on shareholder returns.

## Engagement

- Constructive engagement during site visits and frequent calls and meetings with management; dialogue helps to ensure mutual understanding and response from management if we raise issues/concerns;
- Engagement and proxy voting are integral parts of our active management of portfolios; case-by-case assessment for decisions relating to proxy voting, corporate actions and events.

The investment team's frequent contact with industry management teams ensures we develop and maintain strong

relationships with corporates, allowing a more appropriate reflection on the risk and reward of various investments.

This allows us to complement quantitative models and analysis with a qualitative assessment of each company's managerial actions concerning both strategic and sustainability decisions.

We also believe that shareholders can contribute strongly to the dialogue with a company through proxy voting. We vote on every resolution for every company's general meeting or proxy, and always vote in the best interest of shareholders, irrespective of the company's recommendation. This is especially true for any item that could impact sustainability or ESG considerations in a negative way, such as matters that could affect corporate governance and climate change, reduce the protection of minority holders' interests, or lead to management compensation being misaligned with the interests of shareholders. Progress is tracked against our objectives. In exceptional instances we write to a company's board to express our views.

## The portfolio's carbon emissions performance

The Ecofin team partners with CarbonAnalytics to verify and measure carbon emissions for portfolio companies. The Company's portfolio screens well in terms of carbon footprint (i.e. tonnes of CO<sub>2</sub> emitted per megawatt hour of electricity generation): electricity generators in the portfolio generally have CO<sub>2</sub> emissions which are below the average emissions of their relevant electricity grids and the average of companies included in the global utilities index.

As mentioned, we do not set firm limits on fossil fuel exposure and invest in companies transitioning to better growth and sustainability profiles (rather than permitting only 'clean' stocks). As of 30 September, the portfolio's electricity generators had CO<sub>2</sub> emissions which were 12% below the average emissions of the electricity grids in which the companies operate, largely because of a relatively small reliance on coal, and 17% lower than those of companies in the global utilities index (as measured in tCO<sub>2</sub>/\$million invested). On a forward-looking basis, due to our focus on companies in transition, the portfolio's emissions profile should look even better, with almost all companies having committed to a full phase-out of fossil fuels in the medium term and a net zero emissions target in the long run.

	Share of electricity generation from coal	Share of electricity generation from renewables	CO <sub>2</sub> emissions compared to relevant grid	tCO <sub>2</sub> per \$mn invested
30 September 2024				
<b>EGL portfolio</b>	11%	23%	-12%	464
MSCI World Utilities Index	16%	20%	-11%	559

## RWC Asset Management LLP (Redwheel)

Investment Manager

16 December 2024

# Ten Largest Holdings

as at 30 September 2024 (% of investments)

## National Grid

Regulated power and gas transmission and distribution in the UK and US

**6.6%** of portfolio  
(30 September 2023: 4.4%)

National Grid's principal activity is the transmission and distribution of energy in the UK and the US, which is fully regulated. The company owns and operates the high voltage electricity transmission network in England and Wales, the gas transmission infrastructure for Great Britain, and four of the eight regional gas distribution networks in the UK. In the US, National Grid supplies energy to more than 20 million people in five states in the Northeast, where it also owns and operates gas distribution networks. Given the strong structural growth in renewables generation and the requirement to modernise transmission and distribution networks, National Grid's new 5-year plan sees significantly expanded capital investment of £60bn which should drive asset growth of c. 10% per annum.

 [www.nationalgrid.com](http://www.nationalgrid.com)

## NextEra Energy

Global leader in clean energy infrastructure

**6.3%** of portfolio  
(30 September 2023: 6.1%)

NextEra is one of the largest capital investors across U.S. industry and the largest in the energy industry, targeting clean energy and smart infrastructure. NextEra's principal subsidiaries are Florida Power & Light, the largest electric utility in the US, and NextEra Energy Resources, the largest generator of energy from wind and sun in the world. NextEra is also a leader in battery storage and energy transmission. It is deploying vast capital resources in incremental renewables and storage capacity, stimulated by the government's incentives for clean energy, transmission and storm resilience and in response to new demand growth. NextEra continues to deliver strong results and reliable electricity and has reconfirmed guidance through 2027 for 6-8% per annum earnings growth and 10% per year growth in the dividend per share (from 2024 levels).

 [www.nexteraenergy.com](http://www.nexteraenergy.com)

## American Electric Power (AEP)

Regulated US utility in transition

**4.1%** of portfolio  
(30 September 2023: 4.4%)

AEP is one of the largest electric utilities in the US, serving 5.6 million customers in 11 states. Its generation fleet is transforming from majority coal- and natural gas-fired in 2005 to majority renewables-sourced (hydro, wind, solar and pumped) by 2030. The company also owns a network of high voltage transmission lines spanning 38 eastern and central US states and eastern Canada, more network miles than all other US transmission systems combined. AEP's business is being simplified via sales of unregulated and non-core assets. Dividends should grow in line with earnings growth of 6-7% per annum, supported by a \$43bn 5-year capital investment programme allocated largely to wires (regulated transmission infrastructure) and generation reflecting load growth.

 [www.aep.com](http://www.aep.com)

## Enel

Major investor in renewables and transmission grids globally

**3.8%** of portfolio  
(30 September 2023: 4.0%)

Enel is present in 30 countries and is the world's largest utility by customer base, one of the world's largest renewable energy operators and one of its largest electricity network operators. Since the early 2000s, Enel, Italy's largest producer, distributor and supplier of power, has pioneered the development of renewable energy technology, focusing on onshore wind and solar. With the acquisition of Endesa in 2007, Enel entered the Spanish market as the largest utility in the Iberian Peninsula and gained significant exposure to Latin American markets. Remaining coal exposure will be phased out by 2027. With the sale of non-core assets continuing and an infrastructure investment program targeting renewables capacity and networks, Enel aims to deliver a double-digit annual total shareholder return until 2030.

 [www.enel.com](http://www.enel.com)

## SSE

UK electricity generator and distributor

**3.8%** of portfolio  
(30 September 2023: 4.7%)

With a significant renewable energy fleet, SSE's business is focused on the generation and supply of electricity in the UK and Ireland. It also owns and operates the electricity transmission and distribution networks in northern Scotland. SSE is building the world's largest offshore wind farm (Dogger Bank) and the UK's largest hydro power plant in 30 years which, upon completion, will double the country's hydro storage capacity to 3GW. SSE's upgraded capital programme plans for £20.5 billion of investment over the 5 years to 2027, of which 55% is now allocated to regulated electricity networks. SSE's asset portfolio, which delivers mostly contracted or inflation-indexed revenues, and its fixed rate debt profile provide earnings stability and visibility. A commitment to real dividend growth remains at the core of its financial targets.

 [www.sse.com](http://www.sse.com)

## Constellation Energy

US nuclear power generator

**3.7%** of portfolio  
(30 September 2023: 3.9%)

Founded in 2022 after a spin-off from Exelon, Constellation's 32,400 megawatts of mostly carbon-free energy capacity produce about 20% of the country's carbon-free generation. Of listed US power generators, the company is already the lowest carbon emitter, given it has the nation's largest nuclear fleet, and plans to eliminate all its greenhouse gas emissions by 2040. Constellation's 24/7 baseload power output plays an increasingly valuable role in several States balancing intermittent solar and wind generation and growing demand for electricity from power-intensive datacentres. In September, in a headline deal which is expected to significantly boost Constellation's earnings growth rate (from 10% to 13% p.a.), Microsoft signed a 20-year agreement with Constellation to purchase all the power from a nuclear plant unit closed in 2019 which Constellation will restart in 2026. Known for operational quality and with a strong balance sheet and significant cash flow, Constellation continues to return capital to shareholders while targeting 10% growth annually in the dividend.

[www.constellation.com](http://www.constellation.com)

## Vistra

Largest competitive power generator in the US

**3.7%** of portfolio  
(30 September 2023: 0%)

Vistra is an integrated power generation and retail electricity company based in Texas and operating across the country. Its generation fleet includes natural gas, nuclear, solar and battery storage facilities and coal. Vistra made a transformative acquisition in 2023 of Energy Harbour which has scaled up its zero-carbon generation and retail businesses meaningfully. With the addition of 4,000 MW of nuclear power capacity, Vistra now owns the second largest competitive nuclear fleet in the US. It also operates the country's second largest energy storage capacity. The company's diverse generation fleet is gaining value as demand grows for dispatchable power – ideally zero-carbon and 24/7 baseload – and it has a large proportion of its operations in Texas where growth in customer numbers and demand due to electrification and datacentres are above average. The company has a sound balance sheet, strong earnings momentum and a growing dividend.

[www.vistracorp.com](http://www.vistracorp.com)

## Edison International

Wires-focussed electric utility in California

**3.7%** of portfolio  
(30 September 2023: 2.8%)

Edison is an electric utility holding company operating predominantly in Southern California. Southern California Edison (SCE), a regulated utility, is its largest subsidiary. SCE has a wires-focussed rate base with limited power generation ownership and growth is driven by investment in strengthening and modernising the grid and advancing California's aggressive clean energy goals. Approximately half of SCE's electricity supply is derived from carbon-free sources, heading for 100% by 2045, in line with California's plans to be carbon-neutral by then. Since 2017, the first year of devastating wildfires in California, regulation for determining wildfire liability and cost recovery has been redesigned in the state. We expect the shares to continue to re-rate on the back of 6-8% rate-base and 5-7% EPS growth based on substantial infrastructure investment plans which are integral to wildfire risk mitigation, the decarbonisation of retail power supply, and the electrification of transportation.

[www.edison.com](http://www.edison.com)

## ENAV

Italian monopoly supplier of air navigation services

**3.4%** of portfolio  
(30 September 2023: 2.9%)

ENAV is a major European air navigation infrastructure operator as the exclusive supplier of air traffic control and navigation services in Italian airspace. Known for its safety and on-time performance, ENAV listed on the Milan stock exchange in 2016 with a free float of c. 47%. In addition to managing air traffic, the company is involved in the installation, maintenance and monitoring of all air navigation hardware and software systems and the development of new technologies such as the creation of U-Space, the airspace for drones. It provides aeronautical information management systems for customers based globally and is in partnership with companies leading the development of satellite services. Revenues are highly regulated, with limited exposure to traffic, and expected to continue growing faster than costs.

[www.enav.it](http://www.enav.it)

## E.ON

European energy distribution network operator and retailer

**3.3%** of portfolio  
(30 September 2023: 1.4%)

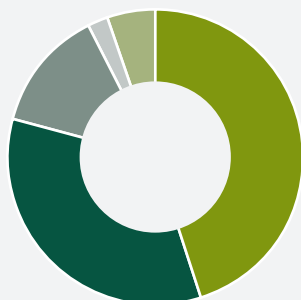
E.ON spun off its conventional thermal power generation and energy trading businesses to a separate company, Uniper, in 2016. E.ON is now focused entirely on energy networks, retail (where it has leading market positions in Germany, the U.K. and Netherlands, Turkey, Czech Republic, Hungary, Romania, Sweden, others) and energy infrastructure solutions (district heating and cooling and energy infrastructure for industrial customers which carry attractive contract terms). The networks division, which operates the largest distribution network in Europe and provides a majority of EBITDA, is seeing a major growth acceleration across markets, driving an increase in annual investment and 10% regulated asset base growth. Good visibility on asset growth and return on capital employed (average for 2024-2028 of 8-9%) should continue to support earnings and dividend per share growth.

[www.eon.com](http://www.eon.com)

# Portfolio Analysis

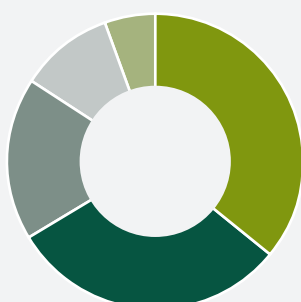
as at 30 September 2024

## By country or region



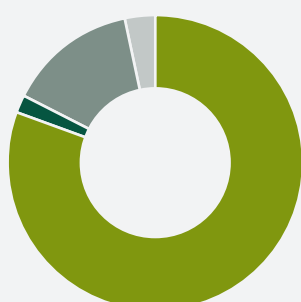
	30 September 2024		30 September 2023	
	Market value £'000	% of investments	Market value £'000	% of investments
North America	124,791	45.1	108,026	47.5
Continental Europe	94,573	34.1	68,280	30.0
UK	37,132	13.4	30,635	13.5
Other OECD	6,137	2.2	8,880	3.9
Total OECD	262,633	94.8	215,821	94.9
Emerging markets	14,277	5.2	11,692	5.1
<b>Total</b>	<b>276,910</b>	<b>100.0</b>	<b>227,513</b>	<b>100.0</b>

## By sector



	30 September 2024		30 September 2023	
	Market value £'000	% of investments	Market value £'000	% of investments
Regulated utilities	99,905	36.1	67,243	29.6
Integrated utilities	83,877	30.3	73,909	32.5
Renewables & nuclear	49,671	17.9	46,099	20.3
Infrastructure	28,801	10.4	28,713	12.6
Environmental services	14,656	5.3	11,549	5.1
<b>Total</b>	<b>276,910</b>	<b>100.0</b>	<b>227,513</b>	<b>100.0</b>

## By market capitalisation



	30 September 2024		30 September 2023	
	Market value £'000	% of investments	Market value £'000	% of investments
More than £10,000 million	223,708	80.8	170,989	75.2
£5,000 to £10,000 million	5,395	1.9	11,615	5.1
£1,000 to £5,000 million	38,978	14.1	40,322	17.7
£200 to £1,000 million	8,829	3.2	4,587	2.0
<b>Total</b>	<b>276,910</b>	<b>100.0</b>	<b>227,513</b>	<b>100.0</b>

Fair values and sub-totals have been rounded to the nearest thousand.

# Portfolio Holdings

as at 30 September 2024

Company	Country	Fair value £'000	% of investments
National Grid	UK	18,321	6.6
NextEra Energy	United States	17,431	6.3
American Electric Power	United States	11,246	4.1
Enel	Italy	10,657	3.8
SSE	UK	10,612	3.8
Constellation Energy	United States	10,362	3.7
Vistra	United States	10,312	3.7
Edison International	United States	10,172	3.7
ENAV	Italy	9,314	3.4
E.ON	Germany	9,244	3.3
<b>Top ten investments</b>		<b>117,671</b>	<b>42.4</b>
RWE	Germany	9,036	3.3
Vinci	France	8,481	3.1
Xcel Energy	United States	8,010	2.9
Southern Company	United States	7,652	2.8
Exelon	United States	7,585	2.7
Iberdrola	Spain	7,055	2.5
Veolia	France	6,966	2.5
DTE Energy	United States	6,718	2.4
Ameren	United States	6,417	2.3
Atlas Arteria	Australia	6,136	2.2
<b>Top twenty investments</b>		<b>191,727</b>	<b>69.1</b>
Terna	Italy	5,749	2.1
Alliant Energy	United States	5,748	2.1
Drax Group	UK	5,592	2.0
Public Service Enterprise Group	United States	5,591	2.0
China Water Affairs	Hong Kong	5,533	2.0
China Suntien Green Energy	China	5,448	2.0
Snam	Italy	5,411	2.0
BKW	Switzerland	5,395	1.9
AES	United States	5,237	1.9
Dominion Energy	United States	5,218	1.9
<b>Top thirty investments</b>		<b>246,649</b>	<b>89.0</b>
Iren	Italy	4,944	1.8
NextEra Energy Partners LP	United States	4,935	1.8
Ferrovial	Netherlands	4,868	1.8
EDP	Portugal	4,099	1.5
Engie	France	3,354	1.2
Xinyi Energy Holdings	China	3,296	1.2
Greencoat UK Wind	UK	2,608	0.9
American Water Works	United States	2,157	0.8
<b>Total investments: 38</b>		<b>276,910</b>	<b>100.0</b>

Figures have been rounded to the nearest thousand.



---

# Directors

---

The directors are all non-executive and independent. They are all members of the audit committee, management engagement committee and remuneration committee.

## **David Simpson**

### **Chairman**

David Simpson is a qualified solicitor and was a partner at KPMG for 15 years until 2013, culminating as global head of M&A. Before that he spent 15 years in investment banking, latterly at Barclays de Zoete Wedd Ltd. He is chairman of M&G Credit Income Investment Trust plc and a director of abrdn New India Investment Trust PLC. He was appointed as a director of the Company at admission on 26 September 2016.

## **Malcolm (Max) King**

### **Chairman of the Remuneration Committee**

Max King is a chartered accountant and has over 30 years' experience in fund management having worked at Finsbury Asset Management, J O Hambro Capital Management and Investec Asset Management. He is also a columnist for MoneyWeek magazine. Max is currently a director of Gore Street Energy Storage Fund plc. He was appointed as a director of the Company on 11 September 2017.

## **Susannah Nicklin**

### **Chair of the Management Engagement Committee**

Susannah Nicklin is an experienced non-executive director and financial services professional with 25 years of experience in executive roles in investment banking, equity research and wealth management at Goldman Sachs and Alliance Bernstein in the US, Australia and the UK. Susannah is Chair of the Schroder BSC Social Impact Trust plc and Frog Capital LLC, and a non-executive director of The North American Income Trust plc. She holds the Chartered Financial Analyst qualification. She was appointed as a director of the Company on 9 September 2020.

## **Joanna Santinon**

### **Chair of the Audit Committee**

Joanna Santinon is a chartered accountant and chartered tax adviser. She specialised in tax, transactions and private equity, and gained wider experience including mergers and acquisitions, strategic investments, capital raisings and listings in her 24 year career at EY. Joanna was a founder member of the 30% Club in the UK. She is a non-executive director and audit committee chair of Octopus Future Generations VCT plc and of Guinness VCT plc. She is also a trustee of The Centre For Entrepreneurs. She was appointed as a director of the Company on 12 September 2023.

The directors present their Strategic Report for the Company for the financial year ended 30 September 2024.

The Strategic Report contains a summary of the Company's business model, a statement of its objectives and investment policy, a review of performance and a description of the principal and emerging risks it faces. Please refer to the Chairman's Statement and the Investment Manager's Report for an analysis of the Company's performance during the financial year and a summary of its future prospects. Pages 4 to 19, together with the sections of this annual report and accounts incorporated by reference, consist of a Strategic Report that has been prepared in accordance with Section 414A of the Companies Act 2006 (the "Act").

## Principal activity and purpose

The Company is an investment company and its principal activity, and therefore its purpose, is portfolio investment.

## Business model

The Company is an investment trust which allows it to be exempt from paying taxes on capital gains made from the sale of its investments. Investment trusts offer advantages for investors, including access to professional investment skills and opportunities that might not otherwise be available to them, and the ability to borrow money to enhance investment returns. The Company exploits the advantages of its closed-end structure by being fully invested and by borrowing against its assets. The Company employs gearing to enable it to enhance total returns and to offer shareholders a geared return on their investment. The Company may borrow, to a limited extent, at floating rates of interest under a prime brokerage facility; these borrowings are variable and can be repaid at any time.

## Investment objectives and policy

The investment objectives of the Company are to achieve a high, secure dividend yield on its investment portfolio and to realise long-term growth in the capital value of the portfolio for the benefit of shareholders while taking care to preserve shareholders' capital. The Company's assets are primarily invested in the equity and equity-related securities of utility and infrastructure companies in developed countries, although up to 10% of the portfolio may be comprised of investments in debt securities and a significant portion of the portfolio may also be comprised of holdings in cash or cash-equivalents from time to time.

For the purposes of investment, utility companies are those involved in the generation, transmission and distribution of electricity including the production of electricity from renewable sources; the transport, storage and distribution of gas; the abstraction, treatment and supply of water and the treatment of waste water; and the provision of environmental services such as recycling and waste management. Infrastructure companies are those that own and operate assets which are essential to the functioning of developed economies and to economic development and growth, notably transportation-related assets such as roads, railways, ports and airports.

The portfolio is diversified with respect to geography and sub-sectors of the global utility and infrastructure investment universe. Whilst the portfolio is comprised principally of investments in companies listed on recognised stock exchanges in the UK, Continental Europe, the US, Canada and other OECD (Organisation for Economic Co-operation and Development) countries, the Company may invest up to 10% of the portfolio, at the time of acquisition, in the securities of companies quoted on recognised stock exchanges in non-OECD countries. The total of the Company's investments in the US may amount to 60% of the portfolio and, with the approval of the directors, that limit may be increased to 70%. The limit for each other country is 40% although it is highly unlikely that these limits will be reached.

Up to 15% of the portfolio may be comprised of investments in collective investment vehicles, including UK investment companies. The Company does not invest in any collective investment vehicles managed by the Investment Manager or its affiliates.

Other investment policy restrictions include:

- Single investments by the Company must not exceed 15% of the portfolio;
- No unquoted investments, save for bond or derivative instruments which are typically not listed;
- The Company does not invest in telecommunications companies nor in companies which own or operate social infrastructure assets funded by the public sector such as schools, hospitals or correctional facilities; and
- No early stage listed companies which involve significant technological or business risk.

These policy restrictions apply as at the time of investment. The Company would, therefore, not be required to effect changes to its investments owing to the appreciation or depreciation in the value of any investment. The size of the Company's holdings as shown in the Ten Largest Holdings, the Portfolio Analysis and the Portfolio Holdings on pages 8 to 11 and references to the size of positions in the Company's investment portfolio elsewhere in this annual report and accounts are expressed in terms of total investments.

Any material change to the Company's investment policy would be subject to Financial Conduct Authority ("FCA") and shareholder approval.

## Diversification

The portfolio of investments is diversified by geographical region, sub-sector of the Company's investment universe, regulatory regime and company size. A description of the Company's Ten Largest Holdings and an analysis of its portfolio can be found on pages 8 to 11.

# Strategic Report

continued

## Gearing

The maximum level of gearing utilised and the nature and term of any borrowings are the responsibility of the directors. They have authorised the Investment Manager to utilise gearing of up to 25%. Gearing is the amount of the Company's borrowings less cash, divided by net assets attributable to shareholders. Cash includes the net amounts due from or owed to brokers. If the Company's gearing were to exceed 25% for any significant length of time, the Investment Manager would take action to reduce gearing by raising cash and repaying borrowings.

Borrowings provide a gearing effect on the NAV. When the Company is geared, a change in the value of the Company's investment portfolio will cause its NAV to change by a larger percentage amount.

Due to the increase in the NAV during the year, the effect of gearing was positive for shareholders. Gearing averaged 11% of net assets and it varied between 6.6% and 15.1%.

As at 10 December 2024 the level of gearing was 14.1% (14 December 2023: 8.3%).

## Currency exposure and hedging policy

The Company's accounts are maintained in sterling but many of its investments are denominated and quoted in currencies other than sterling. Although the Company does not pursue a policy of hedging such investments back into sterling, it may do so from time to time, depending on market conditions. The Company's exposure to fluctuations in exchange rates is, to some extent, mitigated by any borrowings in currencies other than sterling.

During the financial year ended 30 September 2024 the portfolio was unhedged and, as such, the changes in currency exposure during the year principally reflected portfolio changes.

Portfolio currency exposure was as follows:

% currency exposure	30 September 2024	30 September 2023
Sterling	<b>13.5</b>	12.8
US dollar	<b>45.1</b>	45.7
Euro	<b>32.1</b>	31.6
Hong Kong dollar	<b>5.2</b>	5.1
Canadian dollar	–	0.9
Other currencies	<b>4.1</b>	3.9

## Use of derivatives

The Company may make use of derivative instruments, such as options, financial futures and contracts for difference, for the management of risk within limits set by the directors. It is the Company's policy that the total exposure to such derivative instruments (excluding such instruments entered into for cash management purposes or to hedge the currency profile of the portfolio) will not exceed 10% of the Company's investments. Total exposure is the sum of the investments comprising the Company's portfolio and, in the case of derivatives, the value of the underlying securities adjusted for volatility.

The Company's exposure to derivative instruments (excluding such instruments entered into for cash management purposes or to hedge the currency profile of the portfolio) was, at 30 September 2024, and throughout the year, nil.

## NAV and dividends

The Company's NAV per share increased by 20.8% during the financial year ended 30 September 2024 and by 25.9% on a total return basis (which assumes the reinvestment of dividends paid). Over the year, the share price increased by 18.9% and the total return on a share, assuming reinvestment of dividends, was 24.8%. The Investment Manager's Report beginning on page 5 reviews developments in financial markets and the Company's portfolio during the financial year.

Shortly after admission, the Company applied successfully to court to cancel its share premium account to establish distributable reserves, thereby enabling the Company immediately to commence dividend distributions to shareholders. On an ongoing basis, these distributable reserves are available to augment the portfolio's yield.

During the financial year, the Company paid quarterly dividends of:

Interim dividend per share	Financial year	Payment date	Dividend
Fourth	2023	30 November 2023	1.95p
First	2024	28 February 2024	2.05p
Second	2024	31 May 2024	2.05p
Third	2024	31 August 2024	2.05p

Based on the price of a share at the end of the financial year, the annualised yield on a share was 4.2%.

## Key performance indicators

The Company's directors meet regularly to review the performance of the Company and its shares. Key performance indicators ("KPIs") used to assess the Company's progress and its success in meeting its objectives are set out in the table below. Please also refer to Alternative Performance Measures on page 63.

KPIs	As at or year ended 30 September 2024	As at or year ended 30 September 2023
Change in:		
NAV per share <sup>1</sup>	<b>25.9%</b>	-8.6%
Share price <sup>1</sup>	<b>24.8%</b>	-21.9%
Discount to NAV at year-end	<b>12.1%</b>	10.6%
Average discount to NAV during the year	<b>13.3%</b>	3.3%
Revenue return per share	<b>7.17p</b>	7.01p
Dividends paid per share	<b>8.10p</b>	7.70p
Dividend yield	<b>4.2%</b>	4.7%
Dividend cover <sup>2</sup>	<b>88.5%</b>	91.0%
Ongoing charges ratio	<b>1.39%</b>	1.27%

1. Total return, assuming reinvestment of dividends.

2. The dividend cover is the revenue return per share divided by the dividends paid per share.

The performance of the Company's portfolio is not measured against an equity index benchmark. The Investment Manager's asset allocation process pays little attention to the country and regional compositions of the main global utilities index and the global listed infrastructure indices which are typically dominated by utilities. The directors, therefore, review portfolio performance against the most comparable global sector indices, the MSCI World Utilities Index and the S&P Global Infrastructure Index which serve as reference points, and segmental analyses to understand the impact of asset and geographical allocations and stock selection decisions on the Company's overall investment performance.

The directors also review the level of the share price premium/discount to NAV and the level and composition of ongoing charges incurred.

As outlined in the Chairman's Statement, portfolio performance was strong during the year based on good stock selection and in spite of weakness in foreign currencies relative to sterling. The discount to NAV persisted, however, as it did for most investment trusts.

Income from investments, as described in the statement of comprehensive income, decreased slightly (-0.4%) year-on-year. Finance costs increased (+10.8%), while investment management, administration and taxation (withholding taxes) expenses declined by 4.2% overall. The revenue return per share therefore increased by 2.3% to 7.17p. As the dividends paid during the year increased by more than the net revenue per share, dividend cover declined.

The ongoing charges ratio increased to 1.39% (from 1.27% last year). Ongoing charges were almost unchanged, compared with the prior year, but the average NAV was 7.1% lower (despite the significant increase in the NAV by year-end), resulting in a higher ongoing charges ratio. The ongoing charges ratio is calculated in accordance with AIC recommended methodology using the charges for the year under review and the average NAV during the year of £221,401,634 (2023: £238,323,460). From 1 October 2024, a lower investment management fee came into effect which will help to lessen ongoing charges.

## Principal and emerging risks associated with the Company

The directors have carried out a robust assessment of the principal and emerging risks facing the Company, including those which could threaten its business model, future performance, solvency and liquidity. The specific financial risks associated with foreign currencies, interest rates, market prices, liquidity, credit, valuations and the use of derivatives – which may or may not be material to the Company – are described in note 16 to the Financial Statements. The board conducts this assessment by reviewing a detailed risk matrix on a regular basis. A full analysis of the directors' review of internal controls is set out in the Corporate Governance Statement on page 28.

The principal risks, incorporating emerging risks, facing the Company are summarised below along with, where appropriate, the steps taken by the board to monitor and mitigate such risks.

## Performance and market risk

The performance of the Company depends primarily on the investment strategy, asset allocation and stock selection decisions taken by the Investment Manager within the parameters and constraints imposed by the Company's investment policy. The investment policy guidelines can only be materially changed by proposing an ordinary resolution at a General Meeting for shareholders' approval. The Company invests in securities which are listed on recognised stock exchanges so it is regularly exposed to market risk and the value of the Company's portfolio can fluctuate, particularly over the short term, in response to developments in financial markets.

The board has put in place limits on the Company's gearing, portfolio concentration, and the use of derivatives which it believes to be appropriate to ensure that the Company's investment portfolio is adequately diversified and to manage risk. The board meets formally at least four times a year with the Investment Manager to review the Company's strategy and performance, the composition of the investment portfolio and the management of risk. The board examines the sources of investment performance, which are described in attribution analyses prepared by the Investment Manager for each meeting, volatility measures, liquidity and currency exposure, and the Company's gearing. Investment performance could be adversely affected by changes within the investment management team. The board monitors these through regular dialogue with the Investment Manager. The Investment Manager takes steps to reduce the likelihood of such an event by ensuring appropriate succession planning and the adoption of a team-based approach.

## Protracted separation of NAV and share price

Whilst some investors may view the opportunity to purchase a share of the Company at a discount to its NAV as attractive, the volatility of the price of a share and the premium/discount adds to the risks associated with an investment in the Company's shares. The directors review the level of the premium/discount on a regular basis and will use their ability as granted by shareholders to address any sustained or significant discount or premium to NAV, as and when it is appropriate, through the repurchase or issuance of stock. The repurchase of stock will be subject to, but not limited to, market conditions and availability of cash resources.

## Income risk

The Company is committed to paying its shareholders regular quarterly dividends and to increasing the level of dividends paid over time. The dividends that the Company can pay depend on the income it receives on its investment portfolio, the extent of its distributable reserves and, to a lesser extent, its level of gearing and accounting policies. Cuts in dividend rates by portfolio companies, a change in the tax treatment of the dividends received by the Company, a significant reduction in the Company's level of gearing or a change to its accounting policies could adversely affect the net income available to pay dividends.

The board monitors the net revenue forecast, including each component revenue and expense line item, prepared by the Administrator for quarterly board meetings. These are discussed in some detail to assess the Investment Manager's level of confidence in the income growth profile of the portfolio and to mitigate any risk of revenue shortfall relative to expectations.

The board applied successfully to cancel the Company's share premium account in November 2016 and the resulting special reserve is available, when the board considers it appropriate, to augment the net revenue available to pay dividends to shareholders.

## Environmental, social and governance ("ESG") considerations

ESG considerations and policies have become some of the most critical issues confronting companies and their shareholders and can have a significant impact on the business models, sustainability and even viability of individual companies. These issues are a key area of focus for the board, and the board maintains a regular oversight of the Investment Manager in this area.

ESG factor analysis is undertaken on all portfolio holdings and prospective investments by the Investment Manager. In a rapidly changing environment surrounding sustainability and ESG, the investment team works to determine the best practices to incorporate into investment criteria and to make reporting available to the market. As a long-standing specialist in the Company's sectors, the investment team actively engages with portfolio companies in an effort to drive continuous improvement in their sustainability practices and metrics. The board regularly reviews the way ESG considerations are integrated into the decision making process by the Investment Manager to mitigate risk at the stock selection and portfolio levels.

## Liquidity risk

Whilst the Company invests principally in highly liquid securities listed on recognised stock exchanges in developed economies, it also invests to a limited extent in securities traded in emerging markets and in securities which are more thinly traded. As the Company is a closed-end investment company it does not run the risk of having to liquidate investments on unattractive terms to meet redemptions by investors although it is exposed to price risk; that is, that it will be unable to liquidate a position in a thinly traded security at the valuation at which it is carried in the Company's accounts. It is also exposed to a risk that its prime broker, Citigroup Global Markets Limited ("Citigroup"), which provides a flexible borrowing facility, could request that borrowings be repaid with three days' notice. The board reviews the liquidity profile of the Company's portfolio on a regular basis. The liquidity analysis regularly shows that, if required, 96% of the portfolio could be liquidated within five business days assuming trades to accomplish this accounted for up to 30% of average daily trading volumes.

## Cyber security risk

The threat of cyber-attack, in all guises, is regarded as at least as important as more traditional physical threats to business continuity and security. The Company's third-party service providers (including Redwheel, BNP Paribas, Apex (formerly Maitland), Citibank and Computershare) have confirmed the policies and procedures they have in place and their commitment to alert the board to any breaches. Redwheel has a regularly tested business continuity plan and cyber risk is covered within its broad insurance cover.

## Operational risks

Disruption to, or failure of, the Investment Manager's dealing system, the Depositary's or Custodian's records or BNP Paribas' accounting systems may prevent accurate reporting and monitoring of the Company's financial position. The risk of fraud or other control failures or weakness within these service providers could result in losses to the Company.

In common with most other investment trusts, the Company has no executive directors, executive management or employees. The Company delegates key operational tasks to third-party service providers which are specialists in their fields: the management of the investment portfolio to the Investment Manager, Ecofin Advisors Limited during the financial year and since 1 October Redwheel; the preparation and maintenance of the financial statements and maintenance of its records to the Administrator and Company Secretary, BNP Paribas S.A. and Apex Fund Administration Services (UK) Limited (formerly Maitland Administration Services Limited), respectively; the worldwide custody of the assets to Citigroup; and the safekeeping and oversight services to Citibank UK Limited ("Citibank") as Depositary. The board reviews the performance of these third-party service providers and their risk control procedures on a regular basis as well as the terms on which they provide services to the Company.



### Legal, regulatory and compliance risks

To qualify as an investment trust, the Company must comply with Section 1158 of the Corporation Tax Act 2010 ('Section 1158'). Details of the Company's approval are given under Status on page 20. Were the Company to breach Section 1158, it may lose investment trust status and, consequently, gains within the Company's portfolio would be subject to capital gains tax. The Section 1158 qualification criteria are continually monitored by the Administrator and the results reported to the board regularly. The Company must also comply with the provisions of the Companies Act 2006 and, since its shares are listed on the London Stock Exchange, the FCA Listing Rules, Market Abuse Regulation ('MAR'), Disclosure Guidance and Transparency ('DTRs'), and, as an investment trust, the Alternative Investment Fund Managers Directive ('AIFMD'). A breach of the Companies Act could result in the Company and/or directors being fined or the subject of criminal proceedings. Breach of the FCA Listing Rules or DTRs could result in the Company's shares being suspended from listing, which in turn would breach Section 1158. The board relies on the services of its Company Secretary, the Investment Manager and its professional advisers to ensure compliance with the Companies Act 2006, the FCA Listing Rules, DTRs, MAR and AIFMD.

The following risks have also been identified as important in our risk assessment.

### Other risks

In the opinion of the directors, an investment in the shares of the Company entails a greater than average degree of risk, in the context of the investment trust industry, because the Company employs gearing, as explained on page 14. In addition to the risks borne by the Company described above, investors in the shares of the Company are exposed to risks due to the investment policy (described on page 13) of the Company. These are risks that cannot be mitigated without changing the investment policy.

### Gearing and capital structure

The board has authorised the Investment Manager to utilise gearing, in the form of borrowings under the Company's prime brokerage facility, although the gearing is not structural in nature and can be reduced at any time. Whilst the use of gearing will enhance the NAV per share when the value of the Company's assets is rising, it has the opposite effect when the underlying asset value is falling. In the event that the prime brokerage facility were to be renegotiated or terminated, the Company might not be able to finance its borrowings on as favourable terms.

### Non-OECD or emerging markets

The Company's policy on diversification, noted on page 13, permits the Investment Manager to invest up to 10% of its investments, measured at the time of acquisition, in the securities of companies incorporated in countries which are not members of the OECD – such as emerging markets – and quoted on stock exchanges in such countries. Investment in emerging markets may involve a higher degree of risk and expose the Company to, among other things, less well developed legal and corporate governance systems, a greater threat of unilateral government action with respect to regulation and taxation, and a higher risk of political, social and economic instability than an investment in developed, OECD markets. These risks are mitigated through diversification and fundamental analysis.

### Foreign exchange risk

As noted in the investment policy on page 14, the Company's Financial Statements are prepared in sterling and its shares are denominated in sterling. Many of the Company's investments, however, are denominated in currencies other than sterling and, as a result, the value of the Company's investment portfolio is exposed to fluctuations in exchange rates. Although the Company may hedge non-sterling exposure from time to time, it is not the Company's policy to try to minimise or eliminate foreign exchange risk as over the long term this could restrict the investment returns potentially available to sterling-based investors in international securities. There is a risk that the NAV will be depressed, therefore, if sterling appreciates significantly against foreign currencies.

### Political risk

The board has considered the political uncertainties prevailing in the US, in view of President Trump's re-election, and the rest of the world and the risks associated with potential changes to regulations, laws and/or taxes. The board continues to believe that the Company's strategy of investing in an internationally diversified portfolio of companies is the correct model to achieve its investment objectives.

## Viability statement

The UK Financial Reporting Council ("FRC") maintains the UK's Corporate Governance Code (the "Code") to promote high quality corporate governance and reporting. Under the Code, the directors are required to state that in their opinion the Company's resources are adequate for it to continue in business for at least twelve months from the date of the Financial Statements and, therefore, it is appropriate that the Financial Statements be prepared on a going concern basis. This statement appears on page 22 in the Directors' Report.

In accordance with provision 31 of the 2018 Code, the directors are also required to assess the prospects for the Company over a longer period than the twelve months referred to in the going concern guidance and statement. The directors have elected to review the viability of the Company for a five year period up to the Annual General Meeting ("AGM") of the Company to be held in 2029 principally because they consider that any investment in the shares of the Company should be made on a medium to long-term basis.

In assessing the viability of the Company over this five year period, the board has performed a robust assessment of controls over the principal risks. The board considers, on an ongoing basis, each of the principal risks noted in the Strategic Report and set out in note 16 to the Financial Statements. The board has evaluated scenarios of possible future circumstances, including a significant and prolonged fall in equity markets and a material increase in expenses, and considered the latest assessment of portfolio liquidity. The board monitors income and expense projections for the Company, with most of the expenses being predictable and modest in comparison with the assets of the Company. A significant proportion of the Company's expenses are investment management fees based on the Company's NAV and these would decline proportionately if the market value of the Company's investments were to fall.

The Company was established with an unlimited life. At its AGM in March 2024, shareholders voted on an ordinary resolution which considered the continuation of the Company and overwhelmingly approved it. Another continuation vote will be held no later than March 2029.

Based on the above, their assessment of the nature of the Company, its investment policy and financial resources, and with careful consideration given to the current market situation, the board has concluded that there is a reasonable expectation that the Company will be able to continue to operate and meet its liabilities as they fall due over the next five years.

## Environmental, social and governance (ESG) policy

Your board believes that analysis of ESG factors is an essential element of the investment management process and that companies exhibiting good or improving ESG credentials are more likely to perform well over the longer-term. The Investment Manager's research process integrates traditional fundamental analysis and a study of ESG factors which it believes may affect stock valuations and shareholder value. Engagement and proxy voting are integral parts of active management and a case-by-case assessment is made for decisions relating to all proxies, corporate actions and events relating to portfolio holdings. We endorse the Investment Manager's active stewardship approach and are pleased that it is a signatory of the United Nations-supported Principles for Responsible Investment ("PRI").

In the power sector, your Company's strategy is to invest predominantly in companies investing to achieve their own or government targets for emissions reductions and greener grids and eventually decarbonisation. The portfolio is oriented, therefore, toward clean generators and suppliers of electricity, and we expect that it will be cleaner in terms of carbon emissions (tons of CO<sub>2</sub> emitted per megawatt hour of generation) than the overall power sector (as measured by the MSCI World Utilities Index). Please refer to page 7 for further detail about the Investment Manager's integration of ESG factors in its investment approach and to page 21 for an outline of the Investment Manager's stewardship policy.

The Company is an investment trust with no executive directors or employees and no operating assets. Apart from the need for directors to travel to board meetings, the Company has no direct impact on the environment or on the communities in which it carries on its investment activities.

## Modern Slavery Act 2015

The Company does not fall within the scope of the Modern Slavery Act 2015 and the directors consider the Company's suppliers, which are typically professional advisors, to be low risk. Accordingly, a slavery and human trafficking statement has not been included.

## The board and composition

The board comprises four non-executive directors: two men and two women. In accordance with best practice, all directors stand for re-election annually. The board is attentive to the composition of the board, its breadth of skills and its diversity. The board is committed to ensuring that any vacancies arising are filled by the most qualified candidates and recognises the value of diversity in the composition of the board. The board welcomes the FTSE Women Leaders Review's recommendations on gender diversity on boards and the Parker Review's recommendations with respect to ethnic and cultural representation on UK boards. Whilst the board does not feel that it is appropriate to use diversity targets, given its small size, the directors acknowledge that diversity is important to ensure that the Company can draw on a broad range of skills, knowledge, experience and perspectives. The appointment process therefore includes a consideration of diversity generally, taking into account gender,

social and ethnic backgrounds, cognitive and personal strengths and experience.

The FCA Listing Rules require companies to report on whether they have met certain targets on board diversity; these are that: at least 40% of the individuals on the board are women; at least one of the senior positions on the board is held by a woman; and there is at least one director with an ethnic minority background.

As at 30 September 2024, the Company met the gender diversity requirement as two out of four directors (50%) are women. The board does not have a director with a minority ethnic background. Susannah Nicklin is chair of the management engagement committee and Joanna Santinon is chair of the audit committee.

### Future prospects

The outlook for the Company is described in the Chairman's Statement on page 4 and the Investment Manager's Report on page 5.

### Section 172 statement

Section 172 of the Companies Act 2006 requires that a director must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members (i.e. shareholders) as a whole and, in doing so, have regard (amongst other matters) to: the likely consequences of any decision in the long term; the need to foster the Company's business relationships with suppliers, customers and others; the impact of the Company's operations on the community and the environment; the desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the Company.

The board ensures that it promotes the success of the Company by engaging the Investment Manager and other specialist third-party suppliers with appropriate performance records, resources and controls in place to deliver the services that the Company requires. Their performance is monitored by the board and its committees, which have oversight of the Company's operations. The principal supplier is the Investment Manager, in particular the investment management team responsible for managing the Company's assets in order to achieve its stated investment objectives. The board maintains a good working relationship with the Investment Manager, which also provides administrative support and promotes the Company through its marketing and investor relations efforts. Whilst strong long-term investment performance is essential, the board recognises that for an investment vehicle to be sustainable over the long term, both it and the Investment Manager must have regard to ESG issues that impact society at large. Environmental, social and governance considerations are fully integrated in the Investment Manager's investment process; please refer to page 7.

The directors confirm that they have considered their duty under Section 172 when making decisions during the financial year under review. The directors have considered this duty when making strategic decisions that impact shareholders, including the basis of allocation of management and finance expenses, the dividend policy and the issue of new shares.

The board regularly monitors the shareholder profile of the Company. Please refer to page 28 for details of communication with shareholders. The board also widely consults with its advisers when considering key decisions.

The key decisions taken by the directors during the year under review are set out below.

### Strategy

The Chairman's Statement on page 4 and the Investment Manager's Report on pages 5 to 6 include details of the Company's strategy, portfolio activity and performance during the year under review. This Strategic Report on pages 13 to 19 also describes the investment strategy undertaken by the Investment Manager.

These strategic decisions contribute to the long-term success of the Company and are communicated to investors so they may make personal investment decisions.

### Dividends

In accordance with the Dividend Policy approved by shareholders and explained on page 20, quarterly dividends were paid in November 2023 and February, May and August 2024.

Last year, the board increased the quarterly dividend rate to 2.05p per share. The board has carefully considered the dividend level and, following review of the relevant factors, decided to increase the quarterly rate to 2.125p, starting from the dividend payable in February 2025.

### Repurchase of shares

Despite the strong performance of the NAV and our ongoing efforts to raise appreciation of the Company's investment universe and strategy across a wider audience, the shares continued to trade at a discount to NAV during the year. This was typical for most investment trusts. The Company therefore continued to repurchase shares, buying back a total of 5.8 million during the year. The board keeps the discount management policy under careful review, in the interest of all shareholders.

On behalf of the board

**David Simpson**

Chairman

16 December 2024

# Directors' Report

The directors serving at the year-end present their annual report and accounts together with the audited Financial Statements of the Company for the year ended 30 September 2024. The directors serving during the year were Max King, Susannah Nicklin, Joanna Santinon, Iain McLaren (retired 6 March 2024) and David Simpson.

## Information disclosed in the Strategic Report

The following matters required to be disclosed in this report under the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 are covered in the Chairman's Statement, the Investment Manager's Report and the Strategic Report on pages 4 to 19: the Company's objectives, policies and financial risk management, the Company's exposure to risks and its prospects, as well as important events affecting the Company since the year-end.

## Status

The Company was incorporated in England and Wales as a public limited company and is domiciled in the UK. It is an investment company as defined by Section 833 of the Company's Act 2006 (the "Act") and the Company's ordinary shares are listed on the London Stock Exchange.

The Company has been approved by HM Revenue & Customs ("HMRC") as an investment trust in accordance with Section 1158 Corporation Tax Act 2010 ("CTA"). In the opinion of the directors it continues to meet the eligibility criteria to qualify as an investment trust. As an investment trust, the Company is exempt from capital gains tax and, given the Company's current portfolio, its shares are eligible for inclusion in an Individual Savings Account.

## Results and dividends

The net assets of the Company attributable to ordinary shares as at 30 September 2024 were £243,231,000 (30 September 2023: £211,977,000). The results for the Company are reviewed in the Chairman's Statement on page 4 and the Investment Manager's Report on page 5 and set out in the Financial Statements on pages 41 to 44.

The net return of the Company which was available for dividend payments on ordinary shares for the year ended 30 September 2024 amounted to £8,094,000 (30 September 2023: £8,019,000). The Company is able to supplement the revenue account with reserves of distributable capital and it did so during the financial year.

## Dividend policy

Consistent with prior years, the board believes that a relatively high level of income from a global specialist equity fund should provide an appealing investment proposition for investors. The Company targets a dividend yield of 4 per cent on net assets using, if appropriate, gearing and reserves to augment the yield on the portfolio. The Company pays dividends to shareholders on a quarterly basis, payable on the last business day of February, May, August and November each year.

In accordance with best practice, the board will be seeking shareholder approval of this dividend policy, and a resolution will be put to shareholders at the forthcoming AGM. In respect of the year ended 30 September 2024, an interim dividend of 1.95p per ordinary share was paid on 30 November 2023, and 2.05p per ordinary share was paid on 28 February 2024, 31 May 2024 and 30 August 2024. Subsequent to the year-end, an interim dividend of 2.05p per ordinary share was paid on 30 November 2024. The directors are not proposing the payment of any final dividend for the year ended 30 September 2024 (final dividend for the year ended 30 September 2023: nil).

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Revenue reserves at beginning of year	–	–
Revenue available for dividends	8,094	8,019
Transfer from special reserve for dividends	1,050	770
Dividends paid	9,144	8,789

## Share capital

The issued share capital of the Company as at 30 September 2024 comprised 109,721,598 (2023: 115,495,663) ordinary shares. At General Meetings of the Company, holders of ordinary shares are entitled to one vote per person on a show of hands and one vote per share on a poll. They are entitled to such dividends as the directors may from time to time declare and to participate in the Company's capital growth. On a winding-up, after settling amounts due to creditors, ordinary shareholders are entitled to any remaining assets.

There are no restrictions on transfers of the ordinary shares nor special rights regarding control of the securities. Neither the Company nor the directors are aware of any agreements or arrangements with or between shareholders which restrict the transfer of shares, or which would take effect, alter or terminate in the event of a change of control of the Company.

Despite strong NAV performance and concerted efforts to raise appreciation of the Company's investment universe and strategy amongst a wider audience, the shares traded at a discount to NAV during the year. As a result, the Company continued to repurchase shares at a discount to NAV. A further 1,596,136 shares were repurchased subsequent to the year-end and up to 10 December 2024 at a discount to NAV.

### Management agreement

Ecofin Advisors Limited (Ecofin) was appointed to provide discretionary fund management services to the Company under an Investment Management Agreement ("IMA") dated 6 July 2016 and amended by side letters (31 August 2016, 28 June 2018) and supplemental agreements (13 December 2018, 16 June 2021, 6 August 2024). The IMA provided for an investment management fee equal to 1.0% per annum of the Company's net assets up to £200 million and 0.75% per annum in excess of £200 million, calculated and payable quarterly in arrears. Details of the fees paid to Ecofin during the financial year are given in note 3 to the Financial Statements. In accordance with the Alternative Investment Fund Managers Directive ("AIFMD"), the board appointed Ecofin Advisors Limited as the Company's Alternative Investment Fund Manager ("AIFM").

As announced by the Company on 12 July 2024, RWC Asset Management LLP, a limited liability partnership incorporated in England and Wales ("Redwheel"), purchased certain assets of Ecofin in a transaction which completed 30 September 2024. Pursuant to a novation agreement dated 30 September 2024 made between the Company, Redwheel and Ecofin, the parties agreed to novate the management agreement dated 6 July 2016, as amended by side letters and supplemental agreements, with the effect that Redwheel replaced Ecofin as the Company's investment manager and AIFM from 1 October 2024.

From 1 October 2024 a lower management fee also came into effect. Redwheel is entitled to a fee of 0.90% per annum of NAV on the first £200 million and 0.75% per annum of NAV exceeding £200 million up to and including £400 million plus 0.60% per annum of NAV exceeding £400 million.

The Remuneration Code of the Alternative Investment Fund Managers Directive ("AIFMD") requires the Company's Alternative Investment Fund Manager ("AIFM") to supply the following information in respect of the remuneration paid to relevant staff. For the Company's financial year, the total amount of remuneration paid by the AIFM, Ecofin Advisors Limited, to its staff was £3,928,722 (2023: 4,988,101). This included £2,252,413 (2023: £2,280,731) in fixed remuneration and £1,676,309 (2023: 2,707,370) in variable remuneration to 19 (2023: 18) employees. The total remuneration of the seven members of staff of the AIFM who were fully or partly involved in the activities of the Alternative Investment Fund (AIF), Ecofin Global Utilities and Infrastructure Trust plc, was £1,759,316 (2023: 1,890,986). The proportion of the total remuneration of the staff of the AIFM attributable to the AIF was 45% (2023: 38%). Ecofin's professional indemnity insurance policy complied with the enhanced requirements of AIFMD. This information is unaudited.

The board has reviewed the performance of the Investment Manager and believes that its continued appointment is in the interests of the Company and shareholders. Such a review is carried out on an annual basis.

### Stewardship

Because of its industry knowledge and extensive company research, the Investment Manager is granted discretion by the directors to vote on the shares of investee companies. The board reviews periodically the provisions of the FRC's Stewardship Code (September 2020) (the "Code") and the Investment Manager's principles relating to engagement with issuers and their management and proxy voting activities.

For the period under review, Ecofin Advisors Limited's guidelines for proxy voting applied. These were as set out within the Ecofin Engagement Policy and stated:

- Ecofin will generally vote in favour of routine proposals or management initiatives if its view of the management is favourable;
- Ecofin will generally vote against management if there is a clear conflict between a company's management and the interests of its shareholders; and
- Ecofin will generally vote in favour of a management change if it is deemed likely to increase shareholder value. In all cases, resolutions are evaluated on their individual merit and in consideration of the Company's investment objectives and policy.

Ecofin invests in a range of securities and jurisdictions. Where it invests on behalf of funds in single UK equities, this does not constitute a majority of its business.

In future periods, the Ecofin team at Redwheel will continue to have primary responsibility for engaging with investee companies in all of the jurisdictions in which it invests, consistent with the guidelines applicable to engagement and proxy voting set out within the publicly available Redwheel Stewardship Policy.

### Administration, borrowing, custody, depositary, company secretarial and withholding tax recovery services agreements

BNP Paribas S.A., formerly BNP Paribas Securities Services S.C.A., is appointed as Administrator, effective from the admission of the Company's shares on 26 September 2016, and until April 2021 Company Secretarial services were delegated to BNP Paribas Secretarial Services Limited. BNP Paribas Securities Services provided notice to the Company in October 2020 to terminate Company Secretarial services and Apex Fund Administration Services (UK) Limited, formerly Maitland Administration Services Limited ('Apex') was appointed Company Secretary on 1 April 2021. The agreements with BNP Paribas S.A. and Apex may be terminated on six months' written notice.



# Directors' Report

continued

The Company is required to appoint a depositary to provide safekeeping and oversight services, and in 2016 the board appointed Citibank Europe plc. A Depositary Services Agreement between Citibank Europe plc, Ecofin and the Company was signed on 14 September 2016 (novated to Citibank UK Limited ("Citibank") in June 2021) and stipulates that Citibank will receive an annual fee of 3.75bps, charged on net assets, for Depositary services. In view of Redwheel's acquisition of certain assets of Ecofin, this agreement was novated with effect from 1 October 2024. The Depositary Services Agreement may be terminated by either party by giving at least 90 days' written notice and in other specified circumstances. Under the Depositary Services Agreement, Citibank, as Depositary, can be instructed to transfer the Company's assets in connection with the prime brokerage arrangement which is in place with Citigroup.

The Company has a prime brokerage facility with Citigroup Global Markets Limited ("Citigroup") and benefits from a flexible borrowing arrangement. Citigroup is also custodian of the Company's assets. As prime broker and custodian, Citigroup is remunerated principally by the rates of interest charged on the Company's borrowings. The interest rate on borrowings under the Prime Brokerage Agreement depends on the currency of the borrowing but is generally 50 basis points over the applicable benchmark rate. Citigroup introduced a minimum monthly fee for its services, equivalent to \$200,000 per annum, effective 1 April 2022. The gearing is not structural in nature and borrowings can be repaid at any time. Citigroup also receives remuneration for stock borrowing and transaction fees on each trade settled. The Prime Brokerage Agreement may be terminated by either party by giving three business days' written notice.

The Company has an agreement with WTax UK Limited, signed on 16 June 2023, for the recovery of reclaimable withholding taxes incurred. WTax charges a fee based on refunds successfully recovered. After an initial period of two years, the agreement may be terminated by either party giving 90 days' written notice.

## Notifiable interests in the Company's voting rights

At the end of the financial year the interests in the voting rights of the Company, as notified to the Company or ascertained by the Company in accordance with Chapter 5 of the FCA's Disclosure Guidance and Transparency Rules, were as follows:

As at 30 September 2024 Shareholder	Number of voting rights	%
Hargreaves Lansdown Asset Management	20,307,569	18.5
Interactive Investor Services Ltd	15,538,544	14.2
Canaccord Genuity Wealth Management (CI)	7,865,353	7.2
AJ Bell Securities Ltd	7,284,970	6.6
Saba Capital Management LP	5,624,217	5.1

On 28 November 2024, Jefferies Financial Group Inc. notified the Company that it had acquired 5.002% of the voting rights of the Company and on 3 December 2024 notified that it no longer had a notifiable interest in the voting rights of the Company. No other material changes to the above holdings have been notified.

## Going concern

The Company has reviewed the guidance issued by the FRC in order to determine whether the going concern basis should be used in preparing the Financial Statements for the year ended 30 September 2024. In doing so, the directors have carefully reviewed the Company's financial resources, its investment policy and the risks associated with its business as an investment trust. They have noted that the Company's assets are liquid securities traded on recognised stock exchanges and that its revenues substantially exceed its expenses which are largely fixed and are a small percentage of its net assets. The directors have evaluated scenarios of possible future circumstances including a sharp and prolonged decline in equity markets and concluded that revenues should still amply exceed expenses. They have assessed the liquidity characteristics of the portfolio in view of the Company's borrowing facility and circumstances which could require repayment of funds at short notice.

The directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future and has the ability to meet its financial obligations as they fall due for a period of at least twelve months from the date of the approval of this report.

The directors are also required to assess the prospects of the Company over a longer period than the outlook for the next twelve months on which the going concern assumption is based. This Viability Statement appears on page 18.

## Companies Act 2006 disclosure requirements

The rules concerning the appointment and replacement of directors are contained in Sections 154 to 169 of the Act and the Company's articles of association. The rules concerning the amendment of the articles are contained in Section 21 of the Act and provide that a special resolution be passed at a General meeting of the Company. The rules concerning the power to issue or buy-back the Company's shares are contained in Sections 549 to 657 and Sections 690 to 708 of the Act, respectively, and within Articles 4 and 43, respectively, of the Company's articles of association.

No agreements exist to which the Company is a party that take effect, are altered or terminated upon a change of control of the Company following a takeover bid; and no agreements exist between the Company and its directors providing for compensation for loss of office that may occur because of a takeover bid.

### Greenhouse gas emissions

As an investment company, all the Company's activities are outsourced to third-party service providers and, as such, the Company does not have greenhouse gas emissions to report from its operations and it does not have responsibility for any other emissions-producing entities under the Act (Strategic Report and Directors' Report) Regulations 2013. Further, for the same reason, the Company considers that it is a 'low energy user' under the Streamlined Energy & Carbon Reporting regulations and therefore a disclosure on energy and carbon emissions is not required. The Company has included a statement of how the Investment Manager considers sustainability and ESG matters on page 7 titled ESG Evaluation; this page also discusses the portfolio's carbon performance.

### Independent Auditor

BDO LLP was appointed as Auditor with effect from the 2021 AGM and re-appointed at the AGM in 2024. Resolutions will be proposed at the forthcoming AGM to re-appoint BDO LLP as independent Auditor and to authorise the directors to determine the Auditor's remuneration for the forthcoming year.

### Disclosure of information to Auditor

The directors, as at the date of approval of this annual report and accounts, confirm that:

- to the best of their knowledge and belief, there is no relevant audit information of which the Company's Auditor is unaware; and
- each director has taken all steps he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

### AGM

The Company's Annual General Meeting ("AGM") will be held on Wednesday 5 March 2024 at The Clermont, 101 Buckingham Palace Road, London SW1W 0SJ at 3:00pm and will include a presentation from the Investment Manager.

Shareholders who are unable to attend the AGM are encouraged to use their proxy votes.

Details of the business of the AGM are set out in the Notice of meeting on pages 56 to 57, amongst which the board is seeking shareholders' approval of the following resolutions as set out below and overleaf.

### Directors' authority to allot shares

Resolution 10, to be proposed as an ordinary resolution, will authorise the directors to allot unissued shares for general purposes up to a nominal value of £356,814 (being one third of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 December 2024) or, if changed, the number of ordinary shares which represents one third of the issued ordinary share capital (excluding treasury shares) at the date the resolution is passed.

If resolution 10 is passed, the authority shall continue in force until the earlier of the conclusion of the AGM of the Company in 2026 or 5 June 2026.

### Disapplication of pre-emption rights

Resolution 11, being proposed as a special resolution, will empower the directors to allot equity securities for cash, otherwise than to existing shareholders, on a pro rata basis or in accordance with their rights (i) by way of a rights issue (subject to certain exclusions), (ii) by way of an open offer or other offer of securities (not being a rights issue) in favour of ordinary shareholders and (if applicable) holders of other relevant securities of the Company in proportion to their shareholdings (subject to certain exclusions), and (iii) (other than pursuant to (i) and (ii)) up to an aggregate nominal value of £108,125 (being approximately 10 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 December 2024) or, if changed, the nominal value which represents 10 per cent of the issued ordinary share capital at the date the resolution is passed.

This will provide flexibility to increase the assets of the Company by the issue of new shares for cash should favourable opportunities arise. Any issue of shares would be at prices which are not less than the NAV attributable to those shares at the time of issue.

Under the Act, the Company may hold shares which it buys-back into treasury and then sell or transfer them at a later date rather than cancelling them. The Act requires such sales and transfers to be on a pre-emptive, pro rata basis to existing shareholders, unless shareholders agree by special resolution to dis-apply such pre-emption rights.

Accordingly, for the reason given above, in addition to giving the directors power to allot unissued shares on a non-pre-emptive basis, resolution 11 will, if passed, empower the directors to sell or transfer any shares held in treasury on a non-pre-emptive basis, subject to the overall limit described above; also, the shares would not be transferred or sold at prices below the then prevailing NAV for those shares at the time of transfer or sale.

If granted, the authority will continue in force until the earlier of the conclusion of the AGM of the Company in 2026 or 5 June 2026.

---

# Directors' Report

continued

---

## Authority to purchase own shares

The board recommends the renewal of the Company's existing authority to make market purchases of its shares. Resolution 12, to be proposed as a special resolution, will, if passed, authorise the Company to make market purchases of up to 16,208,006 ordinary shares, which would represent approximately 14.99% of the number of ordinary shares in issue (excluding treasury shares) as at 10 December 2024.

At the date of this annual report and accounts, the Company still had authority to buy-back up to 16,447,267 ordinary shares from the authority granted to it by shareholders on 6 March 2024. Purchases of shares will be made within guidelines established from time to time by the board, but the board will only exercise the authority if, in its opinion, it would be in the interests of the Company generally to do so.

Under the FCA Listing Rules, the maximum price which may be paid for shares purchased pursuant to the share buy-back authority must not be more than (a) 5% above the average of the market values of the relevant class of shares for the five business days before any purchase is made and (b) the higher of the price of the last independent trade and the then prevailing highest bid. Any shares so purchased may be cancelled or, if the directors determine and subject to the provisions of the Act and any applicable regulations of the FCA, be held as treasury shares. Treasury shares are not entitled to voting rights nor any distributions either by way of dividend or on a winding-up.

The authority, if granted, will continue in force until the earlier of the conclusion of the AGM of the Company in 2026 or 5 June 2026.

## Notice period for General Meetings

The Act, as amended by the Shareholders' Rights Regulations, increased the minimum notice required for General Meetings from 14 days to 21 days unless shareholders authorise shorter notice. Resolution 13 is proposed as a special resolution to grant the Company the flexibility to call General Meetings, other than AGMs, on not less than 14 clear days' notice. AGMs will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine as the board recognises that shareholders should have ample time to consider proposals being put to them, and it would only convene a General Meeting on the shorter notice where the business of the meeting was in the interests of shareholders generally and justified the meeting being called on shorter notice. If granted, the approval will be effective until the Company's next AGM when a renewal of the authority will be sought. In order to be able to call a General Meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

## Recommendation

The directors recommend that shareholders vote in favour of all resolutions being put to the AGM, as they themselves intend to do in respect of their own beneficial shareholdings.

## Corporate governance

Information on the corporate governance of the Company is given in the Corporate Governance Statement on pages 25 to 28 which forms part of this Directors' Report.

On behalf of the board

**Apex Fund Administration Services (UK) Limited**

Company Secretary

16 December 2024

# Corporate Governance Statement

## Chairman's introduction

Corporate governance is the process by which the board looks after the interests of shareholders and seeks to enhance shareholder value. Shareholders delegate authority to the directors to enable them to manage the Company, and hold the directors responsible for the Company's performance. The board is ultimately responsible for setting the Company's strategy, ensuring itself that this and its culture are aligned, and for monitoring and managing the risks to which the Company is exposed. Good governance means managing the Company's business well and engaging effectively with shareholders, and the board is committed to doing so and to maintaining high standards of business integrity, transparency and financial reporting.

The Company's sole business is portfolio investment and in common with most investment trust companies it has no executive directors or management, no operating assets and no employees. The Company delegates the management of its day-to-day activities to third-parties which are specialists in their fields, the most important of which are the Investment Manager, the Administrator and Company Secretary, the Custodian of the Company's assets and the Depositary. As a result, much of the work of the board is the monitoring and supervision of the services provided to the Company by these third-parties. The division of responsibilities among these independent third-party service providers is also a key element of the system of controls the board uses to check and verify the information provided to it, to protect the Company's assets and to manage the risks to which the Company is exposed.

As an investment trust whose shares are listed on the London Stock Exchange, the Company has an obligation to comply with the Code issued by the Financial Reporting Council (FRC) in September 2018. Listed investment trusts, however, differ in many respects from most other listed companies which are trading companies. The Association of Investment Companies (AIC) has its own reporting guidelines, the AIC Code of Corporate Governance (the "AIC Code"), which the FRC recognises as an appropriate reporting regime for investment trust companies.

The Code is available from the FRC's website at [www.frc.org.uk](http://www.frc.org.uk). The AIC Code is available from the AIC's website at [www.theaic.co.uk](http://www.theaic.co.uk).

This statement of corporate governance forms part of the Directors' Report and explains how the board complies with the Company's reporting requirements and how it performs its functions.

## Corporate governance compliance statement

The board considers that the Company has complied with the recommendations of the AIC Code and the provisions of the Code published in 2018 that are relevant to the Company throughout the year under review except as summarised and explained below.

The board believes that it has made the appropriate disclosures in this annual report and accounts to ensure the Company meets its continuing reporting obligations. As noted above, however, as the Company has no executive directors, management or employees, not all the provisions of the Code are relevant to the Company. The requirement under the Code that a UK company must maintain an internal audit function, for example, is not relevant to the Company as its day-to-day operations are delegated to third-parties which have their own internal audit functions; the audit committee does, however, re-consider this requirement annually. The provision of the Code relating to the roles of the chairman and chief executive officer does not apply as the Company has no executive directors.

## The board

The directors collectively have a duty to promote the long-term success of the Company. The board currently comprises four non-executive directors, all of whom are deemed to be independent. In accordance with best practice and AIC Code principles, the independence of the members of the board and its chairman, David Simpson, has been considered as part of the board evaluation process which is discussed on page 26 under Performance evaluation. The board is independent of the Company's Investment Manager and the chairman is deemed to be independent by his fellow independent board members.

The board meets ordinarily at least four times a year to review the Company's investments, performance and other matters of relevance. Between these meetings, the directors are in regular contact with the Investment Manager. The board has a schedule of matters reserved for consideration which include decisions relating to investment policy and strategy, gearing, the repurchase and issue of shares, the appointment of directors, and the entering into of material contracts. In addition, changes to the Company's capital structure, circulars to shareholders and any significant changes in accounting policies require the prior approval of the board. There is a clear division of responsibility between the chairman, the directors, the Investment Manager and the third-party service providers, and no one individual has unfettered powers of decision making. The chairman is responsible for leading the board and ensuring its effectiveness in all aspects of its role, promoting a culture of openness and debate by facilitating the effective contribution of directors, and for ensuring the directors receive accurate, timely and clear information. The Investment Manager and the Company Secretary liaise with the chairman prior to each meeting to agree the agenda content and papers to be submitted to the board and committee meetings.

All directors have access to the advice and services of the Company Secretary. The appointment and removal of the Company Secretary is a matter for the whole board. Where necessary, in the furtherance of their duties, directors may seek independent professional advice at the expense of the Company.

# Corporate Governance Statement

continued

## Directors' appointment and tenure

The terms and conditions of the directors' appointments are set out in formal letters of appointment, copies of which are available from the registered office of the Company during usual business hours on any weekday. Details of the interests of the directors and their remuneration are given in the Directors' Remuneration Report on pages 29 and 30 and related party disclosures are provided in note 19 on page 55.

The Company's articles of association require that directors stand for election at the first AGM following their appointment and annually thereafter. In compliance with the AIC Code, which recommends that directors should be submitted for re-election at regular intervals, the directors submit themselves for re-election annually. Max King, Susannah Nicklin, Joanna Santinon and David Simpson will stand for re-election at the forthcoming AGM.

The board has considered the position of each of these directors as part of the evaluation process and believes it is in the Company's best interests for each of them to be proposed for re-election or election at the forthcoming AGM. They have each made a significant commitment of time to the Company and a material contribution to its governance while bringing unique skills and knowledge to the discussions and deliberations of the board. The directors' biographies are shown on page 12 and these summarise their respective business, financial and investment experience.

The board believes it is appropriate for a director to serve up to 9 years following their initial election, and it is expected that directors will stand down from the board by the conclusion of the AGM following that period.

Prior to his appointment to the board of the Company in September 2016, David Simpson was a director of Ecofin Water & Power Opportunities Plc ("EWPO"). The board is of the view that the term of his directorship of EWPO should not be considered as additional to the term of his directorship of the Company when assessing his independence as a board member.

The proposal of directors for re-election is reflected in the notice of AGM on page 56.

## Performance evaluation

The board formally reviews its performance and the performance of its committees on an annual basis. The annual review took place following the end of the financial year and questionnaires were used to allow directors to assess the performance of the board, individual directors and the chairman and to make recommendations about how the effectiveness of the board might be improved. The performance of the chairman was reviewed by the other directors and led by Susannah Nicklin. The results of the review were discussed among the directors and it was agreed that the composition of the board and its committees reflected a suitable mix of skills and experience and that the board, as a whole, and its committees were functioning effectively.

## Conflicts of interest

The board has approved a policy regarding directors' conflicts of interest and a register of potential conflicts of interest has been compiled and approved by the board. The directors have also undertaken to notify the chairman and the Company Secretary as soon as they become aware of any new actual or potential conflict of interest that would need to be considered and approved by the non-conflicted directors and added to the register. The register is reviewed by the board at each board meeting. The board can impose limits or conditions when giving authorisation if the directors consider this to be appropriate.

## Induction and professional development

The Company has a full, formal and tailored induction programme for new directors covering all the Company's policies, practices and strategies. A new director is provided with all necessary and relevant information about the Company, meets representatives of the Investment Manager and, where appropriate, the Company's other third-party service providers and is offered any training deemed necessary to fulfil their responsibilities and to familiarise them with all aspects of the business. Throughout their time in office, the directors are continually updated on the Company's business, the regulatory environment in which it operates and other changes affecting the Company by its advisers through written briefings and at board meetings. In addition, the chairman reviews the training and development needs of each director annually, as part of the evaluation process outlined above.

## Directors' & officers' liability insurance and indemnity provisions

It is the Company's policy to maintain directors' and officers' liability insurance at the Company's expense. This was renewed in October 2024.

As permitted by the Company's articles of association, the directors have the benefit of an indemnity, as defined by section 234 of the Companies Act 2006. It is the Company's policy to indemnify its directors in respect of costs or other liabilities which they may incur in connection with any claims made against them relating to their performance as directors or the performance of the Company. These indemnities would provide additional financial support if the level of cover provided by the directors' and Officers' liability insurance maintained by the Company were exhausted. There is no cover against fraudulent or dishonest actions.

## Meetings and committees

To enable the directors to discharge their duties, board committees, with written terms of reference, have operated throughout the year under review. The membership of each committee is detailed below. Attendance at the meetings of the various committees is restricted to members and those expressly invited to attend. Apex Fund Administration Services (UK) Limited acts as Company Secretary to each committee.



Copies of the terms of reference of all committees are available from the Company Secretary at the registered office of the Company and on the Investment Manager's website, [www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/).

### Audit Committee

The audit committee comprises Joanna Santinon as chair, Max King, Susannah Nicklin and David Simpson. It is the responsibility of the audit committee to ensure that the Company maintains the highest standards of integrity and financial reporting. As David Simpson is independent and provides significant input at meetings of the audit committee, the board considers it desirable for him to be a member of that committee notwithstanding provision 29 of the AIC Code.

Further information on the audit committee is given in the Report of the Audit Committee on page 32.

### Management Engagement Committee

The independent directors act as the management engagement committee and review the performance of all third-party service providers, their terms of appointment and remuneration. The committee meets at least annually. The committee was chaired by David Simpson until 19 December 2022 when Susannah Nicklin assumed the chair. The committee conducts a formal evaluation of the Investment Manager on an annual basis. The evaluation includes the consideration of the investment strategy and process of the Investment Manager and its overall service to the Company and shareholders. As a result of the evaluation process, the board, having been advised by the management engagement committee, is satisfied that the continuing appointment of the Investment Manager is in the interests of shareholders as a whole.

### Nomination Committee

The board as a whole fulfils the role of nomination committee. The board is relatively small and comprises only non-executive directors and therefore a separate committee is not considered necessary. Further information on the board's policy on the appointment of new directors as well as board composition and tenure is set out on pages 18 and 19 of the Strategic Report.

### Remuneration Committee

In accordance with best practice and the AIC Code, the board has established a remuneration committee which, due to its small size, comprises the whole of the board. It meets at least annually to consider directors' remuneration in future years. The Directors' Remuneration Report, including the remuneration policy report, is set out on pages 29 to 31.

A schedule of directors' attendance at board and committee meetings during the year ended 30 September 2024 is shown below:

	Board	Audit Committee	Management Engagement Committee	Remuneration Committee
Number of scheduled Meetings	4	3	1	1
<b>Attended by:</b>				
Max King	4	3	1	1
Iain McLaren <sup>1</sup>	2	2	1	1
Susannah Nicklin	4	3	1	1
Joanna Santinon	4	3	1	1
David Simpson	4	3	1	1

1. Retired 6 March 2024.

In addition to the above, a number of ad hoc meetings of the directors were held during the year ended 30 September 2024 to cover procedural matters and formal approvals.

### Delegation of responsibilities

A key element of the system of controls adopted by the board is the employment of third-parties to provide services to the Company, and the establishment of clearly defined responsibilities and reporting procedures both between the board and those third-parties and amongst the third-parties themselves.

The board has contractually delegated management of the Company's investment portfolio to the Investment Manager. The Investment Manager does not, however, have custody of the Company's assets as they are held by Citigroup as independent custodian and with whom the Company has a prime brokerage agreement. The day-to-day accounting and administration of the Company are undertaken by BNP Paribas S.A. and company secretarial services are provided by Apex Fund Administration Services (UK) Limited.

The Investment Manager attends each board meeting, enabling the board to assess the Investment Manager's performance and to review its investment strategy. Please refer to the section titled Performance and market risk on page 15 of the Strategic Report which outlines the reporting provided by the Investment Manager to the board in advance of formal meetings and on an ad hoc basis. The board does not consider it necessary to obtain an independent appraisal of the Investment Manager's services.

# Corporate Governance Statement

continued

## Internal controls

The board confirms that there is an ongoing process for identifying, evaluating and managing those risks that are significant for the Company. A robust assessment of the principal and emerging risks faced by the Company as summarised in the Strategic Report on pages 15 to 17 and in note 16 to the Financial Statements has been carried out. This risk management process reflects the direction provided by the FRC's Guidance on Risk Management, Internal Control and Related Financial and Business Reporting issued in September 2014, and which was in place during the year ended 30 September 2024 and up to the date of signing of this annual report and accounts.

The board has ultimate responsibility for the internal controls adopted by the Company and for reviewing their effectiveness.

The Investment Manager, the Prime Broker and Custodian and the Administrator each has its own system of internal controls and prepares reports on its systems which are available to the board. At least annually, the Prime Broker and Custodian and the Administrator have their systems of internal controls formally reviewed by an independent external auditor and these reports on the effectiveness of their internal controls are provided to the Investment Manager which reviews them on behalf of the board and makes them available to the board as required. The Investment Manager is in regular contact with the Prime Broker and Custodian and Administrator and reviews their performance with the board on a regular basis. The Company Secretary would also report any breaches of law and regulation if they arose.

The system of controls the board has adopted is designed to manage, rather than to eliminate, the risk that the Company will be unable to meet its business objectives and can provide reasonable, but not absolute, assurance against material misstatement or loss. The board monitored and reviewed the operation and effectiveness of the Company's system of internal controls and risk management during the year under review and assesses and manages the Company's key risks on an ongoing basis. The audit committee has established a framework to provide it and the board with reasonable assurance as to the effectiveness of the internal controls operated by third-party service providers.

The Company does not have a whistleblowing policy in place. The Company delegates its main functions to the Investment Manager and third-party service providers who do have such policies in place and these policies have been reviewed by the audit committee during the year.

During the review of the system of internal controls, the board has not identified or been advised of any significant failings or weaknesses.

## Bribery and tax evasion prevention

The provision of bribes of any nature to third-parties, in order to gain a commercial advantage, and tax evasion are prohibited by law and are criminal offences. The board has zero tolerance for bribery and is dedicated to ensuring the Company's business is conducted in a fair, honest and open manner. The Company has adopted an anti-bribery policy and the Company's service providers also have anti-bribery policies in place. Further, the board has zero tolerance for tax evasion and is committed to compliance with anti-tax evasion legislation including, but not limited to, the Criminal Finances Act 2017.

## Communication with shareholders

The board aims to ensure that shareholders are kept informed of developments in the Company's business through its published interim and annual report and accounts. This information is supplemented by the publication of monthly newsletters which are announced to the London Stock Exchange and are available on the Investment Manager's website.

Communication with shareholders is given a high priority by the board and on its behalf the Investment Manager maintains regular contact with shareholders and prospective investors and makes the board fully aware of their views. The chairman and directors make themselves available as required to support these discussions and to address shareholders' queries.

The board supports the principle that, in usual circumstances, the AGM be used to communicate with investors, and all shareholders are encouraged to attend and vote at the meeting. Directors are available at the AGM to discuss issues affecting the Company. It is the intention of the board that the annual report and accounts for the year ended 30 September 2024 and the Notice of AGM be issued to shareholders so as to provide at least twenty working days' notice. Shareholders wishing to lodge questions in advance of the AGM are invited to do so by writing to the Company Secretary by email to cosec@apex.com

A summary of all proxy voting on all resolutions will be made available on the Investment Manager's website following the meeting.

## FCA Disclosure Guidance and Transparency Rules

Other information required to be disclosed pursuant to the FCA Disclosure Guidance and Transparency Rules can be found in the Directors' Report on page 20 and the Directors' Remuneration Report on page 29.

For and on behalf of the board

**David Simpson**

Chairman

16 December 2024

# Directors' Remuneration Report

## Introduction

The board presents the Directors' Remuneration Report (the "Remuneration Report") for the year ended 30 September 2024 which has been prepared in accordance with the requirements of Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "Regulations"), as amended, by the Act and the relevant FCA Listing Rules.

The Remuneration Report includes a remuneration policy report which must be approved by a binding shareholder vote at least every three years, or less if the Company wishes to change its remuneration policy. The remuneration policy report, which was approved by shareholders on 6 March 2024 at the Company's AGM, is set out below and includes the table entitled "Component parts of the directors' remuneration".

This Remuneration Report also includes an annual report on remuneration implementation which is put to an advisory shareholder vote annually.

The Company's Auditor is required to report on certain information within this Remuneration Report. Where information set out below has been audited, it is indicated as such. The Auditor's opinion is included within the Independent Auditor's Report on page 35.

## Remuneration policy report (unaudited)

In accordance with best practice and the AIC Code, the board has established a separate remuneration committee which meets at least annually to consider remuneration of directors in future years. The remuneration committee operates within clearly defined terms of reference, which are reviewed annually, and is chaired by Max King with the other members of the committee comprising the other independent non-executive directors, being Susannah Nicklin, Joanna Santinon and David Simpson.

The maximum aggregate remuneration of the Company's directors is set out in the Company's articles of association and currently amounts to £200,000 per annum. Subject to this limit, the remuneration committee takes a number of factors into consideration when reviewing the level of directors' fees. These include the time spent on the Company's affairs, the responsibilities borne by the directors and the rate of inflation since any previous increase in directors' pay. The Company's policy is that fees payable to directors should be sufficient to motivate and retain candidates of a high calibre to deliver the Company's strategy. The remuneration committee also takes into account the level of directors' pay at other investment trusts of similar size which invest globally, as the Company does, in order to be able to attract new directors with appropriate experience and knowledge. The remuneration committee has not used remuneration advisors during the year under review.

It is the Company's policy that no director shall be entitled to any benefits in kind, performance-related pay, share options, medical or life assurance, pensions or other retirement benefits. No director has a service contract with the Company or is entitled to compensation for loss of office. The Company does, however, reimburse any reasonable travel or similar expenses incurred by directors in connection with the performance of their duties as directors. The terms and conditions of appointment of the directors are set out in a letter of appointment and these are available for inspection at the registered office of the Company during normal business hours. A director may resign by providing notice in writing to the board at any time; there is no fixed notice period.

The chairman's and non-executive directors' remuneration is fixed at annual rates, and there are no other scenarios where remuneration would vary. Please also refer to "directors' appointment and tenure" on page 26 in the Corporate Governance Statement.

## Component parts of the directors' remuneration

	Year ended 30 September 2024	Year ended 30 September 2023
Chairman of the board	<b>£42,500</b>	£40,000
Chairman of the Audit committee	<b>£35,000</b>	£33,500
Non-executive director	<b>£30,000</b>	£29,000

1. The Company's policy is for the chairman of the board and the chairman of the audit committee to be paid higher fees than other directors to reflect their more time-consuming roles.
2. Directors' fees are paid up to the date of termination of their appointment, with no exit payments or compensation for loss of office payments applicable.
3. As the Company has no employees, there are no comparisons to be made between this directors' remuneration policy and a policy on the remuneration of employees.
4. Directors are entitled to claim expenses in respect of duties undertaken in connection with the management of the Company.
5. Fees are paid quarterly in arrears.
6. Fees are reviewed on an annual basis.

## Annual report on remuneration

This report sets out how the directors' remuneration policy was implemented during the year ended 30 September 2024.

The remuneration committee reviews the fees paid to directors on an annual basis. A decision was taken to increase directors' fees with effect from 1 October 2024 to the following levels: chairman of the board, £44,000; chair of the audit committee, £36,250; and non-executive directors, £31,000. The rises given reflect the increase in the Consumer Prices Index for the financial year, increments for the chairman of the board and the chair of the audit committee to reflect increased levels of work, and to bring pay closer to the median of similar investment trusts.

# Directors' Remuneration Report

continued

Directors are only entitled to fees at such rates as are determined by the remuneration committee from time to time. No director is entitled to any other form of monetary payment or any assets of the Company. Accordingly, the single figure for the total remuneration of each director set out in the table overleaf does not include any of these items or their monetary equivalents.

## Single figure for total remuneration of each director (audited)

The directors who served during the year under review received the following emoluments:

Directors	Year ended 30 September 2024			Year ended 30 September 2023		
	Fees £	Taxable benefits <sup>1</sup> £	Total £	Fees £	Taxable benefits <sup>1</sup> £	Total £
Max King	30,000	–	30,000	29,000	–	29,000
Iain McLaren <sup>2</sup>	15,159	–	15,159	33,500	–	33,500
Susannah Nicklin	30,000	–	30,000	29,000	–	29,000
Joanna Santinon <sup>3</sup>	34,366	–	34,366	1,509	–	1,509
David Simpson	42,500	–	42,500	40,000	–	40,000

1. Taxable benefits refer to travel costs.

2. Retired 6 March 2024.

3. Appointed 12 September 2023.

None of the fees referred to in the table herein were paid to any third-party in respect of the services provided by any of the directors.

## Annual percentage change in directors' remuneration (unaudited)

The following table sets out the annual percentage change in directors' fees (excluding expenses paid) for each director for the last four years:

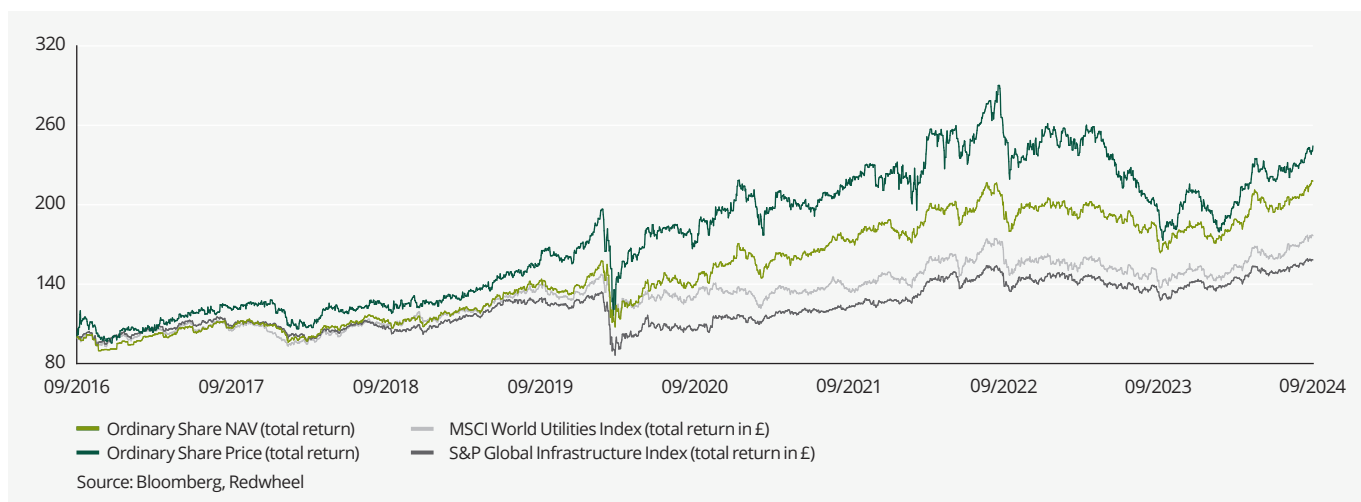
Director name	Year to 30 September			
	2024	2023	2022	2021
Max King	3.5%	10.5%	2.9%	2.0%
Iain McLaren <sup>1</sup>	-54.8%	12.6%	3.5%	2.7%
Susannah Nicklin	3.5%	10.5%	2.9%	n/a
Joanna Santinon <sup>2</sup>	2,177.4%	–	–	–
David Simpson	6.3%	13.5%	3.7%	3.0%

1. Retired 6 March 2024.

2. Appointed 12 September 2023.

## Performance (unaudited)

The graph below compares the Company's NAV and price per ordinary share, on a total return basis (assuming reinvestment of dividends), with the performance of an investment in the MSCI World Utilities Index and the S&P Global Infrastructure Index, also in sterling terms and assuming reinvestment of dividends, for the period since admission. These indices are deemed appropriate given the specialised, global nature of the Company's investment remit. The data has been rebased to 100 as at admission on 26 September 2016.



### Relative importance of spend on pay (unaudited)

To enable shareholders to assess the relative importance of spend on directors' remuneration, the table below shows the Company's total income and net return as well as the amount of the Company's income spent on directors' fees and dividends paid to shareholders.

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Directors' fees	152	133
Dividends paid to shareholders	9,144	8,789
Total income	11,775	11,822
Net return after tax	50,278	(20,260)

### Directors' shareholdings and share interests (audited)

Neither the Company's Articles of Association nor the directors' letters of appointment require any director to own shares in the Company. The interests of the directors and their connected persons in the equity securities of the Company are shown in the table below:

Director	Ordinary shares	
	30 September 2024	30 September 2023
Max King	50,000	30,000
Iain McLaren <sup>1</sup>	–	26,840
Susannah Nicklin	20,170	15,129
Joanna Santinon <sup>2</sup>	20,441	–
David Simpson	88,362	91,739

1. Retired 6 March 2024.

2. Appointed 12 September 2023.

On 3 December 2024 Susannah Nicklin acquired 7 shares at 1.92p per share by way of dividend reinvestment. At the latest date practicable before publication, there have been no further changes to the directors' shareholdings since the year-end.

In addition to the directors' shareholdings above, at 30 September 2024, employees of Ecofin Advisors Limited and related parties owned 464,877 shares, representing 0.42% of the issued ordinary share capital of the Company (unaudited).

### Shareholders' views (unaudited)

The Company has not received any views from shareholders in respect of the directors' remuneration.

At the Company's last AGM held on 6 March 2024, 21,396,228 (98.42%) of the votes cast were in favour of the resolution to approve the annual remuneration report, 343,414 (1.58%) of the votes cast were against the resolution, and 3,475,009 votes were withheld.

### Statement of implementation of directors' remuneration policy

The board does not envisage that there will be any significant changes to the implementation of the directors' remuneration policy during the current financial year compared to how it was implemented during the year ended 30 September 2024.

### Annual statement by the director nominated by the board

The Company is an investment trust which invests globally in specific industry sectors. The board believes, therefore, that the remuneration of directors should be sufficient to attract and retain individuals who are knowledgeable about the investment trust industry and also may have special knowledge of the sectors in which the Company invests, the issues it faces in investing globally, and the risks to which it is exposed.

On behalf of the board, I, as chairman of the remuneration committee, confirm that this Remuneration Report summarises, as applicable, for the year ended 30 September 2024:

- the major decisions on directors' remuneration;
- any substantial changes relating to directors' remuneration made during the year; and
- the context in which those changes occurred and decisions were taken (where appropriate).

### Recommendation

The board considers the remuneration resolution to be proposed at the forthcoming AGM is in the best interests of shareholders as a whole. Accordingly, the board unanimously recommends to shareholders that they vote in favour of resolution 2 in the Notice of Annual General Meeting, as they intend to do so in respect of their own beneficial holdings.

For and on behalf of the board

### Malcolm King

Chairman of the Remuneration Committee

16 December 2024



---

# Report of the Audit Committee

---

As chair of the Company's audit committee, I am pleased to present the committee's report for the year ended 30 September 2024.

## **The role of the committee**

The audit committee operates within clearly defined terms of reference, which are reviewed annually, and provides a forum through which the Company's external Auditor reports to the directors.

The principal tasks of the committee are to consider the appropriateness of the Company's accounting policies, to review the Company's interim report and annual report and accounts before recommending them to the board for approval, and to oversee the external audit process. The committee also recommends to the board whether the Company's annual report and accounts, taken as a whole, is fair, balanced and understandable and provides shareholders with the information they need to assess the Company's business model, strategy and position and performance.

With regard to the annual audit, the committee reports on the effectiveness of the external audit process and on the areas of audit risk with respect to the Company's annual report and accounts it considers to be most significant. The committee also assesses the adequacy of the internal controls of third-parties which provide services to the Company.

## **Composition and meetings of the committee**

The committee is chaired by me, Joanna Santinon, and the other members are Max King, Susannah Nicklin and David Simpson. As chair of the committee, I have relevant and recent financial experience as a chartered accountant, and the other members have spent their careers working for a number of leading financial institutions. Accordingly, it is considered that the committee as a whole has competence relevant to the sector. The board notes that the AIC Code allows for the chairman of the board to be a member of the audit committee if they were independent on appointment. The board considers it desirable for David Simpson to be a member of the committee as he provides significant input at committee meetings. The committee met three times during the year under review and intends to continue to hold three meetings per annum to consider and approve the Company's interim and annual results and, prior to the annual results, to consider the re-appointment of the Auditor. The committee may also meet at other times during the year as required.

## **The external Auditor**

BDO LLP ("BDO") was appointed as the Company's Auditor in March 2021 as a result of the audit tender undertaken in 2020 with Peter Smith as engagement partner. The Company will pay fees of £51,150 excluding VAT for the external audit with respect to the year ended 30 September 2024. There are no contractual obligations that restrict the Company's choice of Auditor and the committee, in conjunction with the board, is committed to reviewing the appointment of the Auditor every year.

The committee reviews the independence of the Auditor and, in particular, whether the provision of any non-audit services to the Company by BDO could compromise BDO's independence and objectivity as Auditor. BDO reviews its relationship with the Company on an annual basis and reports to the board, providing details of any other relationships it may have with the Investment Manager. As part of this process, the Company also receives confirmation from BDO of its independence.

The Company's policy with respect to appointing its Auditor to carry out any proposed non-audit service is to allow this where permitted by regulation, where BDO has a competitive advantage over alternative suppliers, and where this does not result in levels of non-audit fees being 70% of the average of the fees paid in the last three consecutive financial years for the statutory audit on a rolling basis. No non-audit services were provided during the year.

## **Effectiveness of audit**

The committee reviewed the audit planning and the standing, skills and experience of the firm and the audit team.

No modifications were required to the external audit approach. The committee received a presentation of the audit plan from the external auditor prior to commencement of the audit and a presentation of the results of the audit following completion of the audit.

To further assess the effectiveness of the audit, the committee held discussions with the Investment Manager which, in turn, worked closely with the Company's Administrator and Auditor. The Auditor attended the committee meeting at which the annual report and accounts were considered and the committee had opportunities to discuss the progress of the audit with the Auditor without either the Investment Manager or the Administrator being present.

In the course of this evaluation, the audit committee received management assessments and reports from the Auditor and reviews annual assessments on BDO from the FRC.

## Significant issues considered by the Committee with respect to the annual report and accounts

Issue considered	How the issue was addressed
<b>Accuracy and integrity of the Financial Statements</b>	Consideration of draft annual report and accounts and interim report, including a review of the appropriateness of accounting policies, the effectiveness of the system of internal controls and regulatory developments during the year.
<b>Valuation of the investment portfolio, including assessment of share liquidity</b>	Consideration and review of valuation process and methodology to establish the existence of portfolio holdings and the accuracy and completeness over the valuations being recommended for approval to the board. The Investment Manager reports on the liquidity profile of the Company's portfolio at least quarterly in presentations to the board.
<b>Incomplete or inaccurate recognition of revenues (including special dividends)</b>	Consideration and review of all revenues received compared with forecasts and of allocation of special dividends between revenue and capital.
<b>Review of internal control system and risks</b>	Review of risk map, compliance against the AIC Code, compliance with Section 1158 Corporation Tax Act 2010 and all policies and procedures in place.

### Accounting policies

The management fee and borrowing costs are allocated 60% to the capital account and 40% to the revenue account to more accurately reflect the return from investments over the longer term.

### Conclusions with respect to the annual report and accounts

The production of the Company's annual report and accounts is a complex process and the external audit involves a number of parties including the board, the Investment Manager, the Administrator and Company Secretary and the custodian of the Company's assets, Citigroup.

The committee has reviewed the controls which are in place at the Investment Manager and other third-party service providers to ensure the completeness and accuracy of the Company's financial records and the security of its assets. The committee has also noted the reviews that are undertaken at different stages in the production process by the board, the Investment Manager, the Administrator and Company Secretary and the Auditor to ensure consistency and balance in the presentation of the annual report and accounts.

The board has also been made fully aware of any significant financial reporting issues and judgements made in connection with the preparation of the Financial Statements.

As a result, the committee has concluded that the annual report and accounts for the year ended 30 September 2024, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy. The committee has reported to the board and the board's conclusions are set out in the Management Report and Directors' Responsibilities Statement on page 34.

### Re-appointment of the Auditor

The committee is satisfied as to the independence of BDO and recommends its re-appointment at the forthcoming AGM.

### Joanna Santinon

Chair of the audit committee

16 December 2024

---

# Management Report and Directors' Responsibilities Statement

---

## Management report

Listed companies are required by the FCA's Disclosure Guidance and Transparency Rules (the "Rules") to include a Management Report in their Financial Statements. This information is included in the Strategic Report on pages 13 to 19 inclusive (together with the sections of the annual report and accounts incorporated by reference) and the Directors' Report on pages 20 to 24. Therefore, a separate Management Report has not been included.

## Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Financial Statements for each financial year. Under that law the directors have elected to prepare the Financial Statements in accordance with United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice ("UK GAAP")). Under company law the directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing those Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Financial Statements; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. 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 annual report and accounts is published on the Investment Manager's website [www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/) and the directors are responsible for the maintenance and integrity of the corporate and financial information about the Company included on this website. The work carried out by the Auditor does not involve consideration of the maintenance and integrity of this website and, accordingly, the Auditor accepts no responsibility for any changes that may have occurred to the annual report and accounts since it was initially presented on the website.

## Directors' confirmation statement

The directors listed on page 12 as the persons responsible within the Company hereby confirm that, to the best of their knowledge:

- a) the Financial Statements within the annual report and accounts of which this statement forms a part have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- b) the Management Report, which comprises the Chairman's Statement, Investment Manager's Report, Strategic Report (including risk factors) and note 16 to the Financial Statements, includes a fair review of the development and performance of the business and position of the Company, together with the principal risks and uncertainties that it faces.

Having taken advice from the audit committee, the directors consider that the annual report and accounts taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The directors have reached these conclusions through a process which is described in the Report of the Audit Committee on page 32.

On behalf of the board

**David Simpson**

Chairman

16 December 2024

# Independent Auditor's Report

to the members of Ecofin Global Utilities and Infrastructure Trust plc

## Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Ecofin Global Utilities and Infrastructure Trust PLC (the 'Company') for the year ended 30 September 2024 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our audit opinion is consistent with the additional report to the audit committee.

## Independence

Following the recommendation of the Audit Committee, we were appointed by the Members at the Annual General Meeting on 9 March 2021 to audit the financial statements for the year ended 30 September 2021 and subsequent financial periods. The period of total uninterrupted engagement including retenders and reappointments is 4 years, covering the years ended 30 September 2021 to 30 September 2024. We remain independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services prohibited by that standard were not provided to the Company.

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the Directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the appropriateness of the Directors' method of assessing going concern in light of market volatility by reviewing the information used by the Directors in completing their assessment;
- We performed our own independent testing on the liquidity of the portfolio to corroborate that the portfolio is sufficiently liquid that, if necessary, it could be liquidated in order to meet the Company's liabilities as they fall due;
- We evaluated the Directors' method of assessing going concern based on our knowledge of the business and the environment that it operates in;
- We obtained the Directors' stress-testing scenarios, which showed future assumed decreases in Revenue of up to 75% and Assets Under Management of up to 50%, agreed the formulas and calculations, and considered the appropriateness of the stress test scenarios and any mitigating actions of the Directors in light of our knowledge of the business.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the Company's reporting on how it has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the Directors' statement in the financial statements about whether the Directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

## Overview

		2024	2023
Key audit matters	• Valuation and ownership of quoted investments	✓	✓
	• Revenue recognition*		✓
Materiality	• Financial statements as a whole		
	• £2,430,000 (2023: £2,110,000) based on 1% (2023: 1%) of Net assets		

\* Given that the presumed fraud risk around revenue recognition is rebutted, this is no longer considered a Key Audit Matter.

# Independent Auditor’s Report

to the members of Ecofin Global Utilities and Infrastructure Trust plc  
continued

## An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the Company and its environment, including the Company’s system of internal control, and assessing the risks of material misstatement in the financial statements. We also addressed the risk of management override of internal controls, including assessing whether there was evidence of bias by the Directors that may have represented a risk of material misstatement.

## Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the scope of our audit addressed the key audit matter
<b>Valuation and ownership of quoted investments</b>  Note 1 and note 9	<p>The investment portfolio at the year-end comprised of 100% of listed equity investments held at fair value through profit or loss.</p> <p>There is a risk that the prices used for the valuation of the listed investments held by the Company are not reflective of fair value and the risk that errors made in the recording of investment holdings result in the incorrect reflection of investments owned by the Company.</p> <p>Therefore, we considered the valuation and ownership of quoted investments to be the most significant audit area as the quoted investments also represent the most significant balance in the financial statements and underpin the principal activity of the entity.</p> <p>For these reasons and the materiality of the balance in relation to the financial statements as a whole, we considered this to be a key audit matter.</p>
	<p>We responded to this matter by testing the valuation and ownership of the whole portfolio of quoted investments. We performed the following procedures:</p> <ul style="list-style-type: none"><li>• Confirmed the year-end bid price was used by agreeing to externally quoted prices;</li><li>• Assessed if there were contra indicators, such as liquidity considerations, to suggest bid price was not the most appropriate indication of fair value by considering the realization period for individual holdings;</li><li>• Recalculated the valuation by multiplying the number of shares held per the statement obtained from the custodian by the valuation per share; and</li><li>• Obtained direct confirmation of the number of shares held per equity investment from the custodian regarding all investments held at the balance sheet date.</li></ul> <p><b>Key observations:</b> Based on our procedures performed we did not identify any matters to suggest that the valuation and ownership of quoted investments was not appropriate.</p>

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, and in evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality level, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.



Based on our professional judgement, we determined materiality for the financial statements as a whole and performance materiality as follows:

	Company financial statements	
	2024	2023
<b>Materiality</b>	£2,430,000	£2,110,000
<b>Basis for determining materiality</b>	1% of net assets	1% of net assets
<b>Rationale for the benchmark applied</b>	As an investment trust, the net asset value is the key measure of performance for users of the financial statements.	As an investment trust, the net asset value is the key measure of performance for users of the financial statements.
<b>Performance materiality</b>	£1,822,500	£1,582,500
<b>Basis for determining performance materiality</b>	75% of materiality	75% of materiality
<b>Rationale for the percentage applied for performance materiality</b>	The level of performance materiality applied was set after having considered a number of factors including the brought forward uncorrected misstatements, known or expected misstatements for the current year, prior year corrected misstatements and the number of areas of the financial statements subject to estimation uncertainty.	The level of performance materiality applied was set after having considered a number of factors including the brought forward uncorrected misstatements, known or expected misstatements for the current year, prior year corrected misstatements and the number of areas of the financial statements subject to estimation uncertainty.

#### Reporting threshold

We agreed with the Audit Committee that we would report to them all individual audit differences in excess of £121,500 (2023: £105,500). We also agreed to report differences below this threshold that, in our view, warranted reporting on qualitative grounds.

#### Other information

The Directors are responsible for the other information. The other information comprises the information included in the included in the Annual Report and Accounts, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Corporate governance statement

The Listing Rules require us to review the Directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Company's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit.

<b>Going concern and longer-term viability</b>	<ul style="list-style-type: none"> <li>The Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 22; and</li> <li>The Directors' explanation as to their assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 18.</li> </ul>
<b>Other Code provisions</b>	<ul style="list-style-type: none"> <li>Directors' statement on fair, balanced and understandable set out on page 34;</li> <li>Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 15;</li> <li>The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 28; and</li> <li>The section describing the work of the audit committee set out on page 33.</li> </ul>

# Independent Auditor's Report

to the members of Ecofin Global Utilities and Infrastructure Trust plc

continued

## Other Companies Act 2006 reporting

Based on the responsibilities described below and our work performed during the course of the audit, we are required by the Companies Act 2006 and ISAs (UK) to report on certain opinions and matters as described below.

<b>Strategic report and Directors' report</b>	<p>In our opinion, based on the work undertaken in the course of the audit:</p> <ul style="list-style-type: none"><li>• the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and</li><li>• the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.</li></ul> <p>In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.</p>
<b>Directors' remuneration</b>	<p>In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.</p>
<b>Corporate governance statement</b>	<p>In our opinion, based on the work undertaken in the course of the audit the information about internal control and risk management systems in relation to financial reporting processes and about share capital structures, given in compliance with rules 7.2.5 and 7.2.6 in the Disclosure Guidance and Transparency Rules sourcebook made by the Financial Conduct Authority (the FCA Rules), is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.</p> <p>In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in this information.</p> <p>In our opinion, based on the work undertaken in the course of the audit information about the Company's corporate governance code and practices and about its administrative, management and supervisory bodies and their committees complies with rules 7.2.2, 7.2.3 and 7.2.7 of the FCA Rules.</p> <p>We have nothing to report arising from our responsibility to report if a corporate governance statement has not been prepared by the Company</p>
<b>Matters on which we are required to report by exception</b>	<p>We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:</p> <ul style="list-style-type: none"><li>• adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or</li><li>• the financial statements and the part of the Directors' remuneration report to be audited are not in agreement with the accounting records and returns; or</li><li>• certain disclosures of Directors' remuneration specified by law are not made; or</li><li>• we have not received all the information and explanations we require for our audit.</li></ul>

## Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the financial statements

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

## Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

## Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance and Audit Committee; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations,

we considered the significant laws and regulations to be the Companies Act 2006, the FCA listing and DTR rules, the principles of the AIC Code of Corporate Governance, industry practice represented by the AIC SORP, the applicable accounting framework, and the Company's qualification as an Investment Trust under UK tax legislation as any non-compliance of this would lead to the Company losing various deductions and exemptions from corporation tax.

Our procedures in respect of the above included:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Enquiries of management and those charged with governance relating to the existence of any non-compliance with laws and regulations;
- Reviewing minutes of meeting of those charged with governance throughout the period for instances of non-compliance with laws and regulations; and
- Reviewing the calculation in relation to Investment Trust compliance to check that the Company was meeting its requirements to retain its Investment Trust Status.

## Fraud

We assessed the susceptibility of the financial statement to material misstatement including fraud.

Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
  - Detecting and responding to the risks of fraud; and
  - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud; and
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements.

Based on our risk assessment, we considered the area most susceptible to be management override of controls.

Our procedures in respect of the above included:

- Performing a review of estimates and judgements applied by management in the financial statements to assess their appropriateness and the existence of any systematic bias;
- Considering the opportunity and incentive to manipulate accounting entries and target tested relevant adjustments made in the period end financial reporting process;
- Reviewing for significant transactions outside the normal course of business; and
- Performing a review of unadjusted audit differences, if any, for indications of bias or deliberate misstatement.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

---

# Independent Auditor's Report

to the members of Ecofin Global Utilities and Infrastructure Trust plc  
continued

---

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## Peter Smith (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor  
London, UK

16 December 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# Statement of Comprehensive Income

	Notes	Year ended 30 September 2024			Year ended 30 September 2023		
		Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Gains/(losses) on investments held at fair value through profit or loss	9	–	42,729	42,729	–	(28,012)	(28,012)
Foreign exchange gains		–	1,544	1,544	–	1,774	1,774
Investment income	2	11,775	–	11,775	11,822	–	11,822
Investment management fees	3	(886)	(1,329)	(2,215)	(904)	(1,355)	(2,259)
Administrative expenses	4	(858)	–	(858)	(835)	–	(835)
<b>Net return before finance costs and taxation</b>		<b>10,031</b>	<b>42,944</b>	<b>52,975</b>	<b>10,083</b>	<b>(27,593)</b>	<b>(17,510)</b>
Finance costs	5	(507)	(760)	(1,267)	(458)	(686)	(1,144)
<b>Net return before taxation</b>		<b>9,524</b>	<b>42,184</b>	<b>51,708</b>	<b>9,625</b>	<b>(28,279)</b>	<b>(18,654)</b>
Taxation	7	(1,430)	–	(1,430)	(1,606)	–	(1,606)
<b>Net return after taxation</b>		<b>8,094</b>	<b>42,184</b>	<b>50,278</b>	<b>8,019</b>	<b>(28,279)</b>	<b>(20,260)</b>
<b>Return per ordinary share (pence)</b>	8	<b>7.17</b>	<b>37.39</b>	<b>44.56</b>	<b>7.01</b>	<b>(24.72)</b>	<b>(17.71)</b>

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

The revenue and capital columns are supplementary to this and are published under guidance from the AIC.

All revenue and capital returns in the above statement derive from continuing operations. No operations were acquired or discontinued during the year ended 30 September 2024.

The Company has no other comprehensive income and therefore the net return on ordinary activities after taxation is also the total comprehensive income for the year.

The accompanying notes are an integral part of the Financial Statements.



# Statement of Financial Position

	Notes	As at 30 September 2024 £'000	As at 30 September 2023 £'000
<b>Non-current assets</b>			
Equity securities		276,910	227,513
Investments at fair value through profit or loss	9	276,910	227,513
<b>Current assets</b>			
Debtors and prepayments	10	1,909	8,432
Cash at bank		–	–
		1,909	8,432
<b>Creditors: amounts falling due within one year</b>			
Prime brokerage borrowings		(34,569)	(20,002)
Other creditors	11	(1,019)	(3,966)
		(35,588)	(23,968)
<b>Net current liabilities</b>		(33,679)	(15,536)
<b>Net assets</b>		243,231	211,977
<b>Share capital and reserves</b>			
Called-up share capital	12	1,097	1,154
Share premium account	13	50,548	50,548
Special reserve		103,525	114,398
Capital reserve	14	88,061	45,877
Revenue reserve		–	–
<b>Total shareholders' funds</b>		243,231	211,977
<b>Net asset value per ordinary share (pence)</b>	15	221.68	183.54

The Financial Statements were approved by the Board of Directors and authorised for issue on 16 December 2024 and were signed on its behalf by:

**David Simpson**

Chairman

The accompanying notes are an integral part of the Financial Statements.

# Statement of Changes in Equity

		Year ended 30 September 2024					
	Notes	Share capital £'000	Share premium account £'000	Special reserve <sup>1</sup> £'000	Capital reserve <sup>1</sup> £'000	Revenue reserve <sup>1</sup> £'000	Total £'000
Balance at 1 October 2023		1,154	50,548	114,398	45,877	-	211,977
Return after taxation		-	-	-	42,184	8,094	50,278
Buyback of ordinary shares	12, 13	(57)	-	(9,823)	-	-	(9,880)
Dividends paid	6	-	-	(1,050)	-	(8,094)	(9,144)
<b>Balance at 30 September 2024</b>		<b>1,097</b>	<b>50,548</b>	<b>103,525</b>	<b>88,061</b>	<b>-</b>	<b>243,231</b>

		Year ended 30 September 2023					
	Notes	Share capital £'000	Share premium account £'000	Special reserve <sup>1</sup> £'000	Capital reserve <sup>1</sup> £'000	Revenue reserve <sup>1</sup> £'000	Total £'000
Balance at 1 October 2022		1,119	40,801	116,976	74,156	-	233,052
Return after taxation		-	-	-	(28,279)	8,019	(20,260)
Issue of ordinary shares	12, 13	46	9,747	-	-	-	9,793
Buyback of ordinary shares	12, 13	(11)	-	(1,808)	-	-	(1,819)
Dividends paid	6	-	-	(770)	-	(8,019)	(8,789)
<b>Balance at 30 September 2023</b>		<b>1,154</b>	<b>50,548</b>	<b>114,398</b>	<b>45,877</b>	<b>-</b>	<b>211,977</b>

1. These reserves are available for distribution.

The accompanying notes are an integral part of the Financial Statements.

# Statement of Cash Flows

	Notes	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
<b>Net return before finance costs and taxation</b>		<b>52,975</b>	<b>(17,510)</b>
Decrease in accrued expenses		(16)	(134)
Overseas withholding tax		(1,576)	(1,417)
Deposit interest income		(16)	(4)
Dividend income		(11,759)	(11,818)
Realised gains on foreign exchange transactions		(1,544)	(1,774)
Dividends received		11,558	11,307
Deposit interest received		16	4
Interest paid		(1,267)	(1,055)
(Gains)/losses on investments		(42,729)	28,012
Decrease in other debtors		–	(8)
<b>Net cash flow from operating activities</b>		<b>5,642</b>	<b>5,603</b>
<b>Investing activities</b>			
Purchases of investments		(75,162)	(88,966)
Sales of investments		72,505	88,153
<b>Net cash used in investing activities</b>		<b>(2,657)</b>	<b>(813)</b>
<b>Financing activities</b>			
Movement in prime brokerage borrowings		14,567	(5,611)
Dividends paid	6	(9,144)	(8,789)
Share issue proceeds		–	9,793
Buyback costs		(9,880)	(1,659)
<b>Net cash outflow from financing activities</b>		<b>(4,457)</b>	<b>(6,266)</b>
<b>Decrease in cash</b>		<b>(1,472)</b>	<b>(1,476)</b>
<b>Analysis of changes in cash during the year</b>			
Opening balance		–	–
Foreign exchange movement		1,472	1,476
Decrease in cash as above		(1,472)	(1,476)
<b>Closing balance</b>		<b>–</b>	<b>–</b>

The accompanying notes are an integral part of these Financial Statements.

# Notes to the Financial Statements

For the year ended 30 September 2024

## 1. Accounting policies

### (a) Basis of preparation

The Financial Statements have been prepared in accordance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice ("UK GAAP"), including the Financial Reporting Standard applicable in the U.K. and Republic of Ireland ("FRS 102") and with the Statement of Recommended Practice 'Financial Statements of Investment Trust Companies and Venture Capital Trusts' issued in July 2022. The Financial Statements are prepared in Sterling which is the functional currency of the Company and rounded to the nearest £'000. They have also been prepared on a going concern basis and approval as an investment trust has been granted by HMRC.

The Company's assets consist substantially of equity shares in companies listed on recognised stock exchanges and in most circumstances are realisable within a short timescale. The board has set limits for borrowing and regularly reviews actual exposures and cash flow projections. The Company has prime broker borrowings to draw upon, and these borrowings are repayable on demand.

Having taken these factors into account and having assessed the principal risks and other matters set out in the Viability Statement on page 18, the directors believe that, after making enquiries, the Company has adequate resources to continue in operational existence for the foreseeable future and has the ability to meet its financial obligations as they fall due for a period of at least twelve months from the date of approval of this Report. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Further detail is included in the Directors' Report (unaudited) on page 22.

### Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with UK GAAP requires the use of certain critical accounting estimates which requires management to exercise its judgement in the process of applying the accounting policies. The directors do not believe that any accounting judgements or estimates have been applied to these financial statements that have a significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year.

### (b) Income

Income from investments, including taxes deducted at source, is included in revenue by reference to the date on which the investment is quoted ex-dividend. Special dividends are credited to capital or revenue, according to the circumstances. The fixed returns on debt securities are recognised on a time apportionment basis so as to reflect the effective yield on the debt securities. Interest receivable from cash and short-term deposits is treated on an accruals basis.

### (c) Expenses

All expenses are accounted for on an accruals basis. Expenses are charged to the revenue account except where they directly relate to the acquisition or disposal of an investment, in which case they are charged to the capital account; in addition, expenses are charged to the capital account where a connection with the maintenance or enhancement of the value of the investments can be demonstrated. In this respect the management fee and finance costs have been allocated 60% to the capital account and 40% to the revenue account.

### (d) Taxation

The charge for taxation is based on the profit for the year to date and takes into account, if applicable, taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is provided using the liability method on all timing differences, calculated at the rate at which it is anticipated the timing differences will reverse. Deferred tax assets are recognised only when, on the basis of available evidence, it is more likely than not that there will be taxable profits in future against which the deferred tax asset can be offset.

Due to the Company's status as an investment trust company and the intention to continue meeting the conditions required to obtain approval in the foreseeable future, the Company has not provided deferred tax on any capital gains and losses arising on the revaluation or disposal of investments.

The tax effect of different items of income/gain and expenditure/loss is allocated between capital and revenue within the Statement of Comprehensive Income on the same basis as the particular item to which it relates using the Company's effective rate of tax for the year, based on the marginal basis.

---

# Notes to the Financial Statements

For the year ended 30 September 2024

---

## 1. Accounting policies (continued)

### (e) Valuation of investments

For the purposes of preparing the Financial Statements, the Company has applied Sections 11 and 12 of FRS 102 in respect of financial instruments. All investments are measured initially and subsequently at fair value and transaction costs are expensed immediately. Investment transactions are accounted for on a trade date basis. The fair value of the financial instruments in the Statement of Financial Position is based on their quoted bid price at the reporting date, without deduction of the estimated future selling costs. Changes in the fair value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the Statement of Comprehensive Income as "Gains on investments held at fair value through profit or loss". Also included within this caption are transaction costs in relation to the purchase or sale of investments, including the difference between the purchase price of an investment and its bid price at the date of purchase.

### (f) Cash at bank and in hand

Cash comprises cash in hand and demand deposits.

### (g) Borrowings

Short-term borrowings, which comprise of prime brokerage borrowings, are recognised initially at the fair value of the consideration received, net of any issue expenses, and subsequently at amortised cost using the effective interest method. The finance costs, being the difference between the net proceeds of borrowings and the total amount of payments required to be made in respect of those borrowings, accrue evenly over the life of the borrowings and are allocated 60% to revenue and 40% to capital.

### (h) Segmental reporting

The directors are of the opinion that the Company is engaged in a single segment of business activity, being investment business. Consequently, no business segmental analysis is provided.

### (i) Nature and purpose of reserves

#### Share premium account

The balance classified as share premium includes the premium above nominal value received by the Company on issuing shares net of issue costs.

#### Special reserve

The special reserve arose following court approval in November 2016 to transfer the £123,609,000 from the share premium account. This reserve is distributable and may be used, where the Board considers it appropriate, by the Company for the purposes of paying dividends to shareholders and, in particular, augmenting or smoothing payments of dividends to shareholders. There is no guarantee that the board will in fact make use of this reserve for the purpose of the payment of dividends to shareholders. The special reserve can also be used to fund the cost of share buy-backs.

#### Capital reserve

Gains and losses on disposal of investments and changes in fair values of investments are transferred to the capital account. Foreign exchange differences of a capital nature are also transferred to the capital account. The capital element of the management fee and relevant finance costs are charged to this account. Any associated tax relief is also credited to this account.

#### Revenue reserve

This reserve reflects all income and costs which are recognised in the revenue column of the Statement of Comprehensive Income.

The Company's special reserve, capital reserve and revenue reserve may be distributed by way of dividend.

### (j) Foreign currency

Monetary assets and liabilities and non-monetary assets held at fair value in foreign currencies are translated into Sterling at the rates of exchange ruling at the Statement of Financial Position date. Transactions involving foreign currencies are converted at the rate ruling on the date of the transaction. Gains and losses on the translation of foreign currencies are recognised in the revenue or capital account of the Statement of Comprehensive Income depending on the nature of the underlying item

### (k) Dividends payable

Dividends are recognised in the period in which they are paid.



## 2. Income

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
<b>Income from investments (revenue account)</b>		
UK dividends	1,550	1,715
Overseas dividends	9,933	9,991
Stock dividends	276	112
	<b>11,759</b>	11,818
<b>Other income (revenue account)</b>		
Deposit interest	16	4
<b>Total income</b>	<b>11,775</b>	11,822

During the period to 30 September 2024 the Company received special dividends totalling £3,000 (30 September 2023: £83,000), all of which was recognised as revenue and is included in the revenue column of the Statement of Comprehensive Income.

## 3. Investment management fee

	Year ended 30 September 2024			Year ended 30 September 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fee	886	1,329	2,215	904	1,355	2,259

During the financial year, the Company had an agreement with Ecofin Advisors Limited for the provision of investment management services. The management fee was calculated at 1.00% per annum of the Company's NAV on the first £200 million and 0.75% per annum of NAV thereafter, payable quarterly in arrears. The management fee is chargeable 40% to revenue and 60% to capital (2023: 40% to revenue and 60% to capital). During the year £2,215,000 (30 September 2023: £2,259,000) of investment management fees were earned by the Investment Manager, with a balance of £586,000 (30 September 2023: £523,000) being payable to Ecofin Advisors Limited at the year-end.

With effect from 1 October 2024 RWC Asset Management LLP shall be entitled to be paid a management fee of: 0.90% of the Company's NAV on the first £200 million and 0.75% on NAV exceeding £200 million up to and including £400 million plus 0.60% on NAV exceeding £400 million.

## 4. Administrative expenses

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Administration and Company secretarial fees	286	279
Directors' remuneration	152	133
Auditor's remuneration:		
– fees payable to the Company's auditor for the audit of the Company's annual accounts	60	52
Printing and postage fees	29	15
Directors' liability insurance	9	9
Depository fees	103	106
Regulatory fees	42	41
Employer's National Insurance contributions	10	8
Registrar's fees	25	28
Legal and advisory fees	120	141
Other expenses	22	23
	<b>858</b>	835

(Continued overleaf)

# Notes to the Financial Statements

For the year ended 30 September 2024

continued

## 4. Administrative expenses (continued)

All of the expenses above include irrecoverable VAT where applicable. For the Auditor's remuneration for the statutory audit, irrecoverable VAT amounted to £10,000 (30 September 2023: £9,000).

Advisory and legal fees include fees in respect of sponsored research and other marketing resources, any legal fees and a substantial accrual for expenses relating to the recovery of excess taxes withheld on foreign dividends.

## 5. Finance costs

	Year ended 30 September 2024			Year ended 30 September 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Prime brokerage borrowings – interest	507	760	1,267	458	686	1,144

The management fee and finance costs are charged 40% to revenue and 60% to capital (2023: 40% to revenue and 60% to capital).

## 6. Dividends on ordinary shares

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Fourth interim for 2022 of 1.85p (paid 30 November 2022)	–	2,082
First interim for 2023 of 1.95p (paid 28 February 2023)	–	2,200
Second interim for 2023 of 1.95p (paid 31 May 2023)	–	2,234
Third interim for 2023 of 1.95p (paid 31 August 2023)	–	2,273
Fourth interim for 2023 of 1.95p (paid 30 November 2023)	2,247	–
First interim for 2024 of 2.05p (paid 29 February 2024)	2,356	–
Second interim for 2024 of 2.05p (paid 31 May 2024)	2,281	–
Third interim for 2024 of 2.05p (paid 30 August 2024)	2,260	–
	9,144	8,789

The proposed fourth interim dividend for 2024 has not been included as a liability in these Financial Statements as it was not payable until after the reporting date.

Set out below are the total dividends paid and proposed in respect of the financial period, which is the basis on which the requirements of Section 1158-1159 of the Corporation Tax Act 2010 are considered. The revenue available for distribution by way of dividend for the year was £8,094,000 (30 September 2023: £8,019,000).

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Three interim dividends of 2.05p each (2023: three interim dividends of 1.95p each)	6,897	6,707
Proposed fourth interim dividend 2.05p (2023: 1.95p)	2,248	2,247
	9,145	8,954

The amount reflected above for the cost of the proposed fourth interim dividend for 2024 is based on 109,674,598 ordinary shares, being the number of ordinary shares in issue on the record date 1 November 2024.

## 7. Taxation

### (a) Analysis of charge for the period

	Year ended 30 September 2024			Year ended 30 September 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Overseas tax suffered	1,638	–	1,638	1,969	–	1,969
Overseas tax reclaimable	(208)	–	(208)	(363)	–	(363)
<b>Total tax charge for the period</b>	<b>1,430</b>	<b>–</b>	<b>1,430</b>	<b>1,606</b>	<b>–</b>	<b>1,606</b>

### (b) Factors affecting the tax charge for the period

The tax assessed for the year is lower than the rate of corporation tax rate of 25.00% (2023: effective rate of 22.00%). The differences are explained as follows:

	Year ended 30 September 2024			Year ended 30 September 2023		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net profit on ordinary activities before taxation	9,524	42,184	51,708	9,625	(28,279)	(18,654)
Net return multiplied by the rate of corporation tax of 25.00% (30 September 2023: effective rate of 22.00%)	2,381	10,546	12,927	2,118	(6,221)	(4,103)
Effects of:						
Non-taxable U.K. dividends	(387)	–	(387)	(377)	–	(377)
Non-taxable overseas dividends	(2,275)	–	(2,275)	(1,943)	–	(1,943)
Tax effect of expensed double taxation relief	(20)	–	(20)	(12)	–	(12)
Expenses not deductible for tax purposes	–	–	–	1	–	1
Movement in unutilised expenses	301	522	823	213	449	662
Other capital returns	–	(11,068)	(11,068)	–	5,772	5,772
Overseas tax suffered	1,638	–	1,638	1,969	–	1,969
Overseas tax reclaimable	(208)	–	(208)	(363)	–	(363)
Total tax charge	1,430	–	1,430	1,606	–	1,606

### (c) Factors that may affect future tax charges

No provision for deferred tax has been made in the accounting year. The Company has not provided for deferred tax on capital gains or losses arising on the revaluation or disposal of investments as it is exempt from tax on these items because of its status as an investment trust company.

At the year-end, the Company has, for taxation purposes only, accumulated unrelieved management expenses and loan relationship deficits of £17,547,000 (30 September 2023: £14,164,000). A deferred tax asset in respect of this has not been recognised and these expenses will only be utilised if the Company has profits chargeable to corporation tax in the future. It is considered too uncertain that the Company will generate such profits and therefore no deferred tax asset has been recognised.

## 8. Return per ordinary share

	Year ended 30 September 2024		Year ended 30 September 2023	
	£'000	p	£'000	p
Returns are based on the following figures:				
Revenue return	8,094	7.17	8,019	7.01
Capital return	42,184	37.39	(28,279)	(24.72)
Total return	50,278	44.56	(20,260)	(17.71)
Weighted average number of ordinary shares in issue	112,827,903		114,418,153	

For the year ended 30 September 2024 and 30 September 2023 there was no dilution to the revenue return per ordinary share.

Additionally, for the year ended 30 September 2024 and 30 September 2023 there was no dilution to the capital return per ordinary share.

# Notes to the Financial Statements

For the year ended 30 September 2024

continued

## 9. Investments

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Held at fair value through profit or loss:		
Opening book cost	228,738	218,986
Opening investment holding (losses)/gains	(1,225)	39,349
Opening fair value	227,513	258,335
<b>Analysis of transactions made during the year</b>		
Purchases at cost	72,667	91,849
Sales proceeds received	(65,999)	(94,659)
Gains/(losses) on investments	42,729	(28,012)
<b>Closing fair value</b>	<b>276,910</b>	<b>227,513</b>
Closing book cost	241,802	228,738
Closing investment gains/(losses)	35,108	(1,225)
<b>Closing fair value</b>	<b>276,910</b>	<b>227,513</b>

The Company received £65,999,000 (2023: £94,659,000) from investments sold in the year. The book cost of these investments when they were purchased was £59,603,000 (2023: £82,097,000). These investments have been revalued over time and until they were sold any unrealised gains/losses were included in the fair value of the investments.

### Transaction costs

During the year expenses were incurred in acquiring or disposing of investments classified as fair value through profit or loss. These have been expensed through capital and are included within gains/(losses) on investments in the Statement of Comprehensive Income. The total costs were as follows:

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Purchases	146	142
Sales	27	45
	<b>173</b>	<b>187</b>

The above transaction costs are calculated in line with the AIC's Statement of Recommended Practice (SORP). The transaction costs in the Company's Key Information Document are calculated on a different basis and in line with the EU's Packaged Retail Investment and Insurance-based Product's (PRIIPs) regulations.

## 10. Other debtors and receivables

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Amounts due from brokers	–	6,506
Taxation recoverable	1,262	1,204
Prepayments and accrued income	647	722
	<b>1,909</b>	<b>8,432</b>

## 11. Creditors: amounts falling due within one year

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
Amounts due to brokers	–	2,771
Amounts payable in relation to buyback of shares	–	160
<b>Other creditors:</b>		
Investment management fees	586	523
Sundry creditors	433	512
	<b>1,019</b>	3,966

## 12. Ordinary share capital

	As at 30 September 2024		As at 30 September 2023	
	Shares	£'000	Shares	£'000
<b>Issued and fully paid</b>				
Ordinary shares of 1p each at 1 October	115,495,663	1,154	111,968,423	1,119
Issue of new ordinary shares	–	–	4,581,577	46
Buyback of shares	(5,774,065)	(57)	(1,054,337)	(11)
Ordinary shares of 1p each at 30 September	<b>109,721,598</b>	<b>1,097</b>	115,495,663	1,154

The Company was admitted to the Main Market of the London Stock Exchange on 26 September, 2016. The total number of ordinary shares in the Company in issue immediately following admission was 91,872,247, each with equal voting rights. During the year, the Company did not issue any ordinary shares (2023: 4,581,577 with net proceeds of £9,793,000). The Company began buying back their own shares on 31 July 2023. During the year 5,774,065 (2023: 1,054,337) Ordinary shares of 1p each were purchased by the Company for cancellation at a total cost of £9,880,000 (2023: £1,819,000).

## 13. Share premium account

	Year ended 30 September 2024 £'000	Year ended 30 September 2023 £'000
At 1 October	50,548	40,801
Issue of shares	–	9,747
At 30 September	<b>50,548</b>	50,548

## 14. Capital reserve

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
At 30 September	45,877	74,156
Movement in investment holdings gains	36,333	(40,574)
Gains on realisation of investments at fair value	6,396	12,562
Foreign exchange gains	1,544	1,774
Investment management fees	(1,329)	(1,355)
Finance costs	(760)	(686)
At 30 September	<b>88,061</b>	45,877

# Notes to the Financial Statements

For the year ended 30 September 2024

continued

## 15. NAV per ordinary share

The NAV attributable to the ordinary shares and the NAV per ordinary share at the year-end were as follows:

	As at 30 September 2024	As at 30 September 2023
Net asset value attributable (£'000)	243,231	211,977
Number of ordinary shares in issue (note 12)	109,721,598	115,495,663
Net asset value per share (p)	221.68	183.54

## 16. Financial instruments and capital disclosures

### Risk management policies and procedures

The investment objectives of the Company are to achieve a high, secure dividend yield on its investment portfolio and to realise long-term growth in the capital value of the portfolio for the benefit of shareholders, while taking care to preserve shareholders' capital.

The Company's financial instruments comprise:

- equity shares held in accordance with the Company's investment objective and policies;
- fixed interest securities, cash and liquid resources as well as short-term receivables and payables that arise from its operations; and
- borrowings in various currencies to finance operations.

The Company may enter into derivative contracts in order to manage the risks arising from its investment activities. As at the year-end there were no derivative contracts outstanding (2023: nil).

The board sets out its investment policies, including its policies on gearing and diversification, in the Strategic Report beginning on page 13. The board and the Company's Investment Manager consider and review the financial risks inherent in managing the Company's assets and these are detailed below.

### Market price risk

The Company's investment portfolio is subject to fluctuations, volatility and the vagaries of market prices. The directors seek to mitigate this risk by ensuring proper controls exist through the IMA for maintaining a diversified portfolio of securities and ensuring that there are balances within the portfolio by geography, sub-sector and types of instrument. If the fair value of the Company's investments at year-end (see portfolio holdings on page 11) had increased or decreased by 10% then it would have had an effect on the Group's capital return and equity equal to £27,691,000 (30 September 2023: £22,751,000).

### Foreign currency risk

The value of the Company's assets and the total return earned by the Company's shareholders can be significantly affected by foreign exchange movements as most of the Company's assets are denominated in currencies other than Sterling, the currency in which the Company's accounts are prepared. It is not the Company's policy to try to minimise or eliminate foreign exchange risk; over the long-term this could restrict the investment returns potentially available to Sterling-based investors in international securities. There is a risk for the NAV and shareholders, therefore, if Sterling appreciates significantly against foreign currencies. This risk is partially offset by the Company's borrowings in currencies other than Sterling.

	As at 30 September 2024		
	Investments £'000	Net monetary assets/ (liabilities) £'000	Total currency exposure £'000
Australian dollar	6,137	(448)	5,689
Canadian dollar	–	93	93
Chinese Yuan	–	46	46
Euro	89,178	(10,043)	79,136
Hong Kong dollar	14,277	(1,718)	12,559
Sterling	37,132	(5,522)	31,610
Swiss Franc	5,395	(1,085)	4,310
US dollar	124,791	(15,002)	109,789
<b>Total</b>	<b>276,910</b>	<b>(33,679)</b>	<b>243,231</b>



	As at 30 September 2023		
	Investments £'000	Net monetary assets/ (liabilities) £'000	Total currency exposure £'000
Australian dollar	8,880	(552)	8,328
Canadian dollar	1,988	(176)	1,812
Chinese Yuan	–	55	55
Euro	68,280	(1,288)	66,992
Hong Kong dollar	11,692	(905)	10,787
Sterling	30,635	(3,539)	27,096
US dollar	106,038	(9,131)	96,907
Total	227,513	(15,536)	211,977

A 10% rise or decline of Sterling against foreign currency denominated (i.e. non-Sterling) assets held at the year-end would have decreased/increased the total return and net asset value by £20,189,000 or 10.3% (30 September 2023: £18,488,000 or 9.4%). This is considered to be a reasonable illustration based on the volatility of exchange rates during the year.

#### Interest rate risk

The Company is only exposed to significant interest rate risk through its borrowings with Citigroup Global Markets Limited and through the fair value of investments in fixed interest rate securities, if any.

Borrowings varied throughout the period as part of a board endorsed policy and at year-end amounted to the equivalent of £34,569,000 (30 September 2023: £20,002,000) in a variety of currencies. All of these borrowings were at floating rates of interest.

If this level of borrowing was maintained for the year, a 1% increase/decrease in the benchmark rate would have decreased/increased the revenue return by £138,000 (30 September 2023 £80,000) and decreased/increased the capital return by £207,000 (30 September 2023: £120,000). In the event that the prime brokerage facility were to be renegotiated or terminated, the Company may not be able to finance its borrowings on as favourable terms and this risk is monitored.

The interest rates on prime brokerage borrowings varied by currency from 1.18% to 6.57% during the year ended 30 September 2024.

#### Liquidity risk

The Company's assets mainly comprise readily realisable securities which can be easily sold to meet funding commitments if necessary. A liquidity analysis is prepared on at least a quarterly basis as part of the Investment Manager's report to the Board and the liquidity profile of all securities is reviewed. The Investment Manager reviews the liquidity profile of the investments continuously.

The contractual maturities of the Company's financial liabilities at 30 September 2024 based on the earliest date on which payment can be required was as follows:

	As at 30 September 2024 £'000	As at 30 September 2023 £'000
Due within 3 months		
Prime brokerage borrowings	(34,569)	(20,002)
Other creditors	(1,019)	(3,966)
	(35,588)	(23,968)

The maximum level of gearing utilised and the nature and term of any borrowings are the responsibility of the directors. They have authorised the Investment Manager to utilise gearing of up to 25%. Gearing is the amount of the Company's borrowings less cash, divided by net assets attributable to shareholders. The Company has a prime brokerage facility with its prime broker Citigroup, and benefits from a flexible borrowing arrangement. The interest rate on borrowings under the prime brokerage agreement depends on the currency of the borrowing but is generally 50 basis points over the applicable benchmark rate (and subject to a minimum monthly fee, equivalent to \$200,000 per annum, effective 1 April 2022). The gearing is not structural in nature and borrowings can be repaid at any time. During the financial year, gearing varied between approximately 6.6% and 15.1%.

# Notes to the Financial Statements

For the year ended 30 September 2024

continued

## 16. Financial instruments and capital disclosures (continued)

### Credit risk

Credit risk is mitigated by diversifying the counterparties with which the Investment Manager conducts investment transactions. The credit standing of all counterparties is reviewed periodically with limits set on amounts due from any one broker. There were no items past due or impaired.

The maximum exposure to credit risk at 30 September 2024 and 30 September 2023 was considered to be the same as the carrying amount of the financial assets in the Statement of Financial Position.

### 17. Fair value hierarchy

FRS 102 requires an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels:

Level 1: unadjusted quoted prices in an active market for identical assets or liabilities that the entity can access at the measurement date;

Level 2: inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly; and

Level 3: inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

The financial assets and liabilities measured at fair value in the Statement of Financial Position are grouped into the fair value hierarchy at the reporting date as follows:

As at 30 September 2024	Note	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss					
Quoted equities	a)	276,910	–	–	276,910
Net fair value		276,910	–	–	276,910

As at 30 September 2023	Note	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Financial assets at fair value through profit or loss					
Quoted equities	a)	227,496	17	–	227,513
Net fair value		227,496	17	–	227,513

### a) Equities and preference shares

The fair value of the Company's investments in equities and preference shares has been determined by reference to their quoted bid prices at the reporting date. Equities and preference shares included in Fair Value Level 1 are actively traded on recognised stock exchanges. Investments categorised as Level 2 are not considered to trade in active markets.

## 18. Analysis of changes in net debt

	As at 30 September 2023 £'000	Currency differences £'000	Cash flows £'000	As at 30 September 2024 £'000
Cash and short term deposits	–	1,472	(1,472)	–
Debt due within one year	(20,002)	–	(14,567)	(34,569)
	(20,002)	1,472	(16,039)	(34,569)

	As at 30 September 2022 £'000	Currency differences £'000	Cash flows £'000	As at 30 September 2023 £'000
Cash and short term deposits	–	1,476	(1,476)	–
Debt due within one year	(25,613)	–	5,611	(20,002)
	(25,613)	1,476	4,135	(20,002)

A statement reconciling the movement in net funds to the net cash flow has not been presented as there are no differences from the above analysis.

## 19. Related party transactions and transactions with the Investment Manager

Fees payable during the year to the directors and their interests in shares of the Company are considered to be related party transactions and are disclosed within the Directors' Remuneration Report on pages 29 to 31. The balance of fees due to directors at the year-end was £nil (30 September 2023: £nil).

The Company had an agreement with Ecofin Advisors Limited during the year for the provision of investment management services. Details of fees earned and balances outstanding at the year-end are disclosed in note 3.

## 20. Post balance sheet events

The Company announced on 12 July 2024 that RWC Asset Management LLP, a limited liability partnership incorporated in England and Wales ("Redwheel"), would purchase certain assets of Ecofin in a transaction which would complete on 30 September 2024. Pursuant to a novation agreement dated 30 September 2024 made between the Company, Redwheel and Ecofin, the parties agreed to novate the management agreement dated 6 July 2016, as amended by side letters and supplemental agreements, with the effect that Redwheel replaced Ecofin as the Company's investment manager and AIFM from 1 October 2024.

# Notice of Annual General Meeting

Notice is hereby given that the sixth AGM of Ecofin Global Utilities and Infrastructure Trust plc will be held on Wednesday 5 March 2025 at 3:00pm at The Clermont, 101 Buckingham Palace Road, London SW1W 0SJ for the following purposes:

## As ordinary resolutions

1. To receive the Directors' Report and the audited Financial Statements of the Company for the year ended 30 September 2024.
2. To receive and approve the annual report on remuneration included in the Directors' Remuneration Report for the year ended 30 September 2024.
3. To approve the Company's dividend policy as set out on page 20 of the 2024 annual report and accounts.
4. To re-elect Malcolm King, in accordance with the Company's articles of association, as a director of the Company.
5. To re-elect Susannah Nicklin, in accordance with the Company's articles of association, as a director of the Company.
6. To re-elect David Simpson, in accordance with the Company's articles of association, as a director of the Company.
7. To re-elect Joanna Santinon as a Director of the Company.
8. To re-appoint BDO LLP as the Independent Auditor to the Company, to hold office until the conclusion of the next AGM at which the Financial Statements are laid before the members.
9. To authorise the directors to determine the Auditor's remuneration.

To consider, and if thought fit to pass, the following resolution:

10. THAT, in substitution for all subsisting authorities to the extent unused, the directors be and they are hereby generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal value of £356,814 (being approximately one third of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 December 2024) or, if changed, the nominal value which represents one third of the issued ordinary share capital at the date the resolution is passed.

The authority hereby conferred on the directors shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 5 June 2026, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## As special resolutions

To consider, and if thought fit to pass, the following resolutions:

11. THAT, subject to the passing of resolution 10 above and in substitution for all subsisting authorities to the extent unused, the directors be and they are hereby empowered, pursuant to Section 570 and Section 573 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 or by way of sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with a rights issue or open offer of securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but in each case subject to such exclusions, limits, restrictions or other arrangements as the directors may consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depository receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and
  - (b) (otherwise than under paragraph (a) of this resolution) to any person or persons up to an aggregate nominal value of £108,125 (being approximately 10 per cent of the issued ordinary share capital of the Company (excluding treasury shares) as at 10 December 2024) or, if changed, the nominal value which represents 10 per cent of the issued share capital at the date the resolution is passed, and shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 5 June 2026, whichever is the earlier, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
12. THAT, the Company be and is hereby generally and unconditionally authorised, pursuant to and in accordance with Section 701 of the Act, to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company (ordinary shares) on such terms and in such manner as the directors shall from time to time determine, provided that:
  - (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 16,208,006 (being approximately 14.99% of the number of ordinary shares in issue (excluding treasury shares) as at 10 December 2024);
  - (b) the minimum price (exclusive of all expenses) which may be paid for an ordinary share is its nominal value, being 1p;

(c) the maximum price (exclusive of all expenses) which may be paid for an ordinary share is the higher of (i) an amount equal to 5% above the average of the closing mid-market price of an ordinary share (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for a share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;

(d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 5 June 2026, whichever is the earlier unless previously revoked, varied or renewed by the Company in General meeting; and

(e) the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or might be completed or executed wholly or partly after the expiration of such authority and the Company may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

13. THAT, a General meeting of the Company, other than an AGM may be called on not less than 14 clear days' notice.

By order of the board

#### **Apex Fund Administration Services (UK) Limited**

Company Secretary

9 January 2025

Registered Office:  
Hamilton Centre  
Rodney Way  
Chelmsford, CM1 3BY

---

# Notes to the Notice of Annual General Meeting

- 
- (1) Only holders of ordinary shares of 1p each are entitled to attend and vote at the meeting. Each shareholder entitled to attend and vote at the meeting may appoint one or more persons to act as his/her proxy to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the shareholder's vote to be carried. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member.
- (2) You can vote either:
- by logging on to [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions. To vote electronically you will be asked to provide your Control Number, Shareholder Reference Number and PIN which are detailed on your Form of Proxy.
  - by returning your hard copy form of proxy. If you require an additional copy of the form of proxy you can obtain one directly from the registrars, Computershare Investor Services PLC, on Tel: 0370 703 6234. Lines are open between 08:30 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by 3:00pm on Monday 3 March 2025.

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

The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 5 below) will not prevent a shareholder from attending the meeting and voting in person if he/she wishes to do so.

- (3) Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of Section 360B of the Act, the Company has specified that only those members registered on the register of members of the Company at the close of business on Monday 3 March 2024 (the Specified Time) (or, if the meeting is adjourned, 48 hours prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes that may be cast) at the adjourned meeting. Changes to entries in the register of members after the close of business on Monday 3 March 2025 or other relevant deadline will be disregarded in determining the rights of any person entitled to vote at the meeting.
- (4) Members (and any proxies or corporate representatives appointed) agree, by attending the meeting, that they are expressly requesting and are willing to receive any communications relating to the Company's securities made at the meeting.
- (5) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in note (2) above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.



CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

- (6) Any member attending the meeting has the right to ask questions. Pursuant to Section 319A of the Act, the Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting. However, members should note that no answer need be given in the following circumstances if to do so would interfere unduly with the preparation for the meeting or would involve a disclosure of confidential information:
  - (a) if the answer has already been given on a website in the form of an answer to a question; or
  - (b) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (7) If the chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the chairman, result in the chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the chairman will make the necessary notifications to the Company and the FCA. As a result, any member holding 3% or more of the voting rights in the Company who grants the chairman a discretionary proxy in respect of some or all of those voting rights, and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the FCA.
- (8) Any person receiving a copy of this Notice as a person nominated by a member to enjoy information rights under Section 146 of the Act ("Nominated Person") should note that the provisions in notes 1 and 2 concerning the appointment of a proxy or proxies to attend the meeting in place of a member do not apply to a Nominated Person, as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting.
 

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting. Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from a Nominated Person.
- (9) Under Section 527 of the Act, members meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the meeting; or
  - (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts were laid in accordance with Section 437 of the Act.

The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

---

# Notes to the Notice of Annual General Meeting

continued

- 
- (10) At 10 December 2024, the latest practicable date in advance of the date of this Notice, the Company's issued capital consisted of 108,125,462 ordinary shares carrying one vote per share (total voting rights).
- (11) This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the date of this Notice, and (if applicable) any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the web pages of the Investment Manager, Ecofin UK, at [www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/)
- (12) No electronic address provided in this Notice or in any related documents (including the form of proxy) may be used to communicate with the Company for any purposes other than those expressly stated.
- (13) The biographies of the directors offering themselves for election and re-election are set out on page 12 of this annual report and accounts and include each director's experience. These, along with the disclosure in the Corporate Governance Statement on page 25, explain why the directors' contributions are important to the Company's long-term success.
- (14) No director has a service agreement with the Company. Copies of the directors' letters of appointment will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and Bank Holidays excluded) until the date of the AGM.
- (15) As soon as practicable following the AGM, the results of the proxy voting at the meeting and the number of proxy votes received for and against and the number of votes withheld, in respect of each resolution, as well as a result of any poll, will be announced via a Regulatory Information Service and placed on the Investment Manager's website.
- (16) Shareholders have the right, under Section 338 of the Act, to require the Company to give its shareholders notice of a resolution which the shareholders wish to be moved at an AGM of the Company. Additionally, shareholders have the right under Section 338A of the Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. The Company is required to give such notice of a resolution or include such matter once it has received requests from shareholders representing at least 5% of the total voting rights of all the shareholder who have a right to vote at the AGM or from at least 100 shareholders with the same right to vote who hold shares in the Company on which there has been paid up an average sum per shareholder of at least £100. This request must be received by the Company not later than six weeks before the AGM (or, if later, the time at which notice is given of the AGM). In the case of a request relating to Section 338A of the Act, the request must be accompanied by a statement setting out the grounds for the request.
- (17) A copy of this Notice, and other information required by Section 311A of the Act, can be viewed and/or downloaded at [www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/) and, if applicable, any member's statements, resolutions or matters of business received by the Company after the date of this Notice will be available on the Investment Manager's website.

**Administrator** – the administrator is BNP Paribas S.A. to which the Company has delegated certain trade processing, valuation and middle office tasks and systems.

**AIC** – Association of Investment Companies, the trade body for closed-end investment companies [www.theaic.co.uk](http://www.theaic.co.uk).

**AIC Code** – the AIC Code of Corporate Governance issued by the AIC in 2019 and endorsed by the FRC to enable investment companies to meet their obligations under the UK Corporate Governance Code.

**AIC SORP** – Statement of Recommended Practice ‘Financial Statements of Investment Trust Companies and Venture Capital Trusts’ issued by the AIC.

**AIFMD/AIFM/AIF** – Alternative Investment Fund Managers Directive. Issued by the European Parliament in 2012 and 2013, the Directive requires that all investment vehicles (“AIFs”) in the European Union, including investment trusts, appoint a Depositary and an Alternative Investment Fund Manager (“AIFM”). The board remains responsible, however, for all aspects of the Company’s strategy, operations and compliance with regulations. The Company’s AIFM was Ecofin Advisors Limited until 30 September 2024 and from 1 October 2024, further to the acquisition of certain assets of Ecofin Advisors Limited, is RWC Asset Management LLP.

**Alternative Performance Measures (APMs)** – the Company uses APMs to present a measure of profitability which is aligned with the requirements of investors and potential investors.

**Benchmark** – the Company’s portfolio is not measured against an equity index benchmark. This is because the Investment Manager’s asset allocation process pays little attention to the country and regional compositions of the main global utilities index, the MSCI World Utilities Index, or the global listed infrastructure indices. The directors, therefore, review portfolio performance against a number of equity market indices, including the MSCI World Utilities Index and S&P Global Infrastructure Index which serve as reference points, and ratios to understand the impact of factors such as gearing, currencies, sub-sectors, geographical allocation and stock selection decisions on the Company’s overall investment performance. Stock selection is measured against relevant local and regional indices and monitored by the board.

**Closed-end collective investment vehicle** – a company, including an investment company, with a fixed issued ordinary share capital, the shares of which are traded on an exchange at a price not necessarily related to NAV of the company and which can only be issued or bought back by the company in certain circumstances.

**Company** – Ecofin Global Utilities and Infrastructure Trust plc.

**Custodian** – the Custodian is Citigroup Global Markets Limited. The Custodian is a financial institution responsible for safeguarding the securities and cash assets of the Company, as well as the income arising therefrom, through provision of custodial, settlement and associated services.

**Depositary** – the Depositary is Citibank Europe plc. Under AIFMD rules, the Company must have a Depositary whose duties in respect of investments and cash include safekeeping, verification of ownership and valuation, and cash monitoring. Under the AIFMD rules, the Depositary has strict liability for the loss of the Company’s financial assets in respect of which it has safekeeping duties.

**Discount/Premium** – the share price of an investment trust is derived from buyers and sellers trading their shares on the stock market. The share price is not likely to be identical to NAV per share of the underlying assets less the liabilities of the company. If the share price is lower than the NAV per share, the shares are said to be trading ‘at a discount’. If the share price is above the NAV per share, the shares are said to be trading ‘at a premium’.

**Distributable reserves** – reserves distributable by way of dividend or for the purpose of buying back ordinary share capital. Shortly after admission, the Company applied successfully to court to cancel its share premium account in order to establish distributable reserves (the special reserve), thereby enabling the Company immediately to commence dividend distributions to shareholders. On an ongoing basis, these distributable reserves may be used, when the board considers it appropriate, for the purposes of paying dividends to shareholders and smoothing payments of dividends to shareholders. The special reserve can also be used to fund the cost of any share buy-backs.

**Dividend dates** – reference is made in announcements of dividends to three dates. The “record” date is the date after which buyers of the shares will not be recorded on the register of shareholders as qualifying for the pending dividend payment. The “payment” date is the date that dividends are credited to shareholders’ bank accounts. The “ex-dividend” date is normally the business day prior to the record date.

**EBITDA** – earnings before interest, tax, depreciation and amortisation, which is a measure of a company's operating performance.

**Ecofin Advisors Limited** – the Investment Manager and AIFM until 30 September 2024. Ecofin Advisors Limited was regulated by the FCA and registered with the SEC.

**ESG** – using Environmental, Social and Governance factors in the evaluation of companies and countries, and to assess associated risks or opportunities.

**Financial Conduct Authority or 'FCA'** – the independent body that regulates the financial services industry in the UK.

**FRC** – Financial Reporting Council.

**Gearing** – this is the sum of the Company's borrowings from its prime broker (including the net amounts due from brokers) less cash divided by net assets attributable to shareholders. The maximum permitted level of gearing, which is set by the board, is 25%.

**Investment Manager and Alternative Investment Fund Manager ("AIFM")** – Ecofin Advisors Limited until 30 September 2024. The responsibilities and remuneration of the Investment Manager and AIFM are set out in the Directors' Report on page 21 and note 3 to the Financial Statements. From 1 October 2024, further to the purchase of certain assets of Ecofin Advisors Limited by RWC Asset Management LLP (Redwheel), the Investment Manager and Alternative Investment Fund Manager is RWC Asset Management LLP.

**Market capitalisation** – the stock market quoted price of the Company's shares multiplied by the number of shares in issue.

**Net asset value (NAV)** – the assets less the liabilities of the Company, as set out in the Statement of Financial Position, all valued in accordance with the Company's accounting policies (see note 1).

**Non-executive director** – a director who has a letter of appointment, rather than a contract of employment, with the Company. The Company does not have any executive directors. Non-executive directors' remuneration is set out in the Directors' Remuneration Report on page 30.

**OECD** – Organisation for Economic Co-operation and Development.

**Ongoing charges** – ongoing charges are all operating costs expected to be regularly incurred and that are payable by the Company, expressed as a proportion of the average NAV of the Company over the financial year. Ongoing charges are calculated in accordance with AIC recommended methodology. The costs of buying and selling investments are excluded, as are interest costs, taxation, non-recurring costs and the costs of buying back or issuing ordinary shares.

**Portfolio Manager** – Jean-Hugues de Lamaze, an employee of the Investment Manager with overall management responsibility for the portfolio.

**RWC Asset Management LLP ("Redwheel")** – the Investment Manager and AIFM from 1 October 2024. Redwheel is regulated by the FCA and registered with the SEC.

**Special dividends** – dividends received from investee companies which have been paid out of capital reconstructions or reorganisations of the investees are sometimes referred to as 'special dividends' and may be allocated to the capital account in accordance with the Company's accounting policies and the SORP. Dividends which are unusually large in terms of the investee companies' annual earnings or normal payment pattern are also sometimes referred to as 'special' but are treated as revenue in nature unless the evidence suggests otherwise.

**Total return** – total return measures assume dividends are reinvested in the NAV or shares or index.

**UK Code of Corporate Governance (UK Code)** – the standards of good practice in relation to board leadership and effectiveness, remuneration, accountability and relations with shareholders that all companies with a Premium Listing on the London Stock Exchange are required to report on in their annual report and accounts.

# Alternative Performance Measures

The Company uses the following Alternative Performance Measures ("APMs"):

## Dividends paid and dividend yield

Dividends paid are set out in note 6 on page 48. In respect of the financial year to 30 September 2024, the Company paid four quarterly dividends, one of 1.95p per share in November 2023 and three of 2.05p per share in February, May and August 2024 and these totalled 8.10p per share (year to 30 September 2023: 7.70p per share). A dividend yield is shown as a percentage and calculated by dividing the value of dividends paid (in a certain year) by the prevailing share price (or NAV). The dividend yield, expressed as a percentage of the closing price of the Company's shares on 30 September 2024 was 4.2% (30 September 2023: 4.7%).

## Gearing on net assets

Gearing is the sum of the Company's borrowings (including the net amounts due to/from brokers) less its cash divided by the net assets attributable to shareholders. The Company has a prime brokerage facility with Citigroup which allows it to borrow and repay borrowings at any time; the gearing is not structural in nature. The interest rate on the borrowings depends on the currency of the borrowing but is generally 50 basis points above the applicable benchmark rate. Borrowings provide a gearing effect on net assets. When the Company is geared, a change in the value of the Company's investment portfolio will cause its NAV to change by a larger amount. The Investment Manager is permitted by the board to utilise gearing of up to 25% of net assets. During the year to 30 September 2024 the level of gearing averaged 11% of net assets (year to 30 September 2023: 11%).

**Total return** – the return to shareholders is calculated on a per share basis by adding dividends paid in the year to the increase or decrease in the share price or NAV (or comparative reference index) in the year. The source for this data is Bloomberg.

## Return on net assets

The total return on the NAV per share assumes that each dividend paid by the Company was reinvested into the shares of the Company at the NAV per share prevailing at the time the shares were quoted ex-dividend.

	Page	Year ended 30 September 2024	Year ended 30 September 2023
Opening NAV per share	3	183.54p	208.14p
Dividends paid	3	8.10p	7.70p
Closing NAV per share	3	221.68p	183.54p
<b>Total return on NAV</b>		<b>25.9%</b>	<b>-8.6%</b>

## Return to shareholders

The total return to the shareholder assumes that each dividend received was reinvested into the Company's shares on the date on which the shares were quoted ex-dividend.

	Page	Year ended 30 September 2024	Year ended 30 September 2023
Opening share price	3	164.00p	218.00p
Dividends paid	3	8.10p	7.70p
Closing share price	3	195.00p	164.00p
<b>Total return to shareholders</b>		<b>24.8%</b>	<b>-21.9%</b>

**Discount/Premium** – the share price of an investment trust is derived from buyers and sellers trading their shares on the stock market. The share price is not likely to be identical to the NAV per share of the underlying assets less the liabilities of the Company. If the share price is lower than the NAV per share, the shares are trading 'at a discount'. If the share price is above the NAV per share, the shares are trading 'at a premium'. As at 30 September 2024, the Company's shares were trading at a discount to the NAV of 12.1%.

**Ongoing charges** – ongoing charges are calculated in accordance with AIC recommended methodology using the charges for the year under review and the average NAV during the period. Ongoing charges are all operating costs expected to be regularly incurred and that are payable by the Company over the financial year. The costs of buying and selling investments are excluded, as are interest costs, taxation, non-recurring costs and the costs of buying back or issuing ordinary shares.

# Company Information

## Directors

David Simpson (Chairman)  
Joanna Santinon (Audit Committee Chair)  
Malcolm (Max) King (Remuneration Committee Chairman)  
Susannah Nicklin (Management Engagement Committee Chair and Senior Independent Director)

## Investment Manager (until 30 September 2024)

Ecofin Advisors Limited  
Burdett House, 15 Buckingham Street  
London WC2N 6DU

## Investment Manager (from 1 October 2024)

RWC Asset Management LLP  
Verde, 10 Bressenden Place  
London SW1E 5DH  
Tel: +44 (0) 207 227 6000  
Email: invest@redwheel.com

## Bankers, Custodian and Depositary

Citigroup  
Citigroup Centre, Canada Square  
Canary Wharf  
London E14 5LB

## Solicitors

Norton Rose Fulbright LLP  
3 More London Riverside  
London SE1 2AQ

## Registered Auditor

BDO LLP  
55 Baker Street  
London W1U 7EU

## Brokers

Stifel Nicolaus Europe Limited  
150 Cheapside  
London EC2V 6ET

## Company Secretary and Registered Office

Apex Fund Administration Services (UK) Ltd  
Hamilton Centre  
Rodney Way  
Chelmsford  
Essex CM1 3BY  
Tel: +44 (0)1245 950317  
Email: cosec-uk@apexgroup.com

## Administrators

BNP Paribas S.A.  
London Branch  
10 Harewood Avenue  
London NW1 6AA

## Registrars

Computershare Investor Services PLC  
The Pavilions, Bridgwater Road  
Bristol BS99 6ZZ, United Kingdom  
Tel: +44 (0)370 703 6234  
[www.investorcentre.co.uk](http://www.investorcentre.co.uk)  
WebCorres@computershare.co.uk

## Financial calendar

Ordinary share dividends payable (last business day of)	February, May, August, November
AGM	March
Half-year end	31 March
Release of interim report	May
Financial year-end	30 September
Release of Annual Report	December

## Share prices and NAV information

The Company's ordinary shares are traded on the London Stock Exchange.

	Ordinary shares
SEDOL number	BD3V464
ISIN number	GB00BD3V4641
LEI	2138005JQTYKU92QOF30
Reuters ticker	EGL:L
Bloomberg ticker	EGL:LN

The Company releases its NAV to the London Stock Exchange daily. These announcements are available on the Reuters and Bloomberg news services, as is other information about the Company. They are also available on the Investment Manager's website [www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/).

Prices of the Company's ordinary share are listed in the Financial Times under the London Share Service 'Investment Companies' section.

## Annual and Interim Reports and other Company information

Copies of the Company's annual and interim reports are available online and from the Company Secretary.

The Investment Manager publishes a monthly report; availability of these reports is announced to the London Stock Exchange and posted on the Reuters and Bloomberg news services. The reports are also available on the Investment Manager's website.

## Share transactions

The Company's shares may be dealt in directly through a stockbroker or professional advisor acting on an investor's behalf.

## Individual Savings Account ("ISA")

The Company's shares are eligible to be held in an ISA account subject to HM Revenue & Customs limits.

Registered in England & Wales No: 10253041





**Investment Manager:**

RWC Asset Management LLP  
Verde, 10 Bressenden Place  
London SW1E 5DH

Tel +44 (0) 207 227 6000

[www.redwheel.com/uk/en/  
individual/ecofin-global-utilities-  
and-infrastructure-trust-plc/](http://www.redwheel.com/uk/en/individual/ecofin-global-utilities-and-infrastructure-trust-plc/)