ANNUAL REPORT 2023

PANTHEON
INFRASTRUCTURE PLC

PANTHEON INFRASTRUCTURE PLC ACCESS TO HIGH-QUALITY GLOBAL INFRASTRUCTURE ASSETS

PURPOSE

Our purpose is to provide investors of all types with easy and immediate access to a diversified portfolio of high-quality global infrastructure assets via a single vehicle, offering both a regular dividend payment and targeting capital growth.

This portfolio, which is diversified by sector and geography, is designed to generate sustainable, attractive returns over the long term. We achieve this by targeting assets which have strong environmental, social and governance (ESG) credentials, and underpin the transition to a low-carbon economy. We invest in private assets which we believe will benefit from strong downside protection through inflation linkage and other defensive characteristics.

ABOUT US

Pantheon Infrastructure Plc (the 'Company' or 'PINT') is a closed-ended investment company and an approved UK investment trust, listed on the Premium Segment of the London Stock Exchange's Main Market.

PINT provides exposure to a global, diversified portfolio (the 'Portfolio') through direct co-investments in high-quality infrastructure assets with strong defensive characteristics, typically benefiting from contracted cash flows, inflation protection and conservative leverage profiles. PINT targets assets which have strong sustainability credentials, which include projects that support the transition to a low-carbon economy. The Portfolio focuses on assets benefiting from long-term secular tailwinds. The Company is overseen by a Board of independent non-executive Directors and managed by Pantheon Ventures (UK) LLP ('Pantheon' or the 'Investment Manager'), a leading multi-strategy investment manager in infrastructure and real assets, private equity, private debt and real estate.

HIGHLIGHTS

At a glance as at 31 December 2023

£487m[1]
Capital committed

£504m
Net asset value (NAV)

4p per share
Total dividends[2]

£397m
Market cap

106.6p
NAV per share

10.4%
NAV Total Return

1. This refers to the investment fair values or amounts committed as at 31 December 2023. Invested assets represent those that have reached financial close and have been, or are in the process of, being funded, and may include amounts reserved for follow-on investments; and committed assets represent those which are announced and are subject to final financial close. As at 31 December 2023, £471.7 million was invested and £15.7 million was committed but not yet invested across 13 assets.
2. Total dividends declared in relation to the year ended 31 December 2023.

CONTENTS

WHY INVEST IN PINT

The Company is building a global portfolio of investments with blended risk/return profiles, in line with targets across deal types, sectors and geographies for diversification.

1. UNIQUE ACCESS TO PRIVATE INFRASTRUCTURE CO-INVESTMENT ASSETS

Pantheon, PINT's Investment Manager, has a large and global infrastructure network

PINT invests in infrastructure assets via co-investments alongside highly experienced general partner sponsors ('Sponsors'), typically without additional management fees or carried interest leakage.

This is attractive for several reasons, including:

Unique opportunities
PINT provides investors with the opportunity to access Pantheon's substantial deal flow from its extensive network of blue-chip infrastructure investors. These opportunities arise because Pantheon's wider infrastructure platform invests directly into Sponsors' funds and secondary transactions. As a trusted investor of scale, Pantheon then gains access to Sponsors' co-investment deal flow.

Liquid access to illiquid markets
There are fewer public market infrastructure opportunities to access private infrastructure assets, as infrastructure companies often remain private for long periods of time and are structured in longer-term vehicles, which are aimed at institutional investors only. Investing in PINT provides immediate access to high-quality co-investment infrastructure assets not normally accessible to public market investors more broadly, both institutional and retail.

Portfolio construction
Pantheon uses co-investments to select individual assets to gain exposure to, and tilt the Portfolio, within the parameters of PINT's investment policy, towards sectors based on the Investment Manager's view on relative value. This leads to the creation of a global and diversified portfolio, with the ability to focus on major investment and economic tailwinds.

Cost-effective access
The use of co-investments can reduce the overall expense ratio and gross-to-net performance spread of a portfolio, as most deals are offered with no ongoing management fee or carried interest charged by the Sponsor.

Sponsor specialisation
Pantheon, on behalf of PINT, is able to choose deals alongside a Sponsor with a distinct edge who may be best placed to create value in that particular sub-sector.

ESG
Through the Investment Manager, PINT looks to partner with Sponsors that have demonstrated strong capabilities in managing ESG risks and will actively engage with the Investment Manager where it identifies areas of concern. Pantheon has developed a bespoke ESG due diligence process, which utilises an in-house tool (an ESG scorecard) in addition to consultation with an external ESG specialist, which utilises a range of different data ESG sources. For more information, please refer to the ESG section on pages 58-62.

WHY INVEST IN PINT CONTINUED

Infrastructure assets combine a range of attractive characteristics for long-term investors. Distinctively, infrastructure may mitigate the adverse effects of rising inflation and may provide an income-generating investment outside of traditional fixed income.

2. FAVOURABLE DEFENSIVE LONG-TERM CHARACTERISTICS

Infrastructure assets can offer reliable income streams with inflation protection

Infrastructure assets may provide embedded value and downside protection across market cycles given the regulated and contracted nature of many of the underlying cash flows.

Infrastructure assets may provide a range of attractive investment attributes, including the following:

Stable cash flow profile

Infrastructure may provide a compelling, stable distribution profile similar to traditional fixed income, but backed by tangible assets. Infrastructure assets often offer reliable income streams governed by regulation, hedges or long-term contracts with reputable counterparties.

Inflation hedge

Infrastructure investments can provide a natural hedge to rising inflation, as many sub-sectors have contracts with explicit inflation linkage or implicit protection through regulation or market position. The majority of PINT's assets benefit from such protection.

Embedded downside protection

The vital role that many infrastructure sub-sectors play in our daily lives can make them an innately defensive investment. The tangible nature of infrastructure investments can provide a basis for liquidation and recovery value in downside cases. Furthermore, infrastructure investing is generally focused on gaining exposure to assets in a monopolistic or oligopolistic market which, with high upfront costs, can be a barrier to entry for new participants. Investments typically have long-term contracts with price escalators or inflation linkage with high-quality counterparties, which offer further downside protection. Finally, high friction costs in certain sectors have been seen to discourage customers from switching providers, which can provide a stable and long-term customer base.

Diversification

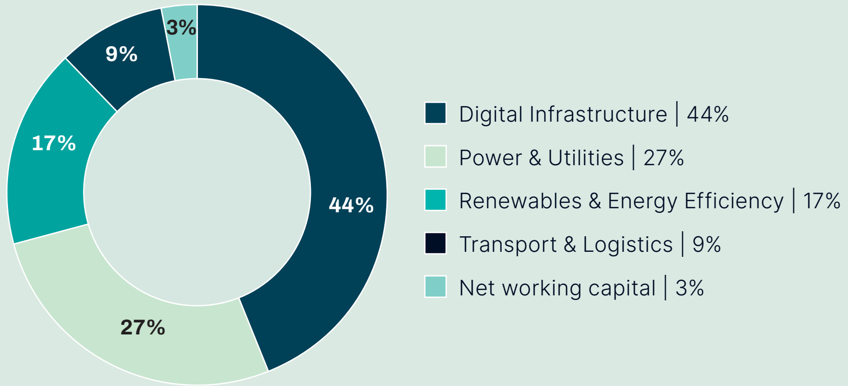
Infrastructure can be a valuable portfolio diversifier alongside traditional and alternative investments. Historically, listed infrastructure returns have been only moderately correlated to traditional asset classes. The sub-sectors within the infrastructure universe and the drivers of such sub-sector returns tend not to be correlated with one another.

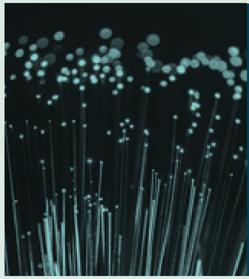
WHY INVEST IN PINT CONTINUED

PINT continues to develop its diversified portfolio across sectors that benefit from secular tailwinds.

Pantheon has taken, and continues to take, a disciplined approach to PINT's strategy to construct a globally diversified portfolio with exposure across sub-sectors and geographies, while maintaining the flexibility to tilt exposures based on opportunities which may present compelling relative value. The Company has built a global portfolio of investments with blended risk/return profiles, in line with targets across deal types, sectors and geographies for diversification. Please refer to page 39 for more detail.

3. ACCESS TO SECULAR TRENDS





DIGITAL INFRASTRUCTURE

44%[1]

Data centres, fibre networks and towers

POWER & UTILITIES

27%[1]

Energy utilities, water and conventional power

RENEWABLES & ENERGY EFFICIENCY

17%[1]

Wind, solar, sustainable waste and smart infrastructure

TRANSPORT & LOGISTICS

9%[1]

Ports, rail and road, airports and e-mobility

1. Proportion of NAV of £504 million at 31 December 2023. Includes assets which, at 31 December 2023, were invested, committed or in legal closing.

WHY INVEST IN PINT CONTINUED

Targeting capital growth and dividend returns.

The Company seeks to generate attractive risk-adjusted total returns for shareholders over the longer term. This comprises capital growth with a progressive dividend, through the acquisition of equity or equity-related investments in a diversified portfolio of infrastructure assets with a primary focus on developed OECD markets.

The Company targets a NAV Total Return per share of 8-10% per annum.

4. PINT SEEKS TO GENERATE ATTRACTIVE RISK-ADJUSTED RETURNS

Calpine, The Geysers

£487m
Capital committed

£504m
Net asset value (NAV)

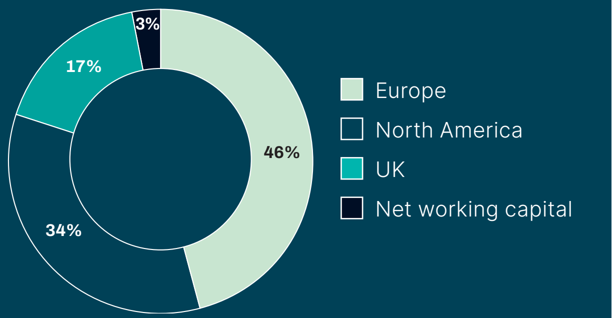
2p per share
Second interim dividend per share[1]

1. Second interim dividend of 2p per share declared in relation to the year ended 31 December 2023. The Company is paying a total dividend of 4p per share for the year ended 31 December 2023 and, thereafter, is targeting a progressive dividend.

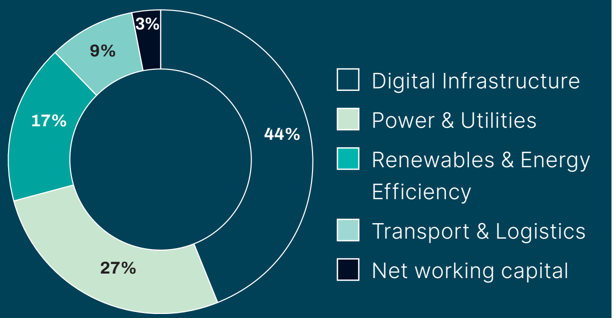
PINT AT A GLANCE

Thirteen infrastructure co-investment assets[1]

Geographic diversification[2]



Sector diversification[2]

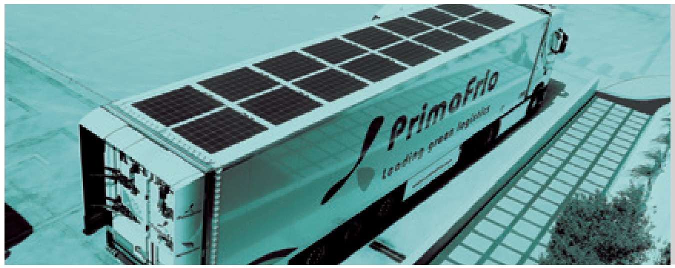


1. Based on assets invested and committed at 31 December 2023.
2. Based on NAV of £504 million at 31 December 2023.

DIGITAL INFRASTRUCTURE

POWER & UTILITIES

RENEWABLES & ENERGY EFFICIENCY



TRANSPORT & LOGISTICS

PINT AT A GLANCE CONTINUED

Key: DIGITAL INFRASTRUCTURE POWER & UTILITIES RENEWABLES & ENERGY EFFICIENCY TRANSPORT & LOGISTICS

CHAIR'S STATEMENT

Investing in infrastructure has never been so important.

"It is satisfying that the successful period of deployment has been followed up with strong portfolio performance."

Vagn Sørensen
Chair, Pantheon Infrastructure Plc

Introduction

I am pleased to present the annual report for Pantheon Infrastructure Plc for the year ended 31 December 2023. This is the second annual report since the Company's launch, and it is pleasing to see the Company has now fully deployed its funds into a diversified portfolio of high-quality infrastructure assets, generating dividends in line with, and NAV Total Returns exceeding, its pre-IPO target.

During the year, the Company's NAV per share grew by 7.8% to 106.6p per share, with earnings per share of 10.4p. Accounting for dividends of 3p per share paid in the year to 31 December 2023, this represents a NAV Total Return of 10.4% since 31 December 2022, or 10.7% after adjusting for the positive NAV impact of share buybacks, which exceeds the pre-IPO target of an 8-10% NAV Total Return per annum. Naturally, it is satisfying that the successful period of deployment has been followed up with strong portfolio performance.

Economic environment

The reporting period and subsequent months have continued to be characterised by further economic uncertainty. Most of the developed economies in which we invest have so far avoided the recessions that were widely expected in the first half of 2023, and market sentiment appears to foresee a soft rather than hard landing. Furthermore, there have been encouraging signs that central bank interventions have begun to curtail inflation, with strong indications that we have reached the interest rate peak, albeit one that policymakers have indicated will endure well into 2024. Nevertheless, the next twelve months will be characterised by important elections across a number of key market jurisdictions that might impact the future path of economic growth and interest rates, and regardless of when they may drop again, it looks likely that we have entered a new interest rate environment compared to that we have been in for the past 15 years.

Investor sentiment and discount management

With increased risk-free rates, some investors have sought to de-risk their portfolios with a move to the perceived safety of fixed income. Retail flows throughout the year were particularly affected by the increased cost of living resulting from high inflation and significantly higher mortgage servicing costs, which reduced the levels of surplus cash available for savings and investment.

In this environment, demand for the shares of listed investment trusts as a whole, including the infrastructure sector and PINT, has been subdued. As at 31 December 2023, PINT's shares traded at a discount of 21% to NAV, despite the performance and valuations of the underlying assets being robust.

We continue to believe that any share price discount to NAV is unjustified, as an investment in PINT offers a meaningful asset-backed yield, as well as capital growth and inflation protection that cannot be achieved by investment in a fixed income alternative. The Portfolio continues to perform robustly to varying economic and project-specific assumptions, including inflation, interest rates and valuation discount rates, as evidenced by the sensitivity analysis set out in the Investment Manager's report on page 35. As this demonstrates, portfolio diversification means the Company does not carry material exposure to any single sector-specific risk.

The Board continues to focus on the current level of discount and the impact it has on Shareholders' reported returns. Having set out our views relating to discounts prior to the launch of the Company, we were quick to react as the discount widened. On 31 March 2023, the Board announced the commencement of a programme to buy back shares up to a total consideration of £10 million.

CHAIR'S STATEMENT CONTINUED

£487 million

of assets invested or committed[1]

4p per share

total dividends declared for the year

Investor sentiment and discount management continued

As at 31 December 2023, the Company had repurchased 7.4 million shares for a total consideration of £5.8 million, resulting in a NAV increase of 0.3p per share. Since that date, the Company has repurchased a further 3.1 million shares for a consideration of £2.6 million, resulting in a NAV increase of 0.1p per share. In total, the Company has now repurchased 10.5 million shares for £8.4 million since the buyback programme was announced.

Despite the positive NAV impact of the buyback programme, the Board remains acutely aware of the continued discount to NAV at which the Company still trades, and continues to believe that share buybacks represent an attractive use of shareholders' capital where surplus means are available. Accordingly, the Board can confirm that an additional £8.4 million has been allocated for further share buybacks, to restore the total remaining programme commitment to £10 million. The Board will continue to regularly monitor the Company's approach to buybacks in consideration of the prevailing share price discount to NAV and the Company's available liquidity.

Portfolio deployment and performance

As at 31 December 2023, the Company had invested in or committed to 13 assets totalling £487 million. The Company announced three new investments during the year totalling £96 million: European towers business, GD Towers, Nordic fibre operator, GlobalConnect, and UK-based battery storage and electric bus fleet specialist, Zenobē.

When considered alongside the total amounts deployed to and committed under the ongoing share buyback programme, the Company has now fully deployed its net IPO and subscription share proceeds. Whilst this clearly represents a major success for the Company and its shareholders, importantly it has been followed up with a period of strong performance across the Portfolio, with fair valuation gains translating to a higher NAV Total Return for the period versus the pre-IPO target.

The Company declared dividends totalling 4p per share in relation to the year to 31 December 2023, and remains committed to paying a progressive dividend, commencing with the first interim dividend for 2024. The Board is considering the dividend level for the current financial year and will announce the level of the first interim dividend in due course.

With all this considered, an investment into PINT continues to give an immediate exposure to a high-quality, established and highly diversified portfolio. Further details of the Portfolio Companies and their diversification can be found in the Investment Manager's report on page 12.

Revolving credit facility

The Board was pleased to announce on 7 June 2023 a £52.5 million increase to its existing £62.5 million multi-currency revolving credit facility (RCF), bringing the total to £115 million. In addition, after the year end the Company extended the term of the RCF by 15 months, effectively resetting the tenor at three years with the same pricing and terms.

The increase in and extension to the RCF provide the Company with an enduring and flexible way to cover its risk buffers and working capital needs. It also gives us additional liquidity to increase diversification through further investment in high-quality infrastructure assets from PINT's near-term investment pipeline, where we continue to see compelling opportunities. However, such investment will only be considered where it is materially accretive to shareholders in light of the current cost of such borrowings, and providing that the Company would not, as a result, become inappropriately levered or the facility to be fully drawn.

1. This refers to the capital committed to assets which were invested, committed and in legal closing at 31 December 2023.

CHAIR'S STATEMENT CONTINUED

Oversight of the investment process and strategy

Investment management is delegated to Pantheon by the Board. Pantheon is responsible for reviewing, selecting and executing investment opportunities for the Company. However, it is a vital part of the Board's responsibilities to oversee these activities, to ensure the investment process is robust, and that the investments made are consistent with the aims, objectives and investment strategy of the Company.

To that end, the Board was delighted to join members of Pantheon's team on a site visit to Primafrio's Head Office and major distribution centre in Murcia, Spain, in June 2023. Primafrio was the Company's first investment commitment, announced a few months after our launch, and it was very pleasing to see the progress that it continues to make in the development of existing and new distribution centres and logistics infrastructure.

The Board, the Investment Manager and our corporate brokers, Investec, met with senior representatives from both Primafrio and Apollo, the Sponsor partner on the transaction. The visit provided the Board with valuable insight into, and assurance regarding, the Investment Manager's robust investment and underwriting processes, the strength of relationships with Sponsors, and an example of the access to the management teams of the Company's underlying assets accorded to the Investment Manager. The Board was delighted to be able to extend this visibility to shareholders when hosting the Company's inaugural capital markets day in November, covering key topics including market outlook, Portfolio overview and introducing some of Pantheon's key Sponsor relationships. We look forward to hosting more of these events in the future and welcome any suggestions on future content.

Through our oversight, such as the Primafrio site visit and regular meetings with the Investment Manager, the Board maintains comfort in the investment process and the quality of the Company's portfolio. As evidenced by the continued NAV growth, these businesses are in aggregate operating solidly and executing in line with the business plans on which our investments were based.

Strategy

As it has done since launch, the Company seeks to generate attractive risk-adjusted returns by constructing a diversified portfolio of high-quality assets across the global infrastructure investment universe. The Company focuses on assets that offer downside and inflation protection, which is particularly relevant in the current market environment. Leveraging Pantheon's extensive 14-year experience in infrastructure investing and its c.$22 billion infrastructure platform, PINT targets specific transactions that Pantheon deems to be most attractive, notably opportunities in businesses with strong operations and growth potential, in sub-sectors benefiting from long-term positive trends and managed by high-quality Sponsors. I am delighted that this approach to investment is now evident in the Portfolio that the Company has assembled through the opportunities provided by Pantheon.

Governance and sustainability

The Board takes its responsibilities to its shareholders, in accordance with good governance standards, very seriously, and we continually strive to improve our oversight of the Company and its transparency. During the period, we have had a particular focus on ESG matters and sustainability.

To ensure sufficient focus on these matters, we have formally created a new ESG & Sustainability Committee, which is chaired by Ms Finegan. Ms Finegan has been a non-executive Director of the Company since its launch and is an experienced infrastructure asset management professional with over 30 years of sector experience, performing a number of other board and advisory roles with an emphasis on ESG outcomes.

PINT's ESG & Sustainability Committee has responsibility for: agreeing, overseeing and monitoring the Company's ESG strategy; its ESG reporting and disclosure; its ESG risk management (alongside the Audit and Risk Committee); and ensuring effective stakeholder engagement.

Under the oversight of this committee, the Company published its inaugural sustainability report on 19 September 2023, providing (among other things) further insight into the sustainability characteristics of PINT's portfolio and relevant emissions data. The full report can be found on the Company's website: **www.pantheoninfrastructure.com** and a summary of the information can be found on page 58.

CHAIR'S STATEMENT CONTINUED

Shareholder engagement

A major part of the Board's purpose is to represent the interests, needs and wishes of the Company's shareholders. We are committed to maintaining open channels of communication and to engaging with shareholders in a manner which they find most meaningful, in order to gain an understanding of their views.

Shareholder meetings take place throughout the year with the Investment Manager, but as Chair I believe it is vitally important for the Board and I to hear views first hand. Throughout the year, the Chair of the Audit and Risk Committee and I offered meetings to a significant number of shareholders representing a majority of the share register by issued share capital. Several of them accepted our offer and we met with investors representing more than one-fifth of the register.

Feedback from these meetings was overall very positive, and the engagement from the Board was well received. Naturally, shareholders were keen to see continued improvement and we have endeavoured to respond to many of the issues raised, such as: the share price discount to NAV (we have announced a programme of buybacks); providing confidence in valuations (we have continued to disclose valuation sensitivities); and improved ESG and climate disclosures (we have since published our sustainability report).

The Board always welcomes contact with shareholders, so if there are matters you wish to raise with us or if you would like a meeting, please feel free to contact us at the registered office or via the Company Secretary using the details on page 140.

Outlook

Infrastructure remains a key driver of economic growth, and therefore the need for investment into new infrastructure is arguably stronger than ever. Indeed, in the current environment, private investment is especially needed, and we believe will be ultimately rewarded, at a time where governments are facing significant budget deficits and rising debt levels.

The last six months or so have seen an even greater international focus on decarbonisation. According to the World Meteorological Organization, 2023 was the warmest year on record, and the annual average global temperature approached 1.5°C above pre-industrial levels. The road to net zero globally requires sustained and extraordinary investment in new infrastructure. Private infrastructure has demonstrated a necessary role in filling that gap, and we believe it will continue to play an important part in funding global infrastructure investments.

The market for infrastructure investment remains competitive, and despite some recent signs of recovery, fundraising in private markets was challenging in 2023. PINT's strategy continues to be to identify and target companies that are set to benefit from key sectoral tailwinds, whilst exhibiting defensive characteristics and delivering growth in real terms across the economic cycle. Pantheon's wide capability to source new investments through its vast network and established partnerships, as demonstrated since PINT's launch, is all the more crucial in current market conditions. The Board remains optimistic about PINT's future investment opportunities and value creation potential.

With this in mind, and as already stated, we believe that the current level of discount is unjustified, and represents a compelling value opportunity for those seeking to invest into a fully deployed and diversified portfolio of high-quality infrastructure assets.

Currently, it appears that much of the market is focusing purely on yield from gilts and bonds without considering prospects for capital appreciation. We continue to believe that PINT's strategy means it is well positioned for when investors again start to recognise the importance of growth potential in a well-balanced investment strategy, and have been further encouraged by the increased awareness relating to the ongoing cost disclosures issues affecting AIFMs, which may in time provide further buying stimulus in a market showing signs of recovery. The Board is confident of the Manager's ability to continue to source new assets and to manage the existing portfolio to deliver that growth. We also believe that infrastructure assets will provide much-needed resilience in the current uncertain world.

Board composition

It is now over two years years since the Company's launch, and as Chair I have had no issues in committing the necessary time to oversee the Company alongside my other non-executive roles. Nevertheless, mindful of the perception, if not the reality, of my capacity to act as Chair, I intend to step-down at the Company's annual general meeting in 2025. It has been an extremely enjoyable experience to serve as Chair during such an exciting period for the Company, and I look forward to supporting the rest of the Board in the process to appoint my successor in the coming months, which will be led by our Senior Independent Director (SID), Ms Baldock.

Vagn Sørensen
Chair
2 April 2024

PINT INVESTMENTS EXISTING PORTFOLIO

TRANSPORT & LOGISTICS

Primafrio

Specialised temperature-controlled transportation and logistics company in Europe primarily focused on the export of fresh fruit and vegetables from Iberia to Northern Europe.

Sector:	Transport & Logistics
Geography:	Europe
Sponsor:	Apollo
Website:	www.primafrio.com
Date of commitment:	21.03.2022
PINT NAV 31 December 2023:	£47m

Investment thesis and value creation strategy[1]

- **Niche market** leader providing an essential service to resilient end markets. The company has demonstrated strong organic growth over a 15+ year operating history, including during major economic dislocations (2008-2009 global financial crisis and 2020-2021 Covid-19). The essential nature of Primafrio's market and its operations provide strong downside protection.
- **Value creation opportunities** include inorganic growth, strategic M&A, and continued investment in Primafrio's cold storage logistics infrastructure footprint.

DIGITAL INFRASTRUCTURE

CyrusOne

Operates more than 50 high-performance data centres representing more than four million sq ft of capacity across North America and Europe.

Sector:	Digital: Data Centre
Geography:	North America
Sponsor:	KKR
Website:	www.cyrusone.com
Date of commitment:	28.03.2022
PINT NAV 31 December 2023:	£27m

Investment thesis and value creation strategy[1]

- **Growth in data usage continues to drive data centre demand.** In particular, the hyperscale segment represents a strong growth opportunity due to increasing cloud adoption and increasingly data-heavy technologies (5G, AI, gaming, video streaming).
- **Benefits from defensive characteristics** such as long-term contracts with a largely investment grade credit quality customer base, price escalators and limited historical customer churn.

POWER & UTILITIES

National Gas

The owner and operator of the UK's sole gas transmission network, regulated by Ofgem, and an independent, highly contracted metering business.

Sector:	Power & Utilities: Gas Utility and Metering
Geography:	UK
Sponsor:	Macquarie
Website:	www.nationalgas.com
Date of commitment:	28.03.2022
PINT NAV 31 December 2023:	£47m

Investment thesis and value creation strategy[1]

- **Stable inflation-linked cash flows** with returns positively correlated to inflation, supported by tailwinds of the current macroeconomic environment.
- **Strong downside protection;** regulatory framework allows for the recovery of costs and a minimum return on capital. The company also holds a monopolistic position through sole ownership of the UK's gas transmission network.
- **Significant growth opportunity.** The transmission system will play a leading role in making the network ready for any future transition from natural gas to hydrogen. It will support the expansion of hydrogen's role in the energy mix while working closely with the government and Ofgem to maintain security of supply.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.

PINT INVESTMENTS EXISTING PORTFOLIO CONTINUED

DIGITAL INFRASTRUCTURE

Vertical Bridge

The largest private owner and operator of towers and other wireless infrastructure in the US, with more than 7,000 owned towers across the country.

Sector:	Digital: Towers
Geography:	North America
Sponsor:	DigitalBridge
Website:	www.verticalbridge.com
Date of commitment:	04.04.2022
PINT NAV 31 December 2023:	£27m

Investment thesis and value creation strategy[1]

- **Track record of organic and inorganic growth:** since its founding in 2014, Vertical Bridge has been one of the most active acquirers and 'build-to-suit' developers amongst tower companies, and expects to further accelerate these activities.
- **5G build-out supporting continued growth:** US carrier annual capex is forecast to increase by over 30% by 2025, prioritising macro towers in the 5G rollout.
- **Top-tier management team and Sponsor:** key members of Vertical Bridge and DigitalBridge (including both CEOs) have worked together since 2003, and have exceeded the original Vertical Bridge business plan.

DIGITAL INFRASTRUCTURE

Delta Fiber

Owner and operator of fixed telecom infrastructure in the Netherlands, providing broadband, TV, telephone and mobile services to retail and wholesale customers over a predominantly fibre network.

Sector:	Digital: Fibre
Geography:	Europe
Sponsor:	Stonepeak
Website:	www.deltafibernederland.nl
Date of commitment:	26.04.2022
PINT NAV 31 December 2023:	£25m

Investment thesis and value creation strategy[1]

- **Opportunity to invest in high-quality fibre network with high barriers to entry** as a regional leader in its core footprint of suburban and rural areas with historically high penetration and low churn rates.
- **Well positioned to capitalise on extensive rollout programme** via first mover advantage in its core markets, exhibited through its track record of fast build rates and ramp up of construction capacity.

POWER & UTILITIES

Cartier Energy

Platform of eight district energy systems located across the Northeast, Mid-Atlantic and Midwest of the US.

Sector:	Power & Utilities: District Heating
Geography:	North America
Sponsor:	Vauban
Website:	Not available
Date of commitment:	23.05.2022
PINT NAV 31 December 2023:	£31m

Investment thesis and value creation strategy[1]

- **Gross margin structure underpinned by availability-based fixed capacity payments and consumption charges,** and pass-through pricing mechanism limits commodity price exposure providing robust downside protection.
- **'Sticky' customer base** with an average relationship tenure of ~15-20 years and ~10-12-year average remaining contractual life.
- **Provides customers with a path to decarbonisation** and increased thermal efficiency.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.

PINT INVESTMENTS EXISTING PORTFOLIO CONTINUED

POWER & UTILITIES

Calpine

Independent power producer with c.26GW of principally gas-fired generating capacity, including c.770MW of operational renewables.

Sector:	Power & Utilities: Electricity Generation
Geography:	North America
Sponsor:	ECP
Website:	www.calpine.com
Date of commitment:	27.06.2022
PINT NAV 31 December 2023:	£56m

Investment thesis and value creation strategy[1]

- **Vital supplier to the US electricity grid**, providing reliable power generation capacity and playing an important role in the energy transition as the US targets net zero carbon by 2050. Calpine benefits from highly predictable diversified cash flows underpinned by contracts supported by a robust hedging programme.
- **Strong renewables development pipeline of solar and battery storage projects**, financeable through the cash flows generated by existing assets, which are projected to nearly triple its renewables power generation capacity over the next five to six years.

DIGITAL INFRASTRUCTURE

Vantage Data Centers

Leading provider of wholesale data centre infrastructure to large enterprises and hyperscale cloud providers.

Sector:	Digital: Data Centre
Geography:	North America
Sponsor:	DigitalBridge
Website:	www.vantage-dc.com
Date of commitment:	01.07.2022
PINT NAV 31 December 2023:	£26m

Investment thesis and value creation strategy[1]

- **Secular data usage growth** through increasing cloud adoption and increasing data-heavy technologies continues to drive data centre demand.
- **Strong growth pipeline** from favourable existing relationships with hyperscale customers.
- **Downside protection** from strong position in supply-constrained core geographies, long-term contracts with investment-grade counterparties, and low churn due to high switching costs and barriers to entry.

RENEWABLES & ENERGY EFFICIENCY

Fudura

Dutch market-leading owner and provider of medium-voltage electricity infrastructure to business customers, with a focus on transformers, metering devices and related data services.

Sector:	Renewables & Energy Efficiency
Geography:	Europe
Sponsor:	DIF
Website:	www.fudura.nl
Date of commitment:	25.07.2022
PINT NAV 31 December 2023:	£46m

Investment thesis and value creation strategy[1]

- **Highly stable inflation-linked cash flows** from large and diversified locked-in customer base with long-term contracts, low churn and inflation protection.
- **Strong downside protection** with a quasi-monopoly positioning in its core regional markets characterised by high barriers to entry.
- **Energy efficiency and decarbonisation** tailwinds driving growth opportunities to broaden service offering to customers including EV charging, solar panels, heat pumps and battery storage.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.

PINT INVESTMENTS EXISTING PORTFOLIO CONTINUED

DIGITAL INFRASTRUCTURE

National Broadband Ireland ("NBI")

Fibre-to-the-premises network developer and operator working with the Irish Government to support the rollout of the National Broadband Plan, targeting connection to 560,000 rural homes.

Sector:	Digital: Fibre
Geography:	Ireland
Sponsor:	Asterion
Website:	www.nbi.ie
Date of commitment:	09.11.2022
PINT NAV 31 December 2023:	£47m

Investment thesis and value creation strategy[1]

- Stable cash flows with inflation protection expected through the terms of the project agreement and the prices NBI can charge to internet service providers for access.
- Downside protection through a unique positioning in the intervention area (the franchise area granted by the Irish Government) and a flexible government subsidy regime.
- Attractive macro trends including increased remote working, demographics and growth in fibre broadband take-up to date underpin the long-term commercial viability of the network.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.

PINT INVESTMENTS NEW INVESTMENTS

DIGITAL INFRASTRUCTURE

GD Towers

Largest tower operator and telecom infrastructure network in Western Europe with c.40,000 tower sites across Germany and Austria.

Sector:	Digital: Towers
Geography:	Europe
Sponsor:	DigitalBridge
Website:	Not available
Date of commitment:	31.01.2023
PINT NAV 31 December 2023:	£38m

GD Towers

Transaction/company overview

- In Q3 2022, DigitalBridge, alongside Brookfield Asset Management, agreed to buy 51% of GD Towers from Deutsche Telekom for a total enterprise value of €17.5 billion, with PINT investing as part of the subsequent co-investment syndication process.
- GD Towers has one of the largest tower and telecom infrastructure networks in Western Europe with c.40,000 tower sites across Germany and Austria, making it the market leader in Germany and second largest in Austria.
- GD Towers' high-quality portfolio is supported by an anchor tenancy agreement with Deutsche Telekom, which has retained a 49% ownership stake in GD Towers.

Investment thesis and value creation strategy[1]

- **Majority of cash flows are contracted and index-linked,** offering strong downside protection in challenging macroeconomic conditions.
- **Favourable market tailwinds** from regulatory-driven 5G coverage requirements with significant growth opportunities.
- **Organic and inorganic growth opportunities** arising from other market participants, and numerous consolidation opportunities in Europe.

ESG[2]

- Deutsche Telekom AG has a net zero carbon strategy that is aligned with the Science Based Targets initiative (SBTi) and has been highly rated by the Carbon Disclosure Project.
- The majority of power for the tower sites now comes from renewable sources, with carbon offsetting arrangements in place for any fossil fuel power consumption.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.
2. Source: ERM. While DigitalBridge may consider ESG factors when making an investment decision, DigitalBridge does not pursue an ESG-based investment strategy or limit its investments to those that meet specific ESG criteria or standards. Any reference herein to environmental or social considerations is not intended to qualify DigitalBridge's duty to maximise risk-adjusted returns.

PINT INVESTMENTS NEW INVESTMENTS CONTINUED

DIGITAL INFRASTRUCTURE

GlobalConnect

Leading pan-Nordic wholesale and retail telecoms business with extensive fibre network and data centre portfolio.

Sector:	Digital: Fibre
Geography:	Europe
Sponsor:	EQT
Website:	https://www.globalconnectgroup.com/
Date of commitment:	22.06.2023
PINT NAV 31 December 2023:	£20m

Transaction/company overview

- In Q4 2022, EQT Infrastructure III announced the sale of a minority stake (15%) of its shareholding in GlobalConnect (GC) to Mubadala. PINT invested alongside other co-investors following this transaction, while EQT retained a majority (controlling) stake.
- GC is a pan-Nordic digital infrastructure platform with a 155,000 km fibre network and 17 (35,000 m²) data centres.
- GC is a leading challenger and is well positioned to increase its market share across verticals and geographies given its blue-chip customer base, one-stop-shop solution and high barriers to entry.

Investment thesis and value creation strategy[1]

- **Majority of cash flows are contracted and index-linked,** offering downside protection in challenging macroeconomic conditions.
- **Favourable market tailwinds** from regulatory-driven 5G coverage requirements with significant growth opportunities and long-term secured revenues, protecting its market position.
- **Organic and inorganic growth opportunities** arising from rural fibre rollout, growing demand for larger bandwidth and numerous consolidation opportunities.

ESG

- In June 2023, GC was approved by the SBTi, committing to reducing its absolute carbon emissions by 42% by 2030.
- In 2022, GC raised €1 billion in ESG-linked financing and recently won an award for the sustainability-linked loan of the year in Europe.
- Its sustainable data centres, powered by 100% green energy, are achieving ~25% lower power usage than the European average.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to 'Disclosure 1 – Investments' towards the back of this report.

PINT INVESTMENTS NEW INVESTMENTS CONTINUED

RENEWABLES & ENERGY EFFICIENCY

Zenobē

Zenobē provides essential infrastructure that contributes to international power and transport sector decarbonisation targets.

Sector:	Renewables & Energy Efficiency
Geography:	UK
Sponsor:	Infracapital
Website:	www.Zenobe.com
Date of commitment:	07.09.2023
PINT NAV 31 December 2023:	£33m


Zenobē

Transaction/company overview

- Co-investment alongside Infracapital in their 2023 equity raise to support Zenobē's business plan growth. Infracapital retained a co-control stake alongside a new investor (KKR), forming a strategic partnership to support Zenobē's expansion into North America, Europe and Australasia.
- Zenobē develops, finances, owns and operates electric buses and transmission grid-scale batteries, providing turnkey service offerings to its customers.
- Since Infracapital's initial investment in 2020, Zenobē has grown to establish itself as a market leader at the forefront of these increasingly important industries in UK, Benelux, Australia and New Zealand.

Investment thesis and value creation strategy[1]

- Substantial and growing market opportunity driven by significant capex required to meet demand for EV charging and electricity grid stability.
- Market leader in core regions in a high-growth sector with attractive expansion opportunities.
- Downside protection and inflation protection via long-term availability-style contracts with high-quality counterparties.

ESG[2]

- In addition to providing electrification solutions for vehicle fleet owners, Zenobē's batteries help balance the supply of renewable energy to the grid.
- By financing, designing, building and operating battery systems, Zenobē is accelerating the switch to electric vehicles and maximising the uptake of renewable energy.
- Zenobē has committed to net zero value chain carbon emissions by 2050 and was awarded the IJGlobal ESG Award for Europe 2023.

1. There is no guarantee that the investment thesis will be achieved. Pantheon opinion. Past performance is not indicative of future results. Future results are not guaranteed, and loss of principal may occur. Please refer to the slide titled 'Disclosure 1 – Investments' towards the back of this report.
2. Source: Infracapital and Zenobē. The information herein has been compiled by Pantheon based on information supplied to it by Infracapital and Zenobē. For the avoidance of doubt, Pantheon is not acting on behalf of Infracapital in communicating any information set out herein.

PINT TIMELINE

November 2021
Raised £400m gross IPO proceeds

March 2022
Commitment of $47.6m to Primafrio – European transport & logistics business
Commitment of $32.3m to CyrusOne – North American data centre business
Commitment of £39.6m to National Gas – UK regulated gas transmission network and metering business

April 2022
Commitment of €28.4m to Delta Fiber – Dutch fibre company
Commitment of $30.2m to Vertical Bridge – US towers company

May 2022
Commitment of $41.4m to Cartier Energy – US district energy platform

June 2022
Commitment of $55.4m to Calpine – US power generation business

July 2022
Commitment of $33.2m to Vantage Data Centers – North American data centre business
Commitment of €47.0m to Fudura – Dutch electricity infrastructure provider

September 2022
Raised £81m of gross proceeds through exercise of subscriptions shares

October 2022
Paid first interim dividend of 1p per share

November 2022
Commitment of €52.7m to National Broadband Ireland – Irish digital Infrastructure company

January 2023
Commitment of €47.2m to GD Towers – German and Austrian towers company

March 2023
Paid second interim dividend of 1p per share
Board announces £10m share buyback programme

June 2023
Agreed £52.5m increase to RCF, bringing total to £115m
Commitment of €22.0m to GlobalConnect – Nordic fibre networks company

September 2023
Commitment of £35m to Zenobē – UK battery storage and electric bus fleet specialist
Declared first interim dividend for 2023 of 2p per share, paid on 27 October 2023

November 2023
PINT hosts maiden capital markets day

March 2024
Agreed extension to existing £115m RCF, resetting maturity to March 2027
Declared second interim dividend for 2023 of 2p per share, payable on 23 April 2024

Key: DIGITAL INFRASTRUCTURE | RENEWABLES & ENERGY EFFICIENCY | POWER & UTILITIES | TRANSPORT & LOGISTICS | CORPORATE

INVESTMENT MANAGER'S REPORT

Founded in 1982, Pantheon has established itself as a leading global multi-strategy investor in private equity, infrastructure and real assets, private debt and real estate.

Pantheon's infrastructure experience

Since 2009, Pantheon has completed 218 infrastructure investments across primaries, secondaries and co-investments alongside more than 58 asset sourcing partners, solidifying its position as one of the largest managers investing in infrastructure. Total infrastructure co-investment and Sponsor relationships exceeded 50 as of December 2023, including investments closed or in legal closing. The global infrastructure investment team managed c. $22 billion in AUM as at 30 September 2023.

Pantheon platform	**128** Investment professionals	**$95bn**[1] Funds under management	**>1,000** Institutional investors globally	**13** Global offices
Pantheon private infrastructure	**$22bn**[1] AUM	**218** Investments	**33** Investment professionals	**22 years** Average years' experience of Investment Committee
Pantheon private infrastructure co-investments	**$4bn** Total commitments	**52** Total investments	**58+** Asset sourcing partners	**13.2%** Notional net IRR[2]

1. As at 30 September 2023. This figure includes assets subject to discretionary or non-discretionary management or advice. Infrastructure AUM includes all infrastructure and real asset programmes which have an allocation to natural resources.
2. Performance data as of 30 September 2023. Past performance is not indicative of future results. Future performance is not guaranteed and a loss of principal may occur. Performance data includes all infrastructure co-investments approved by Pantheon's Global Infrastructure and Real Assets Committee (GIRAC) since 2015, when Pantheon established its infrastructure co-investment strategy. Notional net performance is based on an average forecast annualised fee of 1.5% of NAV.

INVESTMENT MANAGER'S REPORT CONTINUED

Pantheon's infrastructure experience continued

Pantheon has extensive experience of and expertise in primary, secondary and co-investments, which are defined as follows:

- primary investments: involve a commitment to a newly launched limited life fund managed by a Sponsor, seeking to exit improved businesses in the later years of the fund term at a profit;
- secondary investments: traditionally involve the purchase of an interest in an established private fund or a portfolio of companies from an existing investor; and
- co-investments: afford the opportunity for investors to invest alongside Sponsors in specific Portfolio Companies, typically on a fee and carried interest-free basis.

PINT focuses on gaining exposure to infrastructure assets via co-investments.

Pantheon primary funds strategy

AUM in primary commitments since 2009[1]

$10bn

- Pantheon develops long-term relationships with top tier Sponsors by investing in their underlying flagship funds.
- Sponsors consider Pantheon to be a strategic partner, rather than a direct competitor.

Sponsors require co-investment partner

Co-investment opportunities screened since 2015[2]

$88bn

Sponsors may offer co-investments for the following reasons:

- size of transaction;
- manage concentration limits;
- raise follow-on capital; and
- strengthen investor relationships.

Pantheon co-investment strategy

Committed across 52 co-investment assets

$4bn

Committed across 52 co-investment assets[3]

- Access to co-investment assets, typically on a no-fee, no-carry basis.
- Proven track record as a valuable partner by providing experience in complex deals; speed and certainty of deal execution within short time frames.
- Co-investment track record has produced notional net IRR to date of 13.2%[4].

1. As at 30 September 2023. This figure includes assets subject to discretionary or non-discretionary management or advice. Infrastructure AUM includes all infrastructure and real asset programmes which have an allocation to natural resources.
2. Pantheon internal data from 2015 to December 2023. Screened deal flow is based on total value of transactions ($).
3. Total infrastructure co-investment count and committed amount as of December 2023, includes all Pantheon infrastructure co-investments closed or in legal closing.
4. Performance data as of 30 September 2023. Performance data includes all consummated infrastructure co-investments approved by GIRAC since 2015, when Pantheon established its infrastructure co-investment strategy.

INVESTMENT MANAGER'S REPORT CONTINUED

PORTFOLIO

PINT is constructing a diversified global portfolio with a focus on developed market OECD countries, with the majority of exposure in Western Europe and North America. Over the medium term, the Investment Manager expects, in line with the initial prospectus, the composition of the Portfolio to include investments in the following sub-sectors: Digital Infrastructure, Power & Utilities, Transport & Logistics, Renewables & Energy Efficiency and Social & Other Infrastructure.

In the year to 31 December 2023, the Company announced three further investments, amounting to £96 million, with a total of £487 million now invested or committed across 13 investments.

The Portfolio assembled is diversified across sectors and geographies, and the Investment Manager believes that it is well positioned to withstand any external market challenges. The investments typically benefit from defensive characteristics including long-term contracted cash flows, inflation protection and robust capital structures.

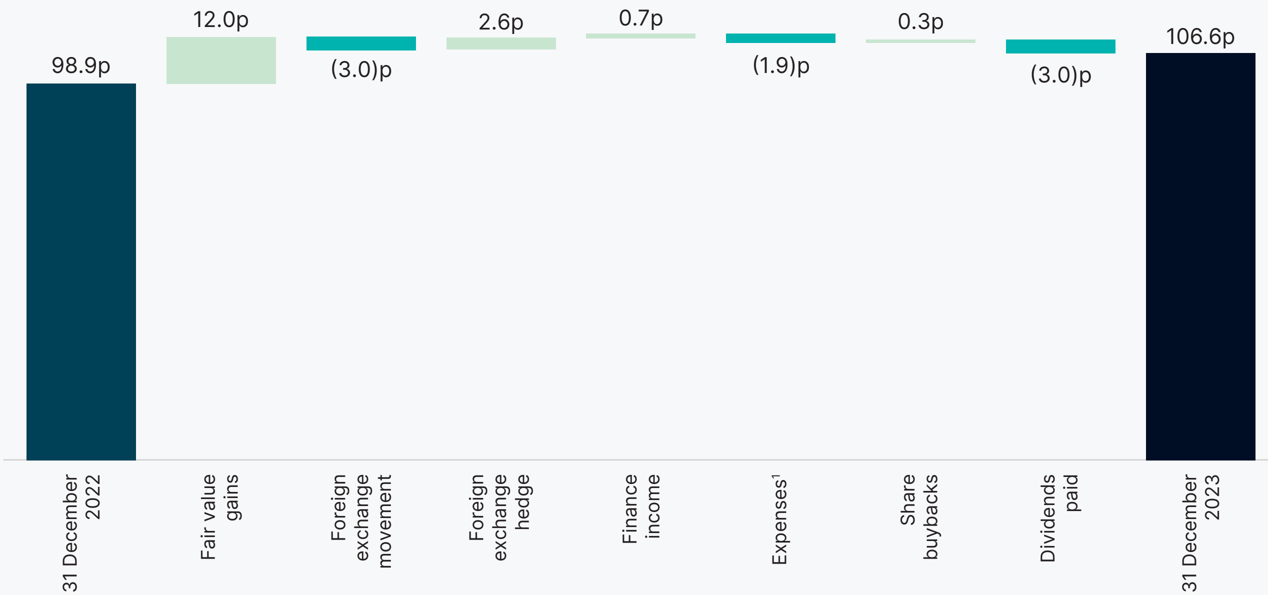
Seven investments are in Digital Infrastructure, representing 44% of NAV[1], across the data centre, towers and fibre sub-sectors. Three investments, representing 27%, are in the Power & Utilities sector including: gas transmission, district heating and electricity generation. Two investments are in Renewables & Energy Efficiency (17%) and the remaining investment is in Transport & Logistics (9%). The largest geographical exposure is in Europe (46%), with the remaining exposure in North America (34%) and the UK (17%). Net working capital reflects 3% of NAV.

NAV pence per share movement (Year to 31 December 2023)

NAV increased over the year by 7.7p per share (period to 31 December 2022: 0.9p per share), after adjusting for the dividends paid of 3.0p per share over the year (period to 31 December 2022: 1.0p per share). The movement in the year was principally driven by fair value gains of 12.0p per share (period to 31 December 2022: 2.0p per share), partially offset by foreign exchange movements of (3.0)p per share (period to 31 December 2022: 2.1p per share), attributable to the weakening of both EUR and USD during the year, which was partially offset by a 2.6p per share movement from the foreign exchange hedging programme (period to 31 December 2022: (1.8)p per share).

Interest on cash deposits contributed 0.7p per share (period to 31 December 2022: 0.4p per share), and share buybacks contributed 0.3p per share (period to 31 December 2022: nil), with a reduction of (1.9)p per share (period to 31 December 2022: (1.0)p per share) related to fund operating and financing expenses, resulting in a closing NAV of 106.6p per share. This excludes the impact of the second interim dividend of 2.0p per share, which is to be paid on 23 April 2024.

NAV Pence per share movement



1. Expenses include operating and capital expenses.

INVESTMENT MANAGER'S REPORT CONTINUED

PORTFOLIO IN NUMBERS[1]

Exposure to operational infrastructure assets

POWER & UTILITIES

26GW

of electric generation capacity, including 729MW of renewables, generating 111TWh annually

RENEWABLES & ENERGY EFFICIENCY

67,000

smart meters helping to reduce domestic energy bills

DIGITAL INFRASTRUCTURE

1,444,000

homes connected to high speed fibre

DIGITAL INFRASTRUCTURE

94

data centres providing 1,440MW of power capacity

RENEWABLES & ENERGY EFFICIENCY

1,000

electric buses supported, saving 66,000 tonnes of CO_2 annually

POWER & UTILITIES

8

district heating networks, with 96 km of piping serving 190 buildings

1. Figures represent the total infrastructure assets across PINT's Portfolio Companies.

INVESTMENT MANAGER'S REPORT CONTINUED

PORTFOLIO IN NUMBERS[1] CONTINUED

Exposure to operational infrastructure assets continued

RENEWABLES & ENERGY EFFICIENCY

17,200

medium and high voltage transformers

DIGITAL INFRASTRUCTURE

416,000 km

of fibre cable, passing 2.9 million homes

TRANSPORT & LOGISTICS

2,500

temperature controlled trucks and 40,000 m^2 of temperature controlled warehouse capacity

DIGITAL INFRASTRUCTURE

51,000

telecom towers

POWER & UTILITIES

7,630 km

of pressurised gas transmission pipes, 71 gas compressors and nine gas and LNG terminals

RENEWABLES & ENERGY EFFICIENCY

1,494MW

of battery energy storage capacity, supporting the transition to net zero

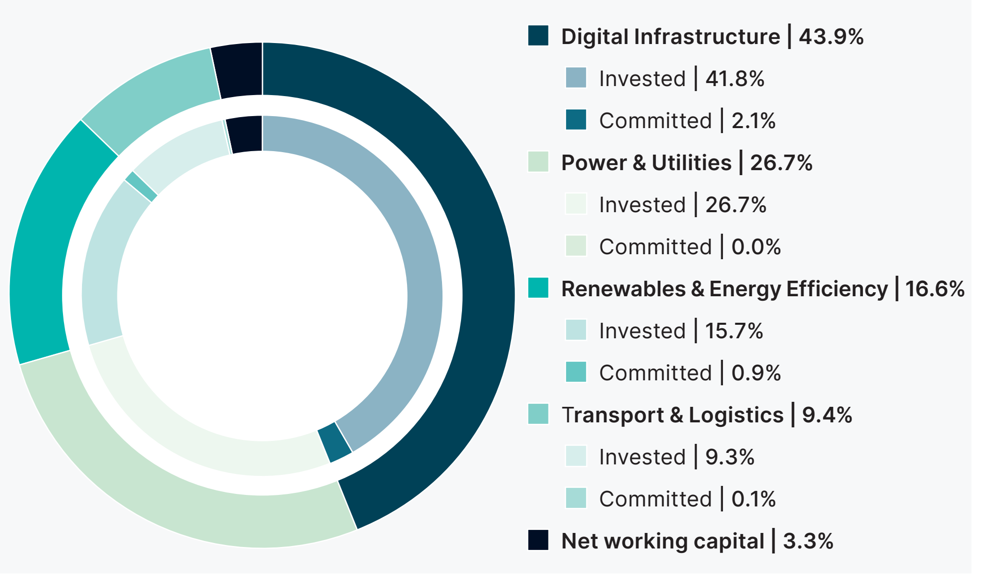
1. Figures represent the total infrastructure assets across PINT's Portfolio Companies.

INVESTMENT MANAGER'S REPORT CONTINUED

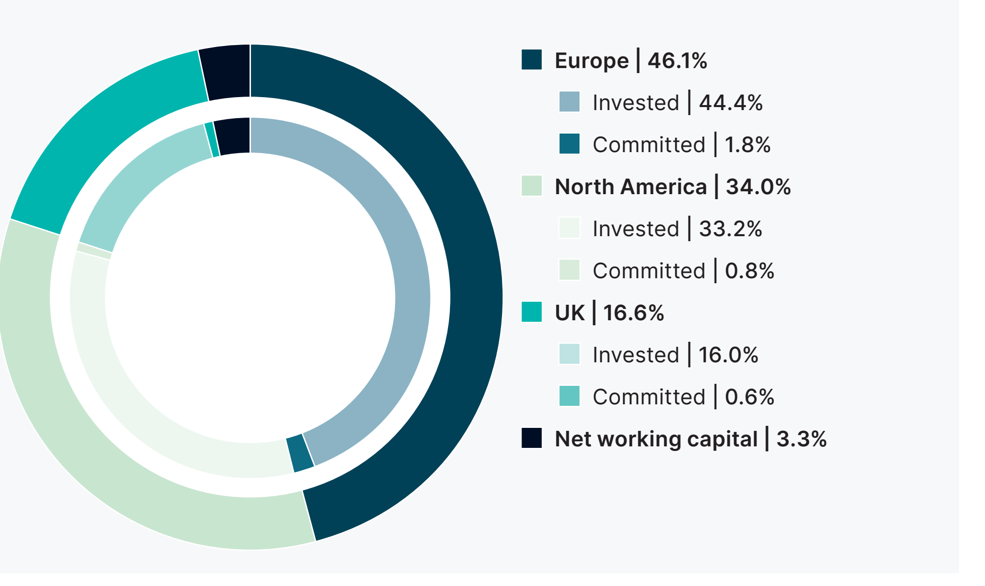
PORTFOLIO CONTINUED

The breakdown of the Company's NAV[1] as at 31 December 2023 is shown below by reference to sector and geography. The breakdowns are shown relative to amounts invested[2] and committed[3].

Sector diversification (as at 31 December 2023)[4]
Outer ring: total (invested[2] + committed[3])
Inner ring: invested and committed breakdown



Geographic diversification (as at 31 December 2023)[4]
Outer ring: total (invested + committed)
Inner ring: invested[2] and committed[3] breakdown



1. Based on NAV of £504 million at 31 December 2023.
2. Invested amounts at 31 December 2023 totalled £471.7 million, representing the fair value of the Company's funded investments in those sectors or geographies.
3. Committed but not yet invested amounts at 31 December 2023 totalled £15.7 million, representing cash held in respect of as yet undrawn commitments and/or deals in legal closing in those sectors or geographies. Undrawn commitments are a feature of the Company's investments and occur when completions are deferred due to commercial or regulatory approval processes, or where capital calls are intentionally staggered over time for follow-on purposes, for example for capex or M&A requirements.
4. Charts do not add up to 100.0% due to rounding

INVESTMENT MANAGER'S REPORT CONTINUED

PORTFOLIO CONTINUED

13.6%

WEIGHTED AVERAGE DISCOUNT RATE

Weighted average discount rate of 13.6% is based on the discount rate of each Portfolio Company investment at 31 December 2023, weighted on an investment fair value basis (excluding undrawn commitments), across all 13 investments.

36%

WEIGHTED AVERAGE GEARING

Weighted average gearing is calculated by reference to the ratio of net debt to enterprise value of each Portfolio Company, weighted across all 13 investments.

77%

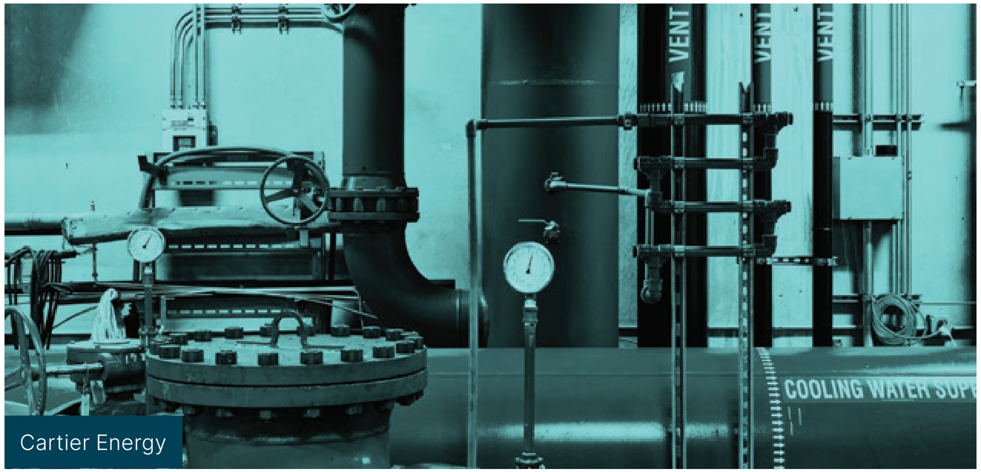
WEIGHTED AVERAGE HEDGED DEBT

Weighted average hedged debt calculated by reference to ratio of hedged debt relative to net debt of each Portfolio Company.

£60m

WEIGHTED AVERAGE EBITDA

Weighted average EBITDA is based on the annual EBITDA of each Portfolio Company at 31 December 2023, weighted by PINT's ownership of underlying Portfolio Companies and converted to GBP as necessary.



Cartier Energy

Zenobē

INVESTMENT MANAGER'S REPORT CONTINUED

PORTFOLIO CONTINUED

Asset	Region	Sponsor	Portfolio value 31 December 2022 (£m)	Drawn (£m)	Distributions (£m)	Asset valuation movement (£m)	FX movement (£m)	Portfolio value 31 December 2023 (£m)	Undrawn commitments 31 December 2023 (£m)	Allocation of foreign exchange hedge movements (£m)	Portfolio total return for the year (£m)
Primafrio	Europe	Apollo	40.4	0.1	—	7.5	(1.0)	47.0	0.5	1.0	7.5
CyrusOne	North America	KKR	22.8	—	—	5.2	(1.4)	26.6	3.8	1.2	5.0
National Gas	UK	Macquarie	—	40.8	—	6.6	—	47.4	—	—	6.6
Vertical Bridge	North America	DigitalBridge	27.0	—	—	1.9	(1.6)	27.3	—	1.4	1.7
Delta Fiber	Europe	Stonepeak	23.0	—	—	3.2	(1.4)	24.8	1.5	—	1.8
Cartier Energy	North America	Vauban	34.8	—	—	(1.5)	(2.0)	31.3	—	1.7	(1.8)
Calpine	North America	ECP	47.0	—	(9.0)	21.0	(3.1)	55.9	—	2.8	20.7
Vantage Data Centers	North America	DigitalBridge	22.3	5.4	—	—	(1.4)	26.3	—	1.3	(0.1)
Fudura	Europe	DIF	41.3	—	—	5.9	(1.0)	46.2	1.6	1.0	5.9
National Broadband Ireland	Europe	Asterion	42.8	1.0	—	4.6	(1.0)	47.4	2.9	1.1	4.7
GD Towers	Europe	DigitalBridge	—	39.3	(1.0)	0.6	(0.9)	38.0	2.5	0.6	0.3
GlobalConnect	Europe	EQT	—	19.0	—	1.1	0.2	20.3	—	—	1.3
Zenobē	UK	Infracapital	—	32.1	—	1.1	—	33.2	2.9	—	1.1
Grand Total			301.4	137.7	(10.0)	57.2	(14.6)	471.7	15.7	12.1	54.7

Key: DIGITAL INFRASTRUCTURE RENEWABLES & ENERGY EFFICIENCY POWER & UTILITIES TRANSPORT & LOGISTICS

INVESTMENT MANAGER'S REPORT CONTINUED

PERFORMANCE

Asset updates

PRIMAFRIO

Primafrio performed resiliently despite a challenging trading environment. With a backdrop of flat volumes arising from a weak macroeconomic environment in key European markets, the company has been able to continually grow revenue through increasing market share and expanding into new markets with new and existing clients. Whilst margins have recently been impacted by high cost inflation and fuel costs, the Company's valuation has benefited from strong downside protection afforded to Apollo and its co-investors within the transaction structure.

CYRUSONE

CyrusOne recovered initial capex backlogs and earnings for the year were in line with the original investment case. The company entered into a joint venture with Kansai Electric Power Company during the period, which is expected to unlock significant opportunities in the Asian market, and AI-based computing is expected to provide significant further tailwinds.

NATIONAL GAS

National Gas experienced no material deviations from the original investment case, with the operation of the existing regulated asset base on track. The National Infrastructure Commission gave its backing to a long-term backbone hydrogen network to aid the decarbonisation of heavy industry. Furthermore, the government confirmed its strategy to seek hydrogen blending up to 20% across the existing network, following similar moves on the continent. The recent successful pilot project to run 100% hydrogen in repurposed gas transmission assets was a world first and an important step in support of hydrogen blending across the network. Stakeholders are working towards the first blending to align with the start of scalable hydrogen production in 2026.

VERTICAL BRIDGE

Vertical Bridge shifted priorities to its build-to-suit (BTS) business given an unfavourable market for tower portfolio acquisitions. The most notable development to date is a joint venture announced with Verizon for up to 3,000 BTS developments. The company still sees some delays to rollout due to carriers deferring capex spend given recent macroeconomic headwinds, but longer term rollout of increased coverage is not in doubt given 5G coverage requirements. Furthermore, there have been some recent positive signals in the M&A market for acquiring existing tower portfolios, with a number of transactions closing in the period and an executable pipeline emerging for 2024, which is now more in line with the original investment case after a cooling off since late 2022.

DELTA FIBER

Delta Fiber’s rollout is progressing on plan and it expects to have completed activities by mid-2025 on budget. Retail fibre adoption is tracking near to plan with no changes to long-term penetration assumptions, and the company is seeking to replicate a recently announced wholesale network sharing agreement with Odido (formerly T-Mobile Netherlands) with other internet service providers.

CARTIER ENERGY

Cartier Energy had a challenging year after facing a number of issues including the imperfect pass-through of energy costs, materially lower volumes due to significant seasonality shifts, and the loss of a key customer due to financial challenges. However, the business is actively working on converting its pipeline of shorter-term “fill-in” opportunities as well as some capex initiatives which were identified in the original investment case.

CALPINE

Calpine continues to outperform its original investment case due to materially higher short and medium-term profitability arising from sustained higher spark spreads in its key markets. The company continues to mitigate its exposure to near-term energy prices through proactive hedging activities which lock in short-term profitability. Construction also commenced on its flagship Nova battery storage project, as well as additional capex deployment into both its existing renewables fleet and new renewables opportunities. The company was also awarded federal funding support for two carbon capture and sequestration projects.

VANTAGE DATA CENTERS

Vantage Data Centers sees increased opportunity relative to the original investment case, principally due to increased cloud and AI computing demands, for which a significant additional primary equity commitment was secured in Q4 2023 from both Digital Bridge and technology focused private equity investor Silver Lake. The company continues to effectively navigate supply chain and grid capacity challenges.

INVESTMENT MANAGER'S REPORT CONTINUED

PERFORMANCE CONTINUED

Asset updates continued

FUDURA

Fudura has outperformed its original investment case since entry. Higher profit margins have resulted from undertaking higher complexity and higher margin projects, and revenues from its ancillary growth initiatives, including EV charging, solar and batteries, are now ramping up.

NATIONAL BROADBAND IRELAND

National Broadband Ireland remains on track with its rollout plan, which continues to stay on budget. Final rollout is ahead of the revised contractual targets that were set to address the impact of Covid-19 and the main deployment is expected to be largely completed by the end of 2026. A large number of internet service providers are now signed up, which in turn is supporting adoption by end users greater than foreseen in the original investment case, with the resulting revenues supporting the company's profitability and liquidity during construction.

GD TOWERS

GD Towers enjoyed good progress during the year, with revenues and profits coming in largely on track with the original investment case. The business has been focused on implementing several immediate and significant organisational changes geared towards delivering process efficiencies in its BTS programme. Along with other efficiency programmes being explored, the company anticipates several areas of potential outperformance to the investment case, but until Q1 2024 will continue to be valued at cost.

GLOBALCONNECT

GlobalConnect's management remain focused on ensuring the optimal allocation of capital given the varied markets it operates in, which has resulted in a recent re-emphasis back towards its core market of fibre-to-the-home opportunities in the Nordics. The company also reached an important milestone with more than one million homes passed.

ZENOBĒ

Zenobē has been busy since PINT's investment was made in Q4 2023, with further project financing secured for strategically important greenfield battery projects in Scotland as part of a £750 million rollout commitment in Scotland by 2026, as well as the announcement of an all-electric fleet replacement for Oxfordshire County Council.

INVESTMENT MANAGER'S REPORT CONTINUED

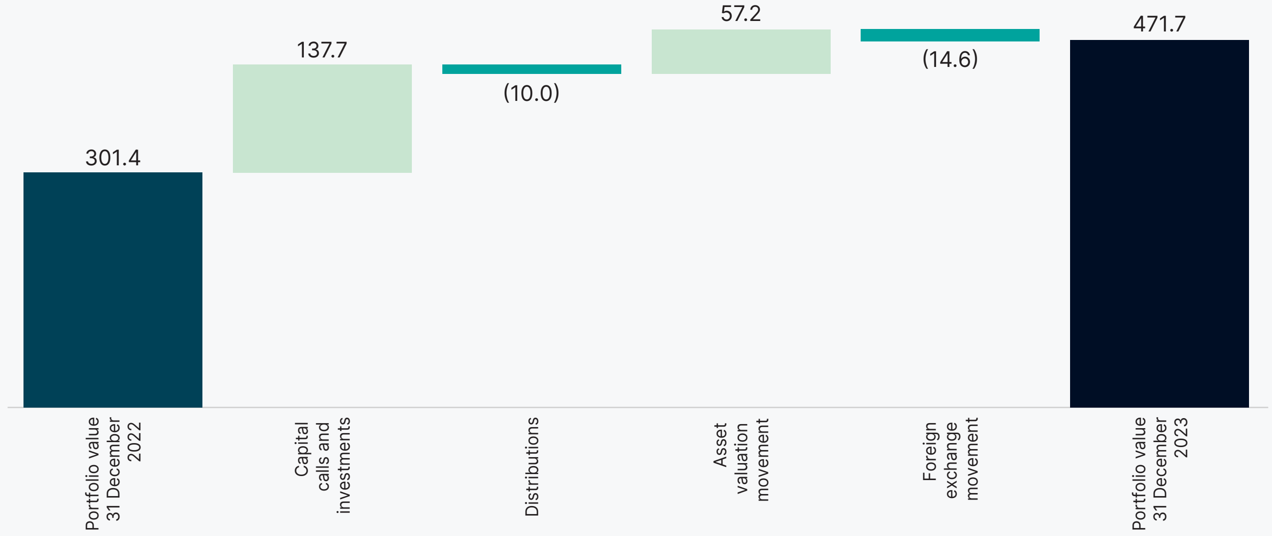
PERFORMANCE CONTINUED

Portfolio movement

During the year, the Portfolio generated underlying growth of £57.2 million, reflecting a 13.0% movement on the opening capital invested, adjusted for capital calls and investments, but before adjusting for distributions totalling £10.0 million. Movements in foreign currencies resulted in a foreign exchange loss of £14.6 million (offset at a company level by a foreign exchange hedging gain of £12.1 million), resulting in a closing value of £471.7 million at 31 December 2023.

The Portfolio had a weighted average discount rate (WADR) of 13.6%[1] at the year end (31 December 2022: 14.2%).

Portfolio movement (£million)



Outlook

The Investment Manager remains confident about the prospects of the Portfolio going forward. The tailwinds that support the demand for new infrastructure, and the growth opportunities that accompany it, remain strong across all the sub-sectors in which the Company is active.

From a valuation perspective, the Investment Manager has seen limited evidence of any material downward trends across the core-plus infrastructure universe. The consensus amongst Sponsors that the Investment Manager works with is that the full extent of discount rate increases attributable to the increased interest rate environment has now flowed through to valuations. The volume of remaining dry-powder in the sector, coupled with a recovery in private markets fundraising since H1 2023, and the core plus nature of the Company's assets, continue to support a constructive valuation environment.

Furthermore the Investment Manager continues to see sustained transactional evidence of realised premiums to holding valuations at exit, which adds in further long-term headroom and potential for outperformance. Specifically, there continues to be increased appetite for assets with some degree of inflation linkage and those that play a direct role in the energy transition.

1. WADR of 13.6% is based on the discount rate or implied discount rate of each completed investment at 31 December 2023, weighted on an investment fair value basis (excluding undrawn commitments).

INVESTMENT MANAGER'S REPORT CONTINUED

PERFORMANCE CONTINUED

Portfolio cash flows

Over the medium term, the Company expects the Portfolio to generate cash flows both through distributions from its investments and from investment exits, the latter becoming realised in cash in due course through asset disposals. In turn, these cash flows are expected to support both the reinvestment of capital and a progressive dividend policy.

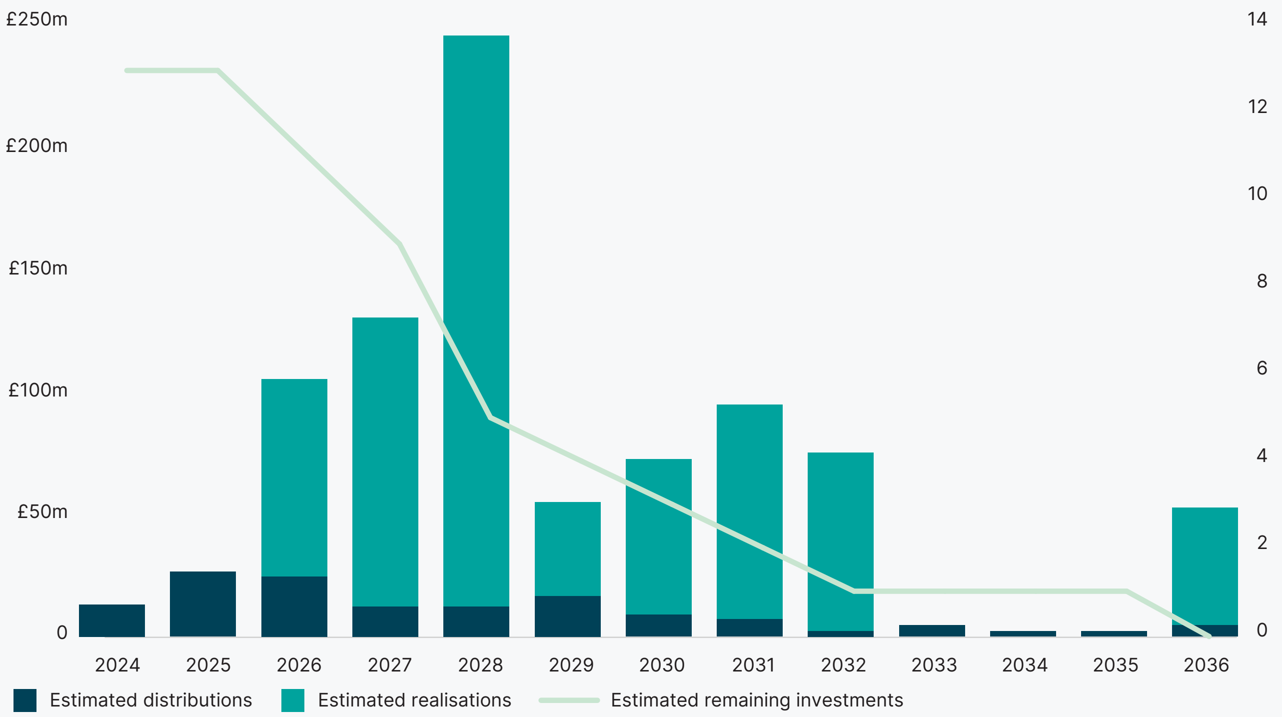
The Company's investment approach is to invest in assets with an expected hold period that is typically, but not always, 5-7 years, after which it is expected to realise value by exiting positions according to the relevant Sponsor's time horizon. Whilst the Company does expect some of its investments to make distributions, cash generation is expected to be heavily weighted towards the receipt of sale proceeds at the point of investment exit, and in some cases no distributions are forecast.

The Company maintains a long-term forecast of both sources of cash flow, which is derived from either the Investment Manager's base case expectations or Sponsor updates where available. The latest projection of the Company's cash flows from the Portfolio is summarised opposite, as at 31 December 2023.

The projection is based on existing investments only and does not factor in any potential for re-investment of capital after realisations, which accordingly accounts for the downward trend of distributions after realisations occur.

Whilst these projections are intended to present a plausible long-term expectation of the Portfolio's cash flow generation, there is no guarantee around the quantum or timing of distributions or realisations, which remain dependent on multiple factors including underlying asset performance, exit timing, and long-term FX rate assumptions. Accordingly they should not be considered as guidance around financial performance.

Projected Portfolio cash flows (£million)



INVESTMENT MANAGER'S REPORT CONTINUED

PERFORMANCE CONTINUED

H2 2023 dividend

At IPO, the Company said it would target a NAV Total Return of 8-10% p.a. following full investment of the IPO proceeds, and an initial dividend of at least 2p per share for the first financial period ended 31 December 2022, rising to 4p per share for the year ended 31 December 2023, and a progressive dividend thereafter. In line with this, the Board recently declared the Company's second interim dividend of 2p per share in respect of the year ended 31 December 2023, which is due to be paid on 23 April 2024. This is in line with the IPO target.

Dividend cover

The Company has devised a measure to assess dividend coverage by calculating the ratio of net cash flow to dividends declared in respect of a given period. This is calculated across the whole group, including the Company's subsidiary, Pantheon Infrastructure Holdings LP (PIH LP), through which the Company holds the majority of its investments.

Net cash flow for this purpose is calculated as income (the sum of all income and capital distributions that are not related to asset disposals, plus deposit interest income) plus disposal profits (realised profits on disposal, or disposal proceeds less original investment cost), less operating and financing expenses incurred during the same period.

On this basis, the Company's dividend cover for 2022 and 2023 was 0.2x and 0.3x respectively, as detailed opposite. As set out on the previous page, the Company expects material progression in cash flows from the Portfolio as realisations start to occur, which in turn is expected to flow through to increased dividend coverage.

£m	2022	2023
Income	6.1	13.1
Disposal profits	—	—
Operating costs	(4.6)	(6.6)
Financing costs	(0.0)	(1.5)
Net cash flow for dividend cover	1.5	4.9
Dividend declared	9.6	18.9
Dividend cover	0.2x	0.3x
Cumulative dividend cover	0.2x	0.2x

INVESTMENT MANAGER'S REPORT CONTINUED

PERFORMANCE CONTINUED

Borrowings

In June 2023, the Company agreed a £52.5 million increase to its existing £62.5 million three-year multi-currency RCF, bringing the total to £115.0 million. As part of the increase, the Company sought to diversify the lender group, with the introduction of RBS International (RBSI), alongside Lloyds Bank Corporate Markets plc ('Lloyds').

After the year end, the Company extended the term of the RCF by 15 months, effectively resetting the tenor at three years with the same pricing and terms. The enlarged and extended RCF allows the Company to maintain liquidity for unfunded commitments and working capital requirements whilst minimising the inefficiencies of holding excessive cash. The RCF, which is secured on the assets of the Company, includes an uncommitted accordion feature, which will be accessible, subject to approval, by additional lenders, and is intended to increase over time in line with the Company's NAV progression.

Share buybacks

As at 31 December 2023, the Company had deployed £5.8 million in buying back 7.4 million of its own shares, and subsequent to the year end, spent a further £2.6 million in buying back 3.1 million shares. Reacquired shares are held in treasury and may be subsequently re-issued if the Company's shares return to trading at a premium to NAV. At the year end the Company continued to make allowance for the remaining £4.2 million of the £10 million originally allocated to share buybacks, as part of its liquidity management as detailed on the analysis presented opposite.

The Board continues to regularly assess the Company's optimal approach to capital allocation in light of its forecast cash flows, dividend target and expectations of dividend cover, and as detailed in the Chair's statement, has allocated an additional £8.4 million for share buybacks.

Cash and liquidity management

At the year end, the Company had total available liquidity of £144.4 million (31 December 2022: £245.4 million), comprising £29.4 million of cash (31 December 2022: £182.9 million) and £115.0 million (31 December 2022: £62.5 million) of undrawn RCF.

The Company maintains a policy to hold liquidity sufficient to cover all investment commitments, including for share buybacks, due in the next twelve months. At the year end, this amount totalled £20.0 million.

In addition to this, the Company has adopted a risk-based policy to hold specific cash buffers in respect of potential further liquidity requirements. These buffers include forecast operating costs, dividend payments, FX hedge settlements due (based on mark-to-market valuations), an allowance for emergency co-investment capital across the Portfolio, allowances for FX movements on undrawn non-GBP commitments, and amounts held against potential movements in the Company's FX hedging positions (calculated relative to notional amounts and contractual maturity). At the year end, these amounts totalled £79.9 million.

The net balance after taking account of all these considerations represents the funds available to the Company for further investment. As at the year end, this stood at £44.5 million (31 December 2022: £72.0 million).

	£m[1]
Sources	
Cash & equivalents	29.4
RCF	115.0
Total (A)	**144.4**
Commitments	
Undrawn investment commitments	15.7
Share buybacks	4.2
Total (B)	**20.0**
Buffers	
Operating costs	8.5
Dividends	18.8
Co-investment buffer	22.1
FX buffer on undrawn investment commitments	2.4
FX hedging buffer (see next page)	28.2
Total (C)	**79.9**
Available funds (= A - B - C)	**44.5**

1. Totals do not match due to rounding.

Ongoing charges

The Company's ongoing charges figure is calculated in accordance with the Association of Investment Companies (AIC) recommended methodology and was 1.35% for the year to 31 December 2023 (period to 31 December 2022: 1.02%). The ongoing charges were lower in the period to 31 December 2022 as no management fee was paid on undeployed cash until 75% of the net issue proceeds were deployed, which was achieved in the quarter to 30 September 2022.

INVESTMENT MANAGER'S REPORT CONTINUED

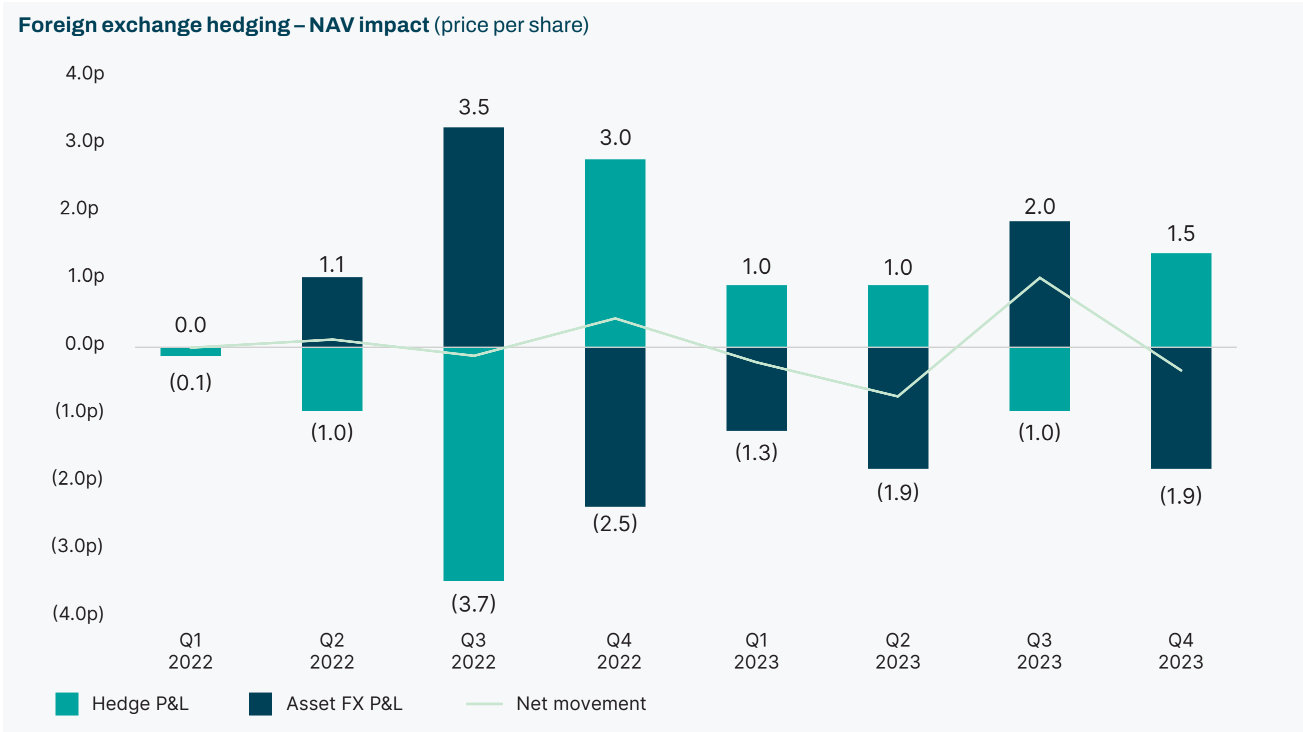
PERFORMANCE CONTINUED

Foreign exchange impact

In order to limit the potential impact from material movements in major foreign exchange rates on non-local currency investments, the Company has put in place a foreign exchange hedging programme. The aim of this programme is to reduce (rather than eliminate) the impact of movements in foreign exchange rates on the Company's NAV, and to this end the Company has an internal policy to seek to limit its unhedged exposure to 25% of NAV at any time. Hedging is achieved through the execution of foreign exchange hedging contracts relative to the ongoing non-local currency investment exposure. This is subject to, inter alia, market liquidity and pricing for hedges, foreign exchange volatilities, the composition of the Company's portfolio and the Company's balance sheet.

The Company has entered into arrangements with six hedging counterparties, all on an unsecured basis and subject only to margin calls if pre-specified credit limits are breached on an individual counterparty (not aggregate) basis. Furthermore, in line with the Investment Manager's risk policies, the Company has adopted a policy to maintain strict liquidity buffers in relation to these hedging positions to protect against extreme volatility-driven margin requirements. Details of the Company's hedging positions and associated cash buffers are set out in the table opposite.

The depreciation of USD and EUR resulted in a negative foreign exchange movement in the year to 31 December 2023 of (£14.6) million (period to 31 December 2022, gain of £9.9 million), which was partially offset by a gain on the hedging programme of £12.1 million (period to 31 December 2022, loss of £8.5 million).



Counterparty	EUR notional (€m)	USD notional ($m)	Mark-to-market (£m)	Buffer (£m)
A	—	76.1	(0.1)	8.4
B	—	36.2	(0.4)	3.4
C	45.3	12.4	1.1	—
D	23.7	8.8	0.7	2.1
E	76.4	24.5	1.4	6.6
F	53.8	55.8	1.3	7.7
Total	199.2	213.8	3.9	28.2

INVESTMENT MANAGER'S REPORT CONTINUED

ASSUMPTIONS AND SENSITIVITIES

Introduction

The Portfolio valuation is the largest component of the Company's NAV and is determined by valuations provided by the underlying investment Sponsors. These valuations are typically calculated on a discounted cash flow (DCF) basis, which are subject to a variety of underlying assumptions that are specific to the sector and characteristics of each Portfolio Company, and are determined by the investment Sponsors.

The degree to which these long-term assumptions change or are adjusted has the potential to impact the Company's NAV. With this in mind, the Investment Manager has performed a detailed analysis across the Portfolio to determine the Company's sensitivity to changes across a range of key assumptions, which are presented on the following pages.

Macroeconomic

Discount rates

Discount rates are a measure of the relative risk of an investment, and will typically comprise a risk-free rate component along with a sector or project-specific equity risk premium, which is determined relative to specific project risks and benchmark transactions. In some cases, Sponsors use a WACC-based discount rate to derive an enterprise valuation which is then adjusted by net debt to give an equity value. The Company does not disclose individual discount rates but reports its aggregated WADR, which at the year end was 13.6%.

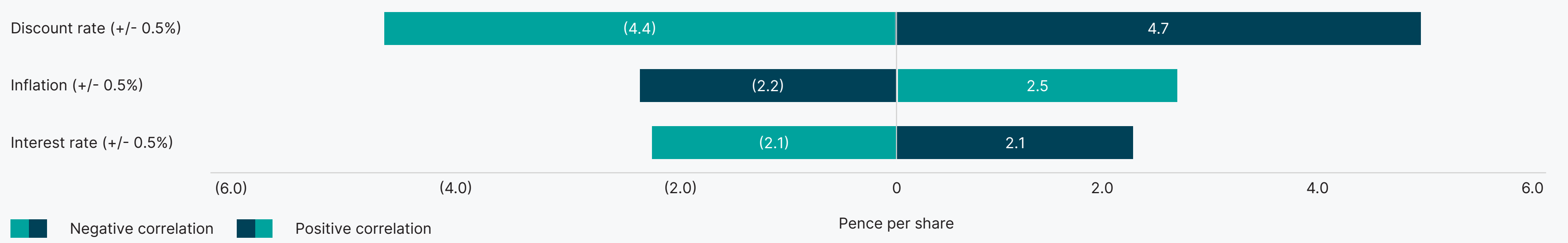
Inflation

The extent to which a Portfolio Company's existing revenues and costs are expected to inflate, or escalate, also impacts valuations. The escalation of revenues and costs is often determined through contractual arrangements, with measures including direct pass-through of a local inflation measure, fixed escalators, inflation linkage subject to escalation caps and/or floors, or no indexation at all. Where revenues and/or costs are directly linked to inflation, any changes to the inflation assumptions determined by Sponsors will impact on valuations. Sponsors typically utilise external economic forecasts or central bank guidance for inflation assumptions. Where revenues or costs are not contracted, escalation will be determined by pricing power and therefore requires a greater degree of judgement.

Interest rate

Interest rate assumptions impact valuations if a Portfolio Company has an element of unhedged debt or expects to drawdown on floating rate borrowing facilities within its business plan. Where this is the case, Sponsors will usually update valuations to reflect the latest projections for long-term interbank lending, swap or risk-free rates.

PINT NAV sensitivities at 31 December 2023 (Macroeconomic)



INVESTMENT MANAGER'S REPORT CONTINUED

ASSUMPTIONS AND SENSITIVITIES CONTINUED

Performance

Earnings growth

Earnings growth assumptions represent a key valuation assumption across the Portfolio. The most common earnings measure used is EBITDA, however other variations include Towers Cash Flow (towers) and Net Operating Income (data centres). Earnings growth forecasts represent a key area of judgement for Sponsors at the underwriting stage and usually incorporate several factors, including long-term assessments of market growth, market share and the barriers to entry in the sector, details of any high conviction opportunities and the potential for customer churn.

Exit valuation

The Company's stated business model is to invest in assets with a typical hold period of 5-7 years, before realising value through disposals, and recycling proceeds into new investments.

Accordingly, the Company's valuations are determined by assumptions around the terminal value of a Portfolio Company at the end of this 5-7 year period. Common methods of determining exit valuations include the application of a terminal earnings (EBITDA, Towers Cash Flow, Net Operating Income etc.) multiple, or a DCF approach based on a long-term or even perpetual stream of cash flows discounted at an assumed secondary purchaser IRR. The assumptions around these methods are typically taken from comparable recent transactions.

Exit timing

As with exit valuations, the assumptions around exit timing also impact the valuation of investments. The main drivers that feed in to this assumption are the duration of any capex rollout plans, the time horizon of the Sponsor's funds that are invested alongside PINT, as well as the expectations around longer-term market growth trends.

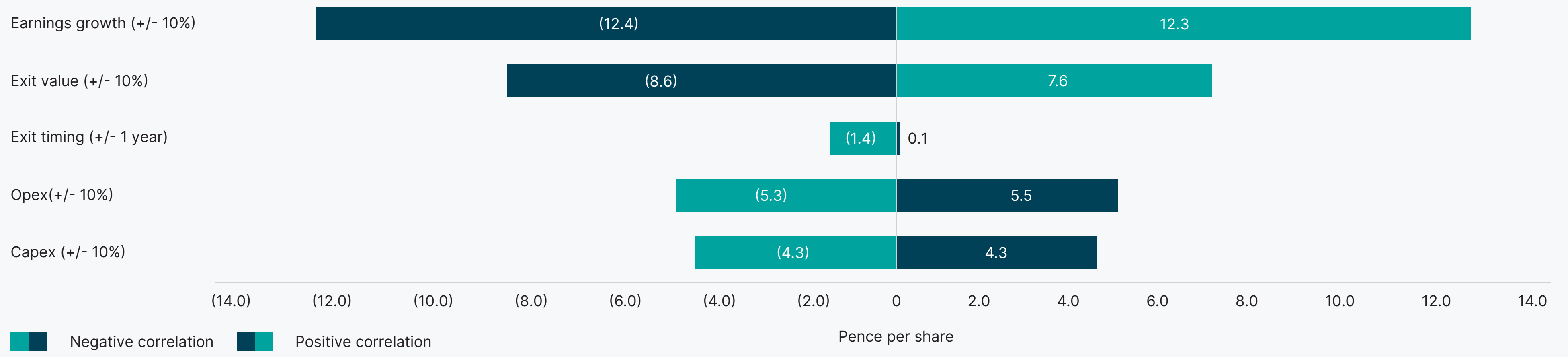
Operational expenditure ('Opex')

Operating expenditure will impact the profitability of Portfolio Companies, and increases that cannot be contractually passed on to customers have the potential to impact valuations. Sponsors also expect to achieve business efficiencies and for Portfolio Companies to operate at improved margins at increased business scale, and so the extent to which such views are revised in their assumptions will also impact valuations.

Capital expenditure ('Capex')

Determining capital expenditure is particularly critical for businesses with significant growth or remedial plans, and those that price offtake agreements around expected construction costs. Whilst in some cases there may be the ability to pass on increased input costs arising from capital expenditure to customers, this is not always possible, so Sponsors will usually incorporate a degree of contingency in their capital expenditure assumptions, whilst also mitigating the potential for cost increases through effective sub-contractor arrangements.

PINT NAV sensitivities at 31 December 2023 (Performance)



INVESTMENT MANAGER'S REPORT CONTINUED

ASSUMPTIONS AND SENSITIVITIES CONTINUED

Sector specific

Energy volumes

PINT is exposed to the level of energy volume consumption or generation across some of its Power & Utilities investments. Long-term assumptions in this regard are typically based on a combination of historic volumes, the ongoing availability/efficiency of equipment and infrastructure and the presence of any minimum offtake or “take-or-pay” provisions or manufacturer availability guarantees.

Commodity prices

Commodity prices impact a number of the Company’s investments that have long-term exposure to wholesale energy markets, through uncontracted revenues or imperfect pass-through of costs. As with other macroeconomic factors such as inflation and interest rates, Sponsors will often utilise external consultants to provide updated forecasts for such prices for inclusion in long-term cash flow/earnings forecasts.

Fibre penetration

Along with average revenue per unit (ARPU), fibre penetration is one of the key long-term inputs for a fibre business. The penetration assumption is the degree to which a Portfolio Company operating a fibre network assumes it will convert the number of homes it passes into paying customers and significantly impacts long-term earnings forecasts. The long-term assumptions in this regard are specific to the geography that the Portfolio Company operates in and the associated market dynamics (e.g. transaction structure or location, or any competitive advantage providing protections against overbuild or churn risks).

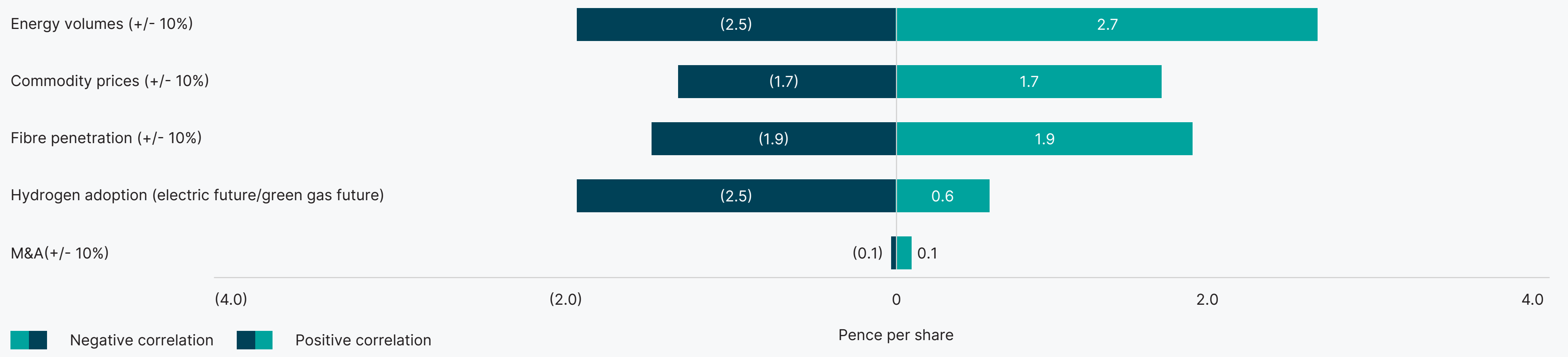
Hydrogen adoption

PINT is exposed to future hydrogen policy through its Power & Utilities investment in National Gas. The degree to which hydrogen adoption is assumed in the UK as an alternative energy source for domestic and industrial heating and eventually transport and energy, impacts the valuation of the investment. A range of potential outcomes for this adoption exists, with the downside being low hydrogen adoption though an "electric future" scenario and the upside being an accelerated hydrogen adoption "green gas future" scenario.

M&A

A number of the Company’s investments, most notably in the towers sector, include long-term assumptions around accretive M&A activities (i.e. the ability to acquire additional towers at favourable pricing). Such assumptions are subject to extensive due diligence and reflect very specific factors to each transaction, including geographic location, current ownership of M&A targets, potential acquisition synergies and/or strategic benefits, and any relevant exclusivity agreements.

PINT NAV sensitivities at 31 December 2023 (Sector specific)



ALTERNATIVE PERFORMANCE MEASURES (APMs)

PINT assesses its performance using a variety of measures that may not specifically be defined under FRS 102 and are therefore termed APMs. The APMs used may not be directly comparable with those used by other companies. These APMs provide additional information as to how the Company has performed over the period and allow the Board, management and stakeholders to compare its performance.

APM	Details	Calculation	Reconciliation to FRS 102	How has PINT performed?
NAV Total Return	Total return comprises the investment return from the Portfolio and income from any cash balances, net of management, operating and finance costs. It also includes foreign exchange movement and movement in the fair value of derivatives and taxes.	It is calculated as the total return of £49.6 million (period to 31 December 2022: £8.0 million), as shown in the Income statement, as a percentage of the opening NAV of £474.8 million (31 December 2022: £392.1 million which was based on the net IPO proceeds).	The calculation uses the total comprehensive income reported in the income statement and net assets reported in the balance sheet, both being FRS 102 measures.	Total return for the year to 31 December 2023 was 10.4% (period to 31 December 2022: 2.1%).
Net asset value per share	A measure of the NAV per share in the Company.	It is calculated as the NAV divided by the total number of shares in issue at the balance sheet date.	The calculation uses FRS 102 measures and is set out in Note 18 to the accounts.	NAV per share at 31 December 2023 was 106.6p per share (31 December 2022: 98.9p per share).
Annual distribution	This measure reflects the dividends distributed to shareholders in respect of each year.	The dividend is measured on a pence per share basis.	The calculation uses FRS 102 measures, set out in Note 9 to the accounts.	Second interim dividend of 2p per share declared, to be paid on 23 April 2024, which together with the dividend of 2p per share paid in October 2023 totals 4p per share for the year ended 31 December 2023. The Company intends to continue paying dividends on a semi-annual basis in line with its progressive dividend policy.
Investment value and outstanding commitments	A measure of the size of the investment portfolio including the value of further contracted future investments committed by the Company.	It is calculated as the Portfolio asset value plus the amount of contracted commitments.	The Portfolio asset value uses the FRS 102 measure investments at fair value, set out in Note 1. The value of outstanding commitments is set out in Note 21 to the accounts.	The portfolio asset value at 31 December 2023 was £471.7 million (31 December 2022: £301.4 million). Outstanding commitments at 31 December 2023 were £15.7 million (31 December 2022: £57.9 million)

INVESTMENT POLICY

As stated in its prospectus, the Company invests in a diversified portfolio of high-quality operational infrastructure assets which provide essential physical structures, systems and/or services to allow economies and communities to function effectively. The Company invests in both yielding and growth infrastructure assets which the Manager believes offer strong downside protection and typically offer strong inflation protection.

The Company invests globally, with a primary focus on developed OECD markets, with the majority of its investments in Europe and North America. The Company's portfolio is diversified across infrastructure sectors.

In each case, the Manager invests where it believes it can generate the most attractive risk-adjusted returns.

The Company focuses on gaining exposure to infrastructure assets via co-investments alongside leading third-party private direct infrastructure asset investment managers who are acting as general partner or manager of a fund in which Pantheon, or any investment scheme, pooled investment vehicle or portfolio fund managed by Pantheon, has invested or may invest ('**Sponsors**'). In doing so, the Company may invest on its own or alongside other institutional clients of the Manager.

The Company may also invest in other direct or single asset investment opportunities originated by the Manager or by other third-party asset sourcing partners. The Company does not invest in private funds targeting a diversified portfolio of infrastructure investments.

Investment restrictions

The Company invests and manages its assets with the objective of spreading risk and, in doing so, is subject to the following investment restrictions, which are measured at the time of investment:

- no single portfolio investment will represent more than 15% of Gross Asset Value;
- no more than 20% of Gross Asset Value will be invested in investments where the underlying infrastructure asset is located in a non-OECD country; and
- no more than 30% of Gross Asset Value will be invested alongside funds or accounts of any single Sponsor (other than Pantheon).

In addition, the Company does not invest in infrastructure assets whose principal operations are in any of the following sectors (each a '**Restricted Sector**'):

- coal (including coal-fired generation, transportation and mining);
- oil (including upstream, midstream and storage);
- upstream gas;
- nuclear energy; and
- mining.

The Company may invest in infrastructure assets whose principal operations are not in a Restricted Sector, but that nonetheless have some exposure to a Restricted Sector (for example, a diversified freight rail transportation asset that has some exposure to the coal sector), provided that: (i) no more than 15% of any such infrastructure asset's total revenues are derived from Restricted Sectors; (ii) no more than 5% of total revenues across the Portfolio (measured on a look-through basis) will be so derived.

DIGITAL INFRASTRUCTURE	TRANSPORT & LOGISTICS	RENEWABLES & ENERGY EFFICIENCY	SOCIAL & OTHER INFRASTRUCTURE	POWER & UTILITIES
(including wireless towers, data centres and fibre-optic networks)	(including ports, rail, roads, airports and logistics assets)	(including smart infrastructure, wind, solar and sustainable waste)	(including education, healthcare, government and community buildings)	(including transmission and distribution networks, regulated utility companies and efficient conventional power assets)

Q&A WITH THE INVESTMENT MANAGER

Q

How has PINT performed in the year, in shareholder return and NAV terms?

From a NAV perspective, we are very happy to have seen performance come through during the year as the exciting potential of PINT's portfolio has translated into fair value gains. This NAV progression, in addition to the dividends paid during the year, accounted for a NAV Total Return of 10.4%, which is tracking above the original IPO target of 8-10% per annum.

It is frustrating that PINT's share price return has not progressed in the same manner. The Company continues to be impacted by the wider market factors stemming from the increased interest rate environment, most acutely the outflows from retail and wealth managers, which have resulted in the current share price discount to NAV. We remain focused on maintaining the robust performance of the Portfolio and retain full confidence that in time the Company's share price will reflect NAV.

Q

PINT is very active in the Digital Infrastructure sector, with more than 40% of its assets invested in the sector – why are you so heavily invested in the sector, and is this a trend you expect to continue? What are the risks associated with this sector?

PINT remains committed to a long-term allocation of around 35% in Digital Infrastructure, and the volume of transactions done to date is a function of the high-quality deal flow we have seen across the fibre, towers and data centre sub-sectors. An increasingly connected world with a great reliance on the sharing of data means the favourable tailwinds in this sector are only likely to grow in time, which makes it an incredibly exciting space to be investing in.

As with an investment in any specific sector, this has to be done mindful of the apparent risks. Some of the factors that have been considered during the process of investing in PINT's digital assets include assessing prospective market share and overbuild risk (fibre), the tenor of contracts with customers (data centres and towers), access to power grid capacity (data centres) and the ability to add additional carriers to existing towers to increase tenancy ratios (towers).

Q

What headwinds do you anticipate for the infrastructure asset class over the next year, and what are you doing to mitigate them?

We continue to be focused on the key risks around leverage, effective management of interest rate and merchant price exposures, and limiting exposure to GDP or demand-based risks. We think that speaks as much to what we consider to be infrastructure risk as much as it reflects an approach to mitigate risks in the current environment.

Q&A WITH THE INVESTMENT MANAGER CONTINUED

Q

How are you going to continue to generate returns in a higher interest rate environment?

By investing in operating companies with favourable growth potential, there is some degree of exposure to interest rate risk (through capex facilities/RCFs which cannot be locked down in the way the debt of a solely operating asset can be). However, what we are seeing is that the companies PINT invests in have broadly been very effective at passing on these costs through their pricing models. More simplistically, these companies maintain discipline through their capital allocation and the returns for new projects or initiatives need to make sense in the current environment. We are encouraged to have seen this capital discipline maintained across the Portfolio.

Q

Given the interest rate and economic environment, what new strategies or approaches are you considering to meet your targets in terms of income and total returns?

Given the positive NAV development we are seeing and the overall Portfolio performance in what has been a challenging macro environment, we do not see any immediate need to change PINT's approach. In fact, if anything, we think the approach has been bolstered by the fact we are now seeing investors place a greater emphasis on the need for capital growth from their infrastructure allocations.

Q

How will the Company grow while the share price trades at a discount to NAV?

PINT's investment approach is to deliver NAV growth through capital appreciation across its Portfolio. This is important because as well as being a differentiator amongst a peer group that has traditionally been predominantly income focused, it means that the vehicle will naturally grow through the passage of time, providing that investment objectives are achieved. We believe that realising this NAV growth through investment exits, then recycling proceeds into further growth opportunities, presents a valid basis for the Company's share price to return to a premium, providing opportunities to materially increase the size of the Company through additional equity issuances.

OUR MARKET

Infrastructure continues to demonstrate resilience against a challenging macroeconomic backdrop.

Market growth

In 2023, AUM in the private infrastructure market grew to in excess of $1 trillion, with a projected CAGR of ~11% between 2023 and 2027[1]. Against this backdrop, competition for assets has intensified, with allocations to infrastructure increasing and new participants entering the market in specialised sub-sectors. Increased competition in the market has necessitated a focus on maintaining a disciplined and selective investment approach.

Macro

Deterioration in the global macro economy has continued to demonstrate the resilience of the infrastructure asset class. Rising inflation, although directly benefiting those assets with inflation linkage, led to central bank policy tightening throughout 2023. However, Pantheon's experience is that any upward pressure on discount rates for infrastructure asset valuations has largely been offset by valuation benefits associated with inflation and other sector-specific tailwinds.

1. Source: Preqin Special Report – The Future of Alternatives in 2027. Closed-ended funds only; October 2022.

Key macro themes

01. Rising inflation

- Peak inflation appears to have passed and, in most developed economies, inflation rates are falling.
- Contracted and inflation-linked revenues can provide protection during periods of rising inflation.

02. Rising energy prices

- Energy markets have dramatically changed over the past year or two, which has knock-on effects for certain types of infrastructure assets.
- Power generation assets with merchant price exposure should continue to see yield and valuation benefits.
- Assets with pricing power will continue, where possible, to pass on higher energy costs to customers.
- Energy-intensive infrastructure assets may experience headwinds as a result of higher costs.

03. Interest rates

- Increased bond yields have driven up risk-free rates, although transactional evidence is not showing any significant increase in discount rates for core plus assets, and yields now seem to have peaked.
- Historic debt financing on favourable terms, hedging and availability of longer-term fixed debt have provided a good degree of downside protection. Higher future refinancing rates could lead to lower enterprise valuations.

04. Foreign exchange

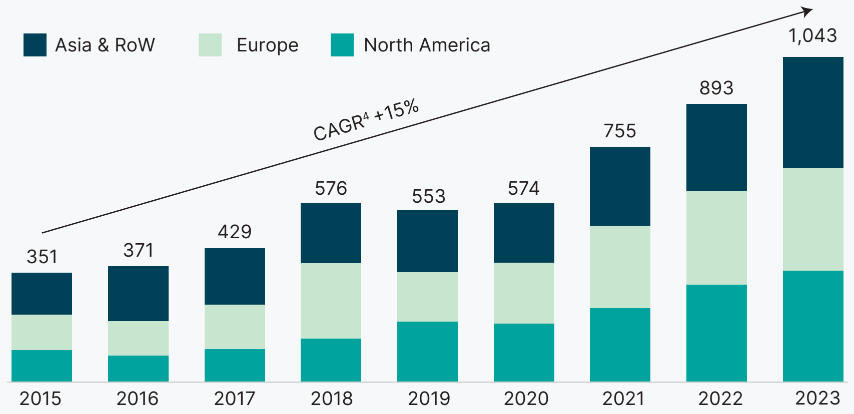
- Although PINT's foreign exchange risk is partly hedged, USD strength will continue to benefit assets with USD-denominated revenue.

OUR MARKET CONTINUED

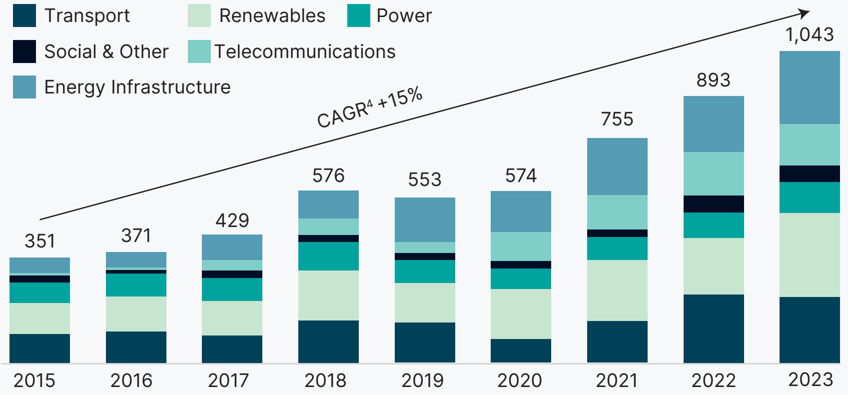
Infrastructure market indicators

Upward trends in deal activity, recovering fundraising and improving investor sentiment provide a positive backdrop for future growth.

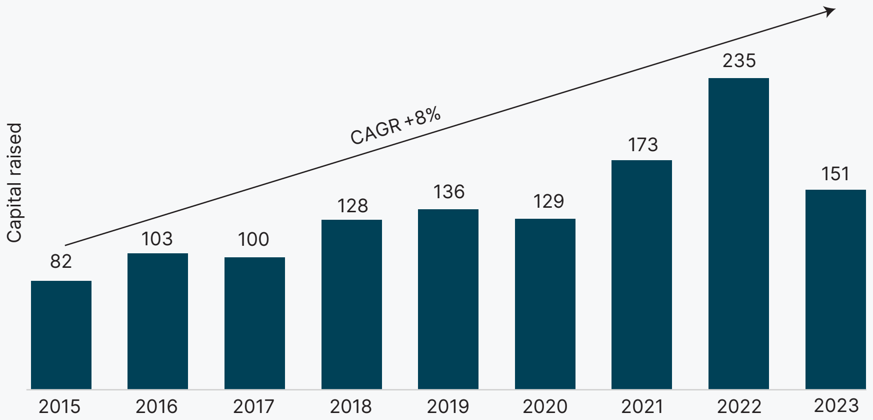
Deal activity by geography ($bn)[1]



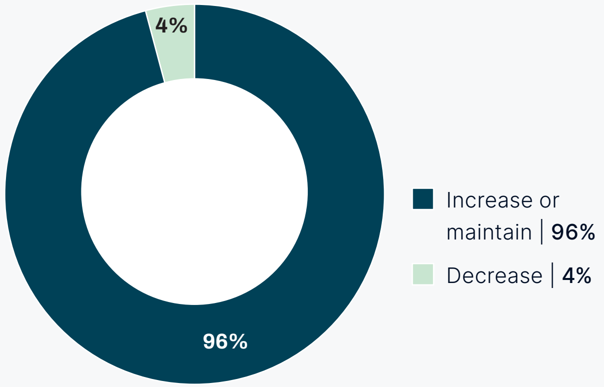
Deal activity by sector ($bn)[1]



Infrastructure fundraising ($bn)[2]



Investor sentiment for future allocations[3]



Pantheon opinion. There is no guarantee that these trends will persist.

1. Source: Inframation, based on greenfield and brownfield transactions from 2015 to 2023.
2. Source: Preqin as of January 2024. Infrastructure fundraising based on year capital was closed, including funds which have not held a final closing.
3. Source: Preqin Infrastructure Global Report 2024.
4. CAGR is calculated on an eight-year period from 2015-2023.

OUR MARKET CONTINUED

The way in which societies and economies function over time is changing, which creates new long-term tailwinds for the sectors that serve them.

PINT has constructed a portfolio in these growing markets with favourable tailwinds which should provide sustainable returns to shareholders.

Global changes

Urbanisation
Digitalisation
Smart cities
Telecommunications
Work from home
Decarbonisation
Population growth
Supply chain realignment

Pantheon opinion. There is no guarantee that these trends will persist.

Key sector themes

DIGITAL INFRASTRUCTURE

- Sustained increase in demand due to global trends requiring major increase in data/connectivity (remote working, gaming, AI, streaming, videos etc.).
- Labour and supply chain shortages/issues are impacting certain build-out and development projects.

POWER & UTILITIES

- The role of hydrogen has the potential to be significant in energy transition, which impacts utilities such as gas transmission and distribution companies.
- Revenues tend to be inflation-linked, which is highly beneficial in the current market environment.
- High demand and lack of supply in the market has driven asset prices up.

RENEWABLES & ENERGY EFFICIENCY

- Governments and supranational organisations globally are prioritising climate change issues and clean energy, leading to tangible targets for many organisations.
- Infrastructure supporting the development of energy transition is still under-developed in areas such as the electric grid/EVs; further investment in this sector is in high demand.
- However, the process to build/transition relevant assets is comparatively slow.

TRANSPORT & LOGISTICS

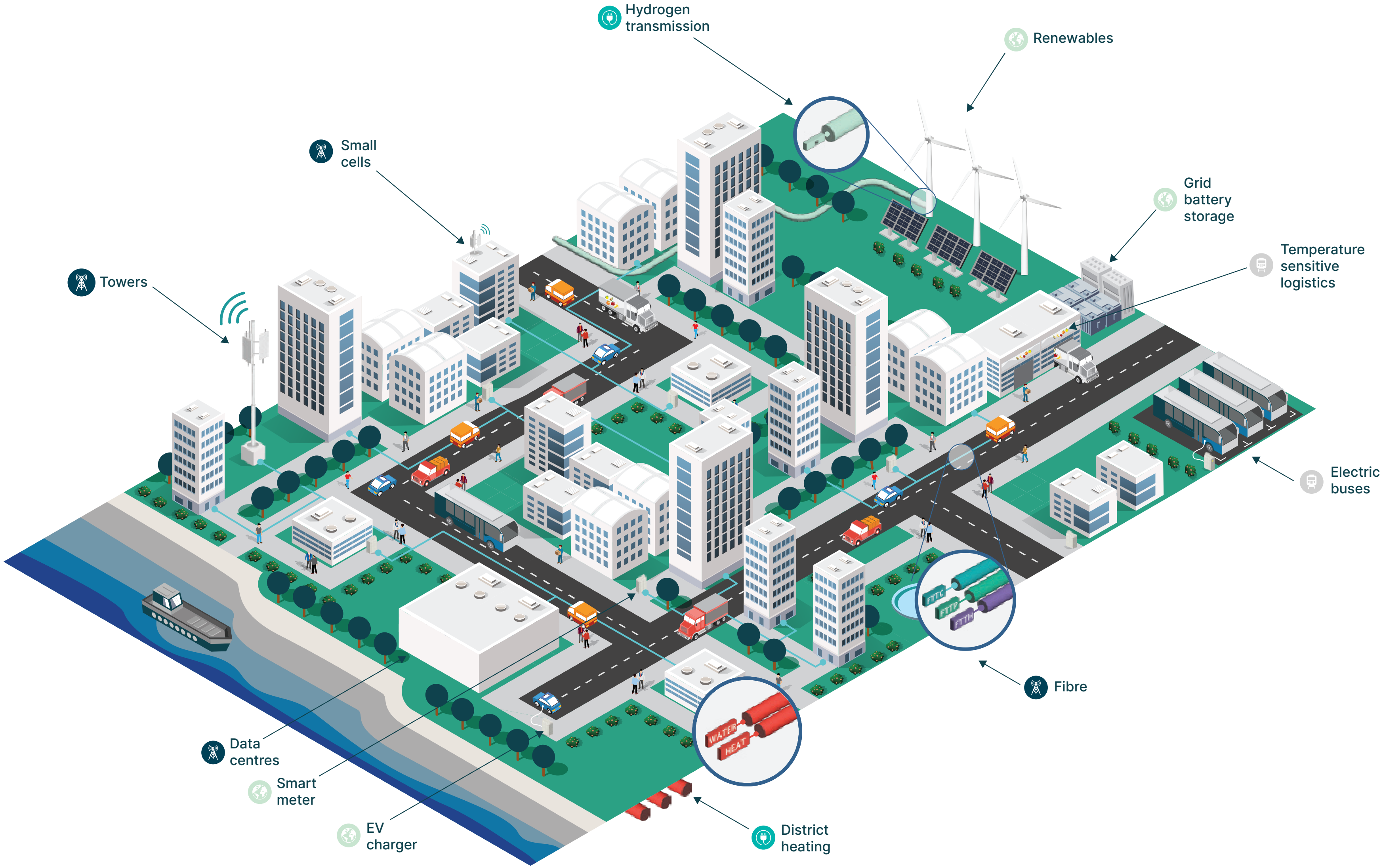
- Increased demand for cleaner modes of transport in line with aforementioned global trends.

SOCIAL & OTHER INFRASTRUCTURE

- Growth in life sciences, medical services and research, and an ageing population are driving demand for infrastructure in this sector.
- Challenges include the lack of tangible current deal flow, and limited relative attractiveness due to pricing, which has meant PINT has not made any social infrastructure investments to date.

OUR MARKET CONTINUED

Modern infrastructure



SECTOR SPOTLIGHT HYDROGEN

Introduction

Hydrogen is an abundant, energy-dense and combustible element which exists in gas form at temperatures above -253˚C. Its properties give it the potential to displace fossil fuels in a range of industrial processes and power generation.

Some of its potential end uses include:

- Transport fuel – shipping, aviation, heavy vehicles
- Fertiliser production
- Plastics and chemical manufacturing
- Steel production

There is also ongoing consideration of hydrogen's role in heat and power generation, the viability of which continues to be debated relative to the process efficiency compared to other low-carbon sources, such as renewable power generation and district heating.

Production

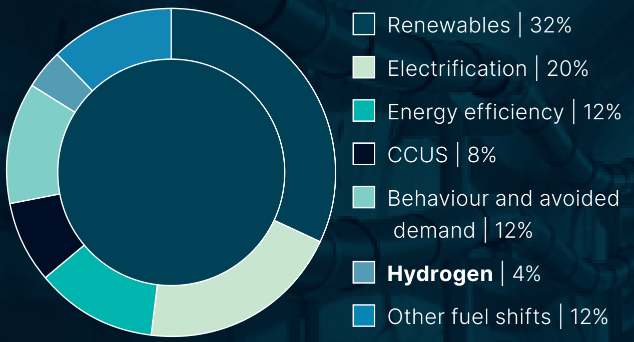
Globally, approximately 95% of all hydrogen is produced by the steam methane reforming (SMR) process. The SMR process involves reacting fossil fuels (mainly natural gas) with steam at high temperatures to produce hydrogen and carbon monoxide. Without the addition of carbon capture technology, carbon dioxide is released as a byproduct of this process, creating what is commonly referred to as "grey hydrogen". There are a variety of other methods that seek to reduce the carbon intensity of production, including:

- green hydrogen – typically produced through splitting water by electrolysis using renewable power;
- blue hydrogen – produced from SMR with carbon capture; and
- pink hydrogen – produced through splitting water by electrolysis using power generated from nuclear power.

Role of hydrogen in energy transition

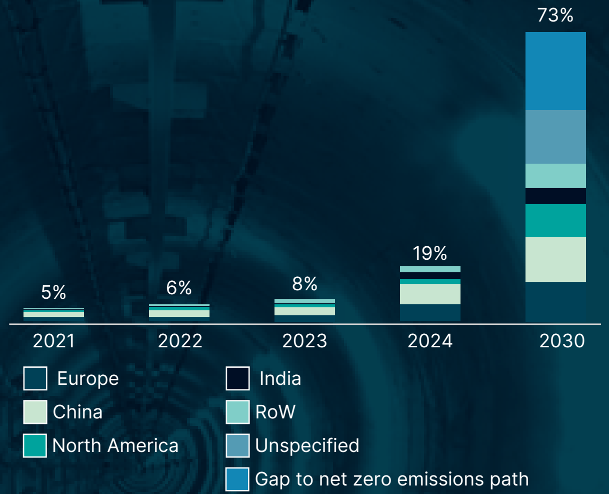
The International Energy Agency (IEA), in its latest Net Zero Roadmap Update, estimates that hydrogen will be responsible for c.4% of the emissions abatement in a scenario where net zero emissions are achieved by 2050.

Emissions reduction by mitigation in the net zero scenario, 2021-2050[1]



This contribution implies an increase in demand for hydrogen from around 100 million tonnes (Mt) today to 150Mt by 2030, increasing to 430Mt in 2050, all of which will need to be produced from low-carbon sources. The significant contributors to this increase are transport (main impact from 2035), industry (significant current demand expected to grow as industrial processes are decarbonised) and power generation (replacement of natural gas and coal-fired power generation).

Announced annual electrolyser manufacturing capacity (GW) – % of NZE capacity[1]



1. Hydrogen – Analysis – IEA.

SECTOR SPOTLIGHT CONTINUED
HYDROGEN

Hydrogen infrastructure

Governments around the world have set targets for green hydrogen production to support the decarbonisation of industrial processes and transport.

The forecast increase in demand for low-carbon hydrogen and associated support schemes put in place by governments has spurred investment across the value chain by corporate and infrastructure investors into electrolysis derived green hydrogen opportunities. The IEA estimates that electrolyser manufacturing investments announced to date will cover 73% of the total required global capacity by 2030.

2GW by 2025
10GW by 2030

- Net Zero Hydrogen Fund – £240 million pathfinder funding.
- Low Carbon Hydrogen Agreement – Govt. backed Contract-for-Difference (CfD).
- Supporting "no regrets" transportation and storage.

10Mt, 40GW by 2030

- REPowerEU – innovation funding and carbon CfDs.
- EC regulation will require replacement of 40% grey hydrogen with renewable hydrogen by 2025.
- €6 billion Connecting Europe Facility funding for cross-border energy projects.

PINT approach

PINT's approach to identifying investment opportunities in hydrogen is focused on projects that demonstrate characteristics aligned with traditional infrastructure assets, namely with downside protection through a high proportion of contractual or regulated cash flows that feature some explicit or implicit link to inflation.

10Mt by 2030
50Mt by 2050

- Target to produce clean hydrogen at $1/kg by 2030.
- Focus on regional networks near off-takers.
- H2Hubs – $7 billion of federal funding to support 3Mt p.a. capacity.

Up to 10% of global supply in 2050

- Target to produce clean hydrogen at A$2/kg.
- A$1.2 billion of investment to date, including seven clean hydrogen hubs.
- Australian mining company, Fortescue, is targeting 15Mt production by 2030.

Currently, hydrogen projects in development typically have limited visibility of long-term offtake agreements at the outset, making it difficult to assess the balance of risk and reward. Some subsidy regimes, such as the Low Carbon Hydrogen Agreement in the UK, can help to mitigate cash flow uncertainty once a project is operational.

Transactions that involve the decarbonisation of an existing asset can provide increased cash flow visibility and downside protection if the transition to hydrogen is delayed or the terms of supply/offtake agreements and state support are initially unknown. In this respect, PINT has invested in National Gas, a regulated utility which owns and operates the gas transmission network in Great Britain. Its current network supplies natural gas used in power generation, industrial processes and by the 85% of UK households that use gas-fired heating. It connects Great Britain to key gas import and export infrastructure including onshore terminals for gas fields in the North Sea, LNG terminals and interconnectors with Europe. National Gas is working together with other key stakeholders, including gas distribution networks, to develop a facility from decommissioned assets which will carry out safety and feasibility tests on hydrogen blending in existing gas infrastructure. This will inform a broader project to upgrade and repurpose the transmission network to carry hydrogen from key production sites across Great Britain to industrial clusters and distribution networks. The decision on whether to proceed with hydrogen blending and undertake related network investment will ultimately be made in conjunction with regulator Ofgem, the Health & Safety Executive and the UK government.

BUSINESS MODEL

Purpose

The Company has built a global portfolio of investments with blended risk/return profiles, and set targets across deal types, sectors and geographies for diversification.

Our co-investment strategy differentiates us in the listed infrastructure market.

What sets us apart

1 Deal selectivity
Sponsor relationships drive strong deal flow, allowing for highly selective investment process.

2 Diversification
Access to investments across sourcing Sponsors, sectors and geographies.

3 Sponsor specialisation
Ability to choose deals alongside a Sponsor with a distinct edge who may be best placed to create value.

4 Fee efficient
Co-investments typically offered with no ongoing management fee/carried interest charged by the Sponsors.

Capturing secular growth

DIGITAL INFRASTRUCTURE

DIGITAL INFRASTRUCTURE
- Growth in mobile data traffic
- Growth in 5G connected devices

RENEWABLES & ENERGY EFFICIENCY

RENEWABLES & ENERGY EFFICIENCY
- Average cost reduction for solar/wind
- Increasing global installed wind/solar capacity

POWER & UTILITIES

POWER & UTILITIES
- US/Europe transitioning grids to accommodate more renewable energy
- US coal power plant retirements

TRANSPORT & LOGISTICS

TRANSPORT & LOGISTICS
- Increased global trade
- Higher e-commerce penetration

BUSINESS MODEL CONTINUED

How we create value

Investors

Shareholders

Investors in PINT can participate in a globally diversified portfolio of infrastructure assets alongside other leading private asset managers and institutional investors.

PINT's business model creates value by allowing Pantheon, the Investment Manager, to allocate capital and invest on its behalf alongside the Sponsors that it believes have a distinct edge in a particular infrastructure sector.

Vehicle

PINT (public)

PINT has access to Pantheon's deal sourcing platform.

Since PINT is publicly listed, any retail or institutional investor is able to benefit from any value it creates.

PANTHEON

Other Pantheon Funds (private)

Pantheon provides a broad sourcing network with leading private asset investment managers and has strong relationships with Sponsors it can leverage on behalf of PINT.

Refer to the Investment Manager's report for more details.

Portfolio

Infrastructure assets

High-quality infrastructure assets typically benefit from long-term contractual cash flows, positive correlation to inflation and exposure to secular changes in society.

Value creation

8-10%
p.a.
NAV Total Return per share

4p
per share[1]
second year dividend, progressive thereafter

1. The Company is paying a dividend of 4p per share for the year ended 31 December 2023, and, thereafter, progressive.

BUSINESS MODEL CONTINUED

Background to co-investments

There are broadly three routes to investing in private infrastructure assets:

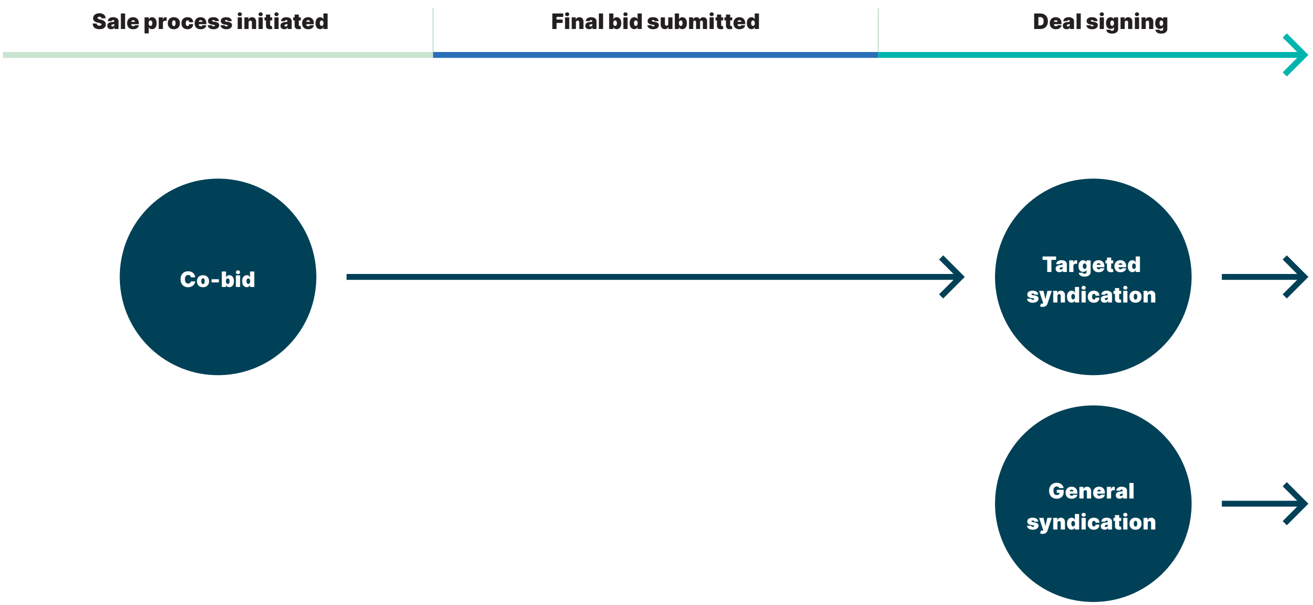
Co-investments
Co-investments give investors the opportunity to invest alongside Sponsors in specific Portfolio Companies. Allocating to co-investments can provide incremental advantages to investors, including targeted deal selection and fee-efficient exposure to transactions which are often offered by Sponsors on a no-fee and no-carry basis.

Primaries
Primaries involve a commitment to a newly launched limited life fund managed by a Sponsor who will build a portfolio of private investments and seek to exit improved businesses in the later years of the fund term at a profit.

Secondaries
Secondaries traditionally involve the purchase of an interest in an established private fund or a portfolio of funds from an existing investor.

PINT's investment policy is to gain exposure to infrastructure assets via **co-investments**. This can take the form of the following types of transaction:

- **Co-bid:** partnering with a lead Sponsor to underwrite a deal prior to final bid submission, requiring the need for a sophisticated investor who can lead independent due diligence on an asset.
- **Targeted syndication:** following the signing of a deal, a Sponsor will offer a select group of investors a portion of the deal. This will typically comprise fewer than five parties, who may have undertaken some early due diligence on the transaction.
- **General syndication:** following the signing of a deal, a Sponsor will offer all of its existing fund investors the opportunity to gain exposure to a transaction.



BUSINESS MODEL CONTINUED

Background to co-investments continued

Advantages of investing in infrastructure via co-investments

Investing in co-investments can be an attractive way to gain access to private infrastructure for several reasons, including:

Access

There are fewer public market opportunities to access infrastructure assets, as infrastructure companies tend to remain private for longer periods of time. Therefore, investing through co-investments provides access to assets not normally accessible by public market investors.

Enhanced economics

The use of co-investments can reduce the overall expense ratio and gross-to-net performance spread of a portfolio, as most deals are offered with no ongoing management fee or carried interest charged by the Sponsor.

Alignment

The structure of co-investments provides significant alignment through the incentivisation of both deal Sponsors, who typically provide the majority of capital through their primary fund vehicles, and Portfolio Company management who are typically tied in under long-term incentive programmes.

Portfolio construction

Pantheon is able to utilise co-investments to select individual assets to gain exposure to, and tilt the Portfolio towards, sectors based on the Investment Manager's view on relative value.

Diversification

Co-investments enable a portfolio to be constructed that is diversified across infrastructure sectors, geographies, stages and Sponsor.

Exposure to nascent sectors

Co-investments can provide access to nascent and emerging sectors that may otherwise be underweight or not be available within primary or secondary investment opportunities.

Sponsor specialisation

Co-investors have the ability to choose deals alongside a Sponsor with a distinct edge who may be best placed to create value.

BUSINESS MODEL CONTINUED

Pantheon's investment process

Sourcing | Screening | Due diligence | Approval | Execution

Sourcing and origination

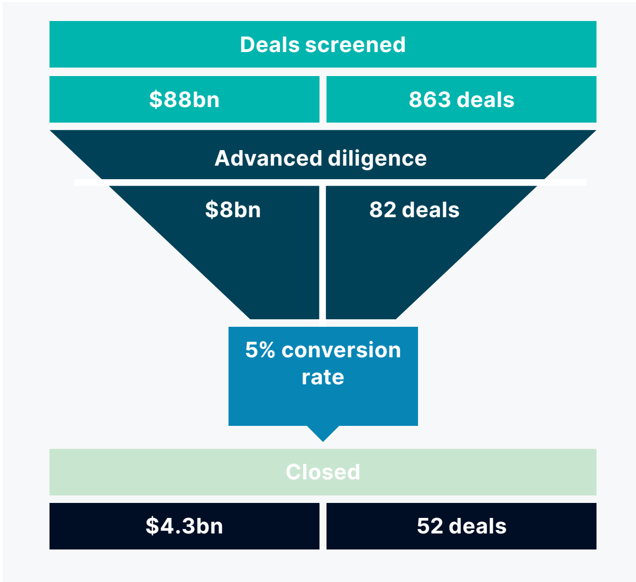
In its role as Investment Manager to the Company, Pantheon is responsible for the sourcing and execution of transactions on behalf of PINT.

The Investment Manager's sourcing leads to a wide array of investment opportunities as Sponsors embrace new transaction models and co-investment appetite from investors increases. Pantheon's primary relationships and network of Sponsors allow it to be a preferred co-investor, screening a high volume of proprietary transactions. Pantheon's ability to work with partners to provide capital solutions in complex scenarios is expected to continue to generate differentiated deal flow and allow it to acquire high-quality and difficult-to-access assets for the Company's portfolio and other Pantheon clients.

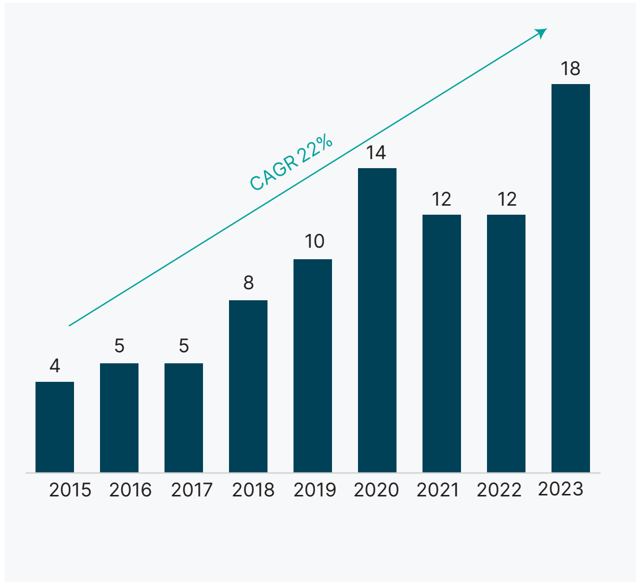
Co-investment capital makes up a sizeable portion of the infrastructure investment universe, and Pantheon continues to see strong deal flow, with continued signs of growth. This is driven by Sponsors continuing to see the wider franchise benefit in offering their trusted partners co-investment deal flow, and in particular due to such Sponsors being constrained by fund concentration limits. Such limits may restrict the volume of capital many Sponsors can invest from their funds in larger transactions, potentially restricting their access to many deals unless they have access to additional co-investment capital.

Global sourcing and rigorous screening with highly selective conversion rate

Pantheon's infrastructure co-investment deal funnel, 2015-2023



Pantheon: annual infrastructure co-investments screened ($bn):



BUSINESS MODEL CONTINUED

Pantheon's investment process continued

Sourcing | Screening | Due diligence | Approval | Execution

Screening

Screening is the first of three stages of the Pantheon investment due diligence and approval process. This stage involves preliminary due diligence of the opportunity, which includes:

- assessing the deal fit to fund strategy;
- review potential returns profile;
- explore risk factors;
- determine manager track record;
- understand transaction dynamics and sponsor alignment; and
- conduct fund/company overview.

Due diligence and underwriting

After Screening, due diligence will be undertaken as part of the "Advanced Notice" stage, including:

- review financial model and underlying assumptions;
- review internal and company databases;
- evaluate macro trends and sector themes/outlook and review compatibility with assumptions; and
- identify risks and mitigants.

If a deal is approved at Advanced Notice stage, it will proceed to the final investment committee stage, Investment Thesis. Transactional and due diligence work undertaken ahead of this includes:

- benchmark performance;
- extensive asset due diligence;
- assess downside protection;
- finalise financial model;
- onsite manager visits;
- ESG and climate change risk assessment;
- tax due diligence;
- conduct background checks/reference calls; and
- complete "Investment Thesis" for submission to GIRAC.

Reasons to decline

- Poor-quality assets
- Business/firm franchise issue
- Lack of coverage
- Overly competitive process
- Limited Pantheon edge
- Poor fit with portfolio strategy
- ESG considerations

Reasons to decline

- Asset-related risk factors:
  - High debt levels
  - High purchase price
  - Commodity price risk
  - Concentration risk
  - Quality of assets/Sponsors
  - Lack of embedded value
- Pricing disconnect

Reasons to decline

- Legal considerations
- Limited downside protection
- Inconclusive references
- Weak governance
- ESG considerations

BUSINESS MODEL CONTINUED

Pantheon's investment process continued

Sourcing | Screening | **Due diligence** | Approval | Execution

Due diligence and underwriting continued

For co-investments, the Company is typically entering the acquisition at the same time as the Sponsor who sets the valuation and enters at the same price, creating alignment with the Company. The Sponsor provides its valuation assumptions for the target asset and the Investment Manager will seek to verify them, and either enter the deal at the same return target as the Sponsor, or take a more conservative view on some of the valuation assumptions which may result in a lower base case return target. This process involves the Investment Manager conducting its own independent review of the valuation assumptions which includes, but is not limited to, the following analysis as part of the Investment Thesis:

- review of all due diligence material available, including technical, market, legal, financial and tax, usually prepared by third-party independent consultants. Assumptions for the valuation are driven from these reports;
- consult with external market contacts to verify key assumptions;
- review financial model driving the valuation; and
- conduct downside and upside sensitivities to prepare a Pantheon base case that still meets relevant return requirements.

The base case prepared during the investment process forms the basis of the final Investment Thesis. The investment return targets can be attributed to several key components of a target business, which may include:

- **existing business:** returns from the profitability of the target's existing assets/contracts;
- **organic growth:** returns derived from initiatives to greater utilise existing infrastructure, such as leasing further antennae capacity on an existing tower installation or supplying other energy products to existing clients of a district heating business;
- **growth capital:** returns generated from capital expenditure initiatives, taking the form of expanding and/or upgrading existing or developing new infrastructure. Such initiatives will depend on the target company's ability to source and execute on a pipeline of growth opportunities;
- **capital structure:** returns generated from optimising the target's debt structure in tandem with its growth trajectory;
- **M&A activity:** returns generated from the increased scale and efficiencies achieved through bolt-on acquisition activity;
- **operational efficiencies:** increased returns generated from reduced operating costs achievable through greater business scale; and
- **multiple expansion:** returns generated from delivering an exit at an increased earnings multiple relative to the initial entry valuation. An increased exit multiple would be in keeping with the expectations to both increase the scale of the target as well as reducing the risk profile over time.

The expected holding period for each co-investment is typically between five to seven years, however this does not form the basis of any guaranteed exit timing or method from the Sponsor. The final timing of a co-investment exit will be a function of business performance and economic conditions, and accordingly this is sensitised during the underwriting process to ensure any delays will not materially compromise expected returns.

Several key financial metrics are used for analytical purposes, including internal rate of return (IRR) and multiple on invested capital (MOIC). IRR is the annual rate of growth that an investment is expected to generate over its life, and MOIC measures investment returns by comparing the total realised value of an investment at the exit date relative to the initial investment amount. The illustrative bridge chart on the next page demonstrates the contributions to expected returns of certain assumptions in a typical private market infrastructure co-investment transaction.

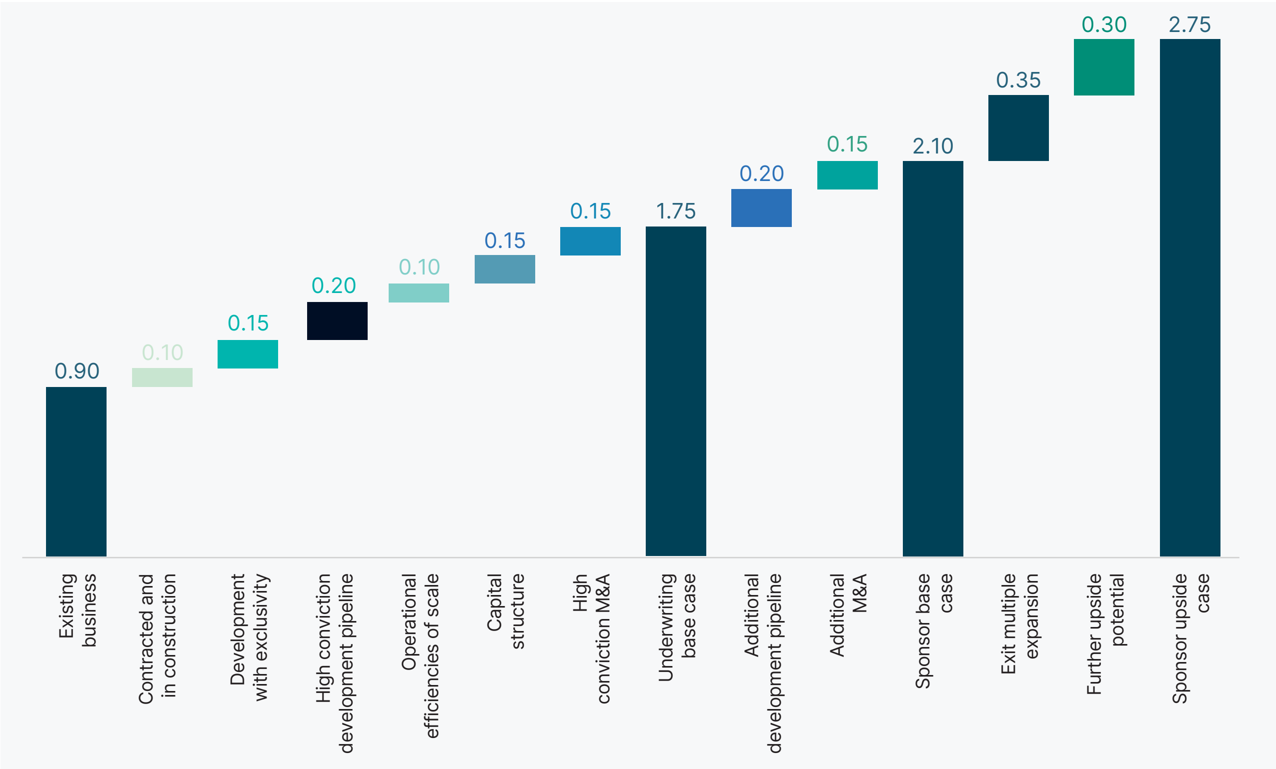
BUSINESS MODEL CONTINUED

Pantheon's investment process continued

Sourcing | Screening | Due diligence | Approval | Execution

Due diligence and underwriting continued

Illustrative MOIC composition[1]



Approval and execution

The final path approval of a deal includes:

- Presentation of final Investment Thesis
- Approval by GIRAC
- Allocation between Pantheon clients in line with investment allocation policy
- Funding ringfenced pending completion

Once a deal has been approved, it will move to legal closing and execution, which involves:

- Optimising deal structure
- Review and negotiate agreements
- Finalise reporting requirements
- Negotiate preferential terms and rights
- Execute transfer and payments
- Implement hedging initiatives

1. Figures are based on illustrative returns for a hypothetical transaction.

BUSINESS MODEL CONTINUED

The Company invests in infrastructure assets typically through a co-investment programme.

Valuations

The Company invests in infrastructure assets typically through a co-investment programme. In a typical co-investment the Company partakes in the investment alongside a lead investor or a Sponsor. The Sponsor will typically set up a co-investment vehicle, subject to annual statutory audits, that invests in the underlying infrastructure investment and will issue a NAV and capital accounts on a quarterly basis.

The Sponsor will usually own the majority of equity and have significant or controlling influence in the asset. Accordingly, Pantheon considers the Sponsor to be the responsible party for preparing the valuation on behalf of the co-investment vehicle, and will largely rely upon the valuations prepared by the Sponsor that have been prepared in-line with relevant accounting standards and IPEV guidelines.

In private market investing, the Sponsor is usually considered to be the best party to determine the appropriate valuation due to the following:

- intimate knowledge of the underlying infrastructure asset held in the SPV and its business financials and the fundamental business environment in which it operates;
- knowledge of the market environment in which transactions of comparable companies take place; and
- the Company's economic interest in an investment as a co-investor is aligned with that of the Sponsor.

In private market transactions, the purchase cost of the investment is an indication of its initial fair value and is thereafter calibrated for subsequent events and changes in valuation inputs. Infrastructure assets often display particular characteristics allowing long-term financial forecasts to be prepared, which tends to result in a high prevalence of the use of DCF methodology in the valuation.

In such cases, fair value is estimated by deriving the present value of the expected cash flows generated by the investment through the use of reasonable assumptions such as appropriate discount rates to reflect the inherent risk of the assets forming the investment.

Valuation governance

Pantheon operates a valuation committee, which is independent of the investment and investor relations teams, which ensures that there are robust governance, oversight and process frameworks in place, guaranteeing compliance with standards and consistent application of policy.

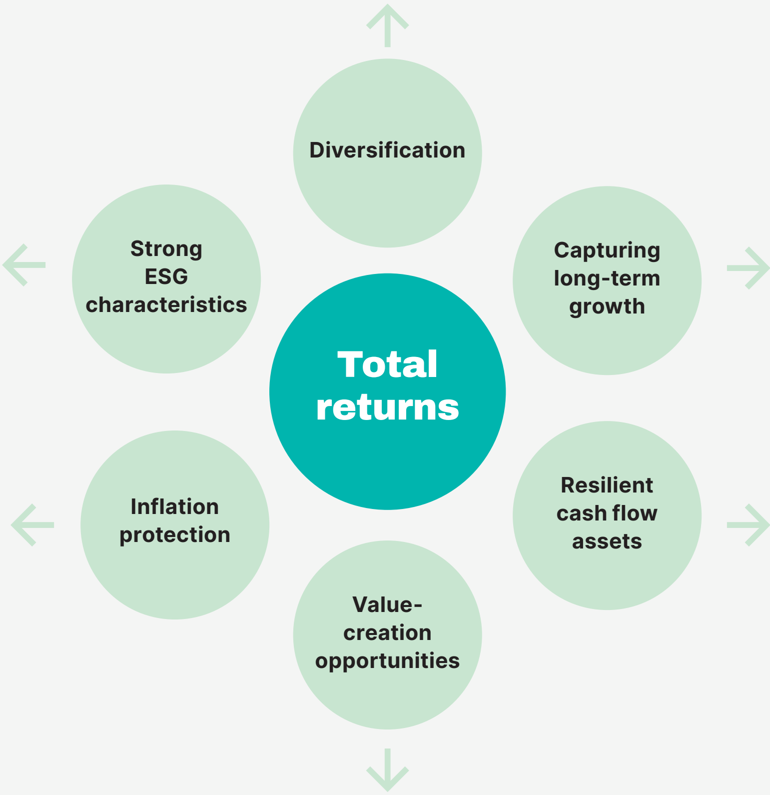
The valuation committee reviews and challenges the valuations provided by the Sponsors and reviews the accounting policies and valuations methodologies applied. The valuation committee has responsibility for approving investment valuations which determine the fair value of the Portfolio, with input from the investment team who are responsible for managing the Portfolio.

INVESTMENT STRATEGY

The Company seeks to generate attractive risk-adjusted total returns for shareholders over the long term, comprising both capital growth and a progressive dividend.

Through the acquisition of equity or equity-related investments, PINT offers a diversified portfolio of infrastructure assets with a primary focus on developed OECD markets.

Global portfolio with exposure to regions, sectors and sourcing partners and the ability to tilt the Portfolio over time to the best risk/return opportunities.



Robust asset and Sponsor ESG risk assessment through due diligence, ongoing asset monitoring and exclusion of high-risk ESG sectors from the strategy, including coal, oil, gas (upstream), mining and nuclear.

Exposure to growth dynamics within infrastructure sub-sectors including the transition to a net zero carbon economy and the digitalisation of social and economic activity.

Natural hedge against rising inflation with certain assets benefiting from inflation protection.

Emphasis on direct infrastructure assets with substantial contracted cash flows and conservative leverage creates a portfolio with downside protection.

Assets where added value can be created through operational optimisation, incremental expansion of a platform or industry consolidation, utilising the skill set and track record of Sponsors.

RESPONSIBLE INVESTING AND ESG

An enhanced approach to responsible investing

The Board of PINT recognises that a focus on environmental, social and governance (ESG) is an important tool for risk mitigation and can lead to value creation across the investment portfolio.

Adherence to ESG principles has been incorporated in Pantheon's pre and post-investment processes for many years and the Investment Manager will continue to play an influential role in promoting ESG standards and diversity and inclusion in private markets.

The Directors of PINT have full oversight of ESG matters within PINT's portfolio and fully support Pantheon's long-standing commitment in this area.

Investing responsibly in infrastructure is central to PINT's business model. Sound ESG practices and operating sustainably are integral to building a resilient infrastructure business and creating long-term value for our shareholders and other stakeholders.

PINT is classified as Article 8 under the European Union's Sustainable Finance Disclosure Regulation (SFDR). To support its promoted environmental/social characteristics, PINT has adopted an investment policy which restricts investments in specific excluded sectors, i.e. coal (including coal-fired generation, transportation and mining), oil (including upstream, midstream and storage), upstream gas, nuclear energy and mining.

PINT's Board is ultimately responsible for its sustainability and established its ESG & Sustainability Committee in July 2023 to oversee and review its ESG & Sustainability Policy, which can be found on PINT's website (**www.pantheoninfrastructure.com**). The Committee is chaired by Ms Finegan, an independent Non-Executive Director, and consists of PINT's Board members along with Pantheon's Global Head of ESG. Full biographies of the Board Committee members can be found on pages 74 to 75.

Looking ahead, the Company is aiming to improve data collection, resulting in increased disclosures with the aim of improving ESG performance of investments. The focus over the next year will be very much on engagement with suppliers and Sponsors to develop data collection and disclosure in relation to Scope 1, 2 and 3 emissions and climate risk assessments.

As Investment Manager, Pantheon is tasked with delivering this ESG and Sustainability Policy day-to-day.

Pantheon's group-wide Sustainability Policy can be found on Pantheon's website (**www.pantheon.com**). Its objective is to ensure that material ESG considerations are appropriately reflected in Pantheon's pre and post-investment processes.

Pantheon is rigorous in assessing and managing sustainability-related risks in its managed portfolio and identifying opportunities. Pantheon believes this is crucial to harnessing the potential for value creation, as well as in protecting the interests and reputations of its firm and clients.

Equally, Pantheon is experienced in actively seeking investments in opportunities arising from the development of solutions to global sustainability challenges. These long-term trends are aligned with PINT's strategy and investment mandate.

RESPONSIBLE INVESTING AND ESG CONTINUED

Pantheon has deeply embedded ESG considerations into its investment processes, from the initial screening of opportunities, through due diligence and engagement and post-investment monitoring.

Pantheon's focus recently has been on enhancing its screening and due diligence on deals from an ESG perspective. Pantheon has introduced a new approach to ESG called TIES – which stands for Transparency, Integration, Engagement and Solutions – as this encapsulates the strong ties between Pantheon, the Sponsors and the Portfolio Companies. As part of this, Pantheon recently developed a proprietary ESG due diligence scorecard, incorporating a range of topics including climate risk, reputational risk, diversity, equity and inclusion (DEI) and biodiversity.

PINT's focus on co-investments provides the Investment Manager with more control over ESG and enables Pantheon to undertake ESG due diligence on Portfolio Companies prior to investing.

Pantheon is committed to advocating for ESG practices across the infrastructure industry through its participation in a variety of industry initiatives and by using its position on advisory boards worldwide to promote high ESG standards on behalf of PINT among Sponsors and investee companies.

Pantheon TIES

Transparency

Enhanced transparency through improved ESG practices

Integration

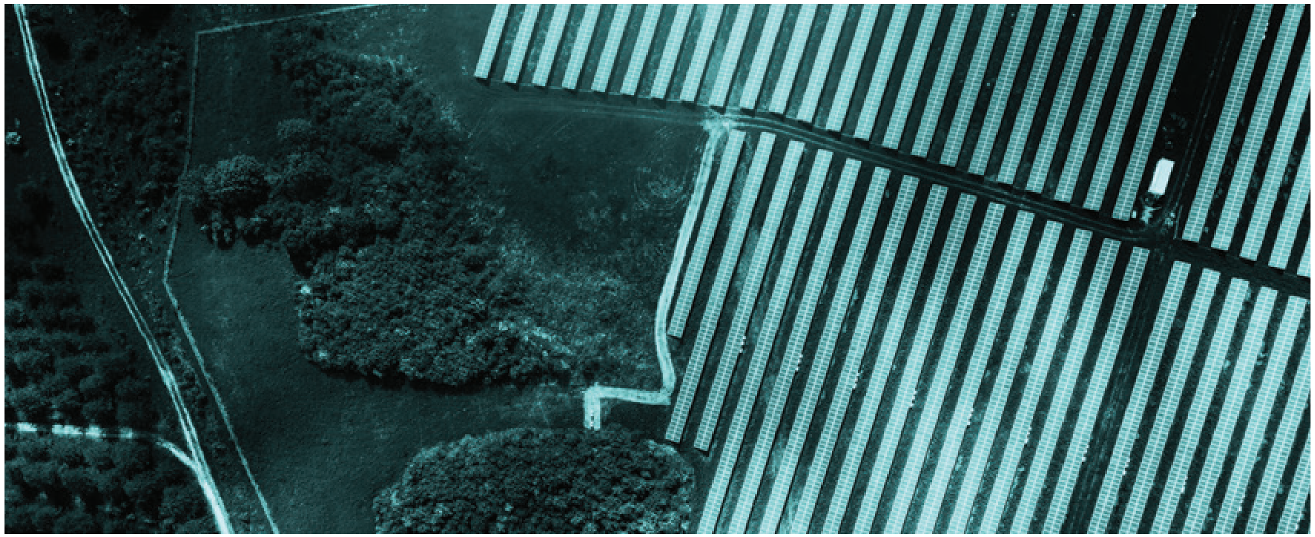
Integration of ESG screening, due diligence and monitoring

Engagement

Consistent Sponsor, industry and investor engagement leads to improved ESG outcomes

Solutions

Developing Pantheon's capability to offer solutions that meet investors' ESG and sustainability requirements



RESPONSIBLE INVESTING AND ESG CONTINUED

Pantheon's enhanced ESG framework

Screening

ESG screening process applied to all investment opportunities

In practice
Integrated into ESG due diligence scorecard

Due diligence

ESG scorecard used to assess:

1. Private markets manager
2. Private markets fund
3. Single-company deal
4. Multi-company deal

In practice
ESG due diligence scorecard output included in investment committee memos

Monitoring/engagement

Monitoring:

1. Private markets manager data collection
2. Portfolio Company data collection

Engagement:

1. Private markets manager: targeted engagement based on scorecard
2. Industry: advocate for ESG best practice through industry trade bodies

Reporting

Focusing efforts on standardised ESG reporting templates to align with:

1. SFDR metrics
2. ESG Data Convergence Initiative metrics
3. Task Force on Climate-related Financial Disclosure requirements

In practice (Monitoring/engagement and Reporting)
Enhancing ESG data collection systems

Signatory of:

ESG committee member of:

RESPONSIBLE INVESTING AND ESG CONTINUED

During the period, PINT's 2022 sustainability report was released, which included detailed climate risk disclosures, guided by the recommendations of the Task Force for Climate-related Financial Disclosures (TCFD). The sustainability report set out how climate-related risks are integrated into PINT's governance, strategy, risk management and metrics and targets.

The Company looks forward to sharing PINT's 2023 sustainability report, which will incorporate more detailed reporting in accordance with the TCFD recommendations. The table below illustrates the progress made to date.

Area	Disclosures	Reference	Summary of progress
Governance	a) Describe the Board's oversight of climate-related risks and opportunities. b) Describe management's role in assessing and managing climate-related risks and opportunities.	• Corporate governance: page 79 • Investment process: page 52 • Responsible Investing & ESG: page 58 • ESG & Sustainability Committee Report: page 94	• PINT's Board is ultimately responsible for its sustainability, and formally established its ESG & Sustainability Committee in July 2023 to oversee and review these activities as set out in the ESG and Sustainability Policy. PINT is committed to sustainability throughout its supply chain. The appointment of third parties is overseen by the PINT Board and reviewed annually at the Management Engagement Committee. • Pantheon executes PINT's strategy, makes investment decisions, monitors climate-related performance and reports to the Board on progress.

Strategy	a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.
	b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.
	c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.
		• Chair's statement: page 8
		• Our market: page 42
		• Investment strategy: page 57
		• Principal risks and uncertainties: page 68
		• Viability statement: page 72
			• PINT will not invest in infrastructure assets whose principal operations are in:
			  • coal (including coal-fired generation, transportation and mining);
			  • oil (including upstream, midstream and storage);
			  • upstream gas;
			  • nuclear energy; and
			  • mining.
			• Following climate risk assessments in 2022, the impact of climate related drivers associated with both changing climatic conditions and the transition to a low carbon economy have been considered. Pantheon has engaged an external consultant to enable a more granular assessment of these risks.

Risk management	a) Describe the organisation's processes for identifying and assessing climate-related risks. b) Describe the organisation's processes for managing climate-related risks. c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.	• Principal risks and uncertainties: page 68	• The Company has a comprehensive risk and governance framework to ensure all risks, including ESG and climate-related risks, are monitored and managed with due care and diligence. • The Board exercises oversight of this framework, through its Audit and Risk Committee, and ESG risks and opportunities are additionally considered by the ESG & Sustainability Committee. • Based on the results of Pantheon's scenario analysis assessment, 100% of PINT's portfolio is expected to see a neutral or positive transition impact. 87% of PINT's portfolio present an opportunity in the transition.

RESPONSIBLE INVESTING AND ESG CONTINUED

Area	Disclosures	Reference	Summary of progress
Metrics and targets	a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks. c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	• Responsible investing and ESG: page 58	• PINT has committed to report certain climate-related metrics, as set out on page 10 of its recent sustainability report, including: • GHG emissions data (tCO_2e); • year of emissions; • carbon intensity (tCO_2e/£m revenue); and • carbon footprint (tCO_2e/£m NAV). • The Company is in the process of calculating its Scope 1, 2 and relevant Scope 3 emissions for the purposes of its upcoming TCFD reporting.

Looking ahead, the Company is aiming to improve data collection resulting in better disclosures and also improved ESG performance of investments. We acknowledge that as an investment company without control of the underlying investee companies, we are heavily reliant on Pantheon and the Sponsors for the collection of data and delivery of any ESG objectives.

The focus over the next year will be very much on engagement with suppliers and Sponsors to develop the communication, data collection and disclosure. In particular:

1. Data and KPIs – increasing the capture of ESG data e.g. capturing actual Scope 1, 2 and 3 emissions rather than relying on estimates through increasing engagement with Sponsors;
2. Disclosures – we will review the TCFD product report which the Investment Manager is required to publish in the course of 2024. Additionally, we will monitor and keep up to date with the development of the TNFD (“Taskforce on Nature-related Financial Disclosures”);
3. Climate risk assessment – Pantheon is working on enhancing its transparency of climate-related risk analysis and it assesses each individual investment and climate-related risks
4. Supplier reporting – as a Company we are reliant on the service providers we have engaged and intend to collect more information and data on the ESG focussed policies they have in place, as well as monitoring compliance reporting, with the aim of disclosing this information in the sustainability report.

S172(1) STATEMENT

The overarching duty of the Directors is to act in good faith and in a way that is most likely to promote the success of the Company, as set out in section 172 of the Companies Act 2006 ('the Act').

Directors' duties

Overview

The Directors must take into consideration the interests of the various stakeholders of the Company, the impact the Company has on the community and the environment, take a long-term view on the consequences of the decisions they make, and aim to maintain a reputation for high standards of business conduct and fair treatment between the members of the Company. Fulfilling this duty supports the Company in achieving its investment strategy and making decisions in a responsible and sustainable way.

During the year, the Directors consider, in good faith, that they have acted in a way that would most likely promote the long-term success of PINT for the benefit of its members as a whole, with due regard to the likely consequences of any decisions in the long term, as well as the interests of shareholders and other stakeholders, as required by the Act. Overleaf, the Directors explain how they discharged these duties.

Stakeholders and long-term decisions

PINT is an externally managed investment company and does not have any employees or customers. Its key stakeholders are its shareholders, the Investment Manager, Sponsors, Portfolio Companies, service providers, lenders and regulators. The Board considers the feedback from, and views of, PINT's stakeholders at every Board meeting, and all discussions involve careful consideration of the longer-term consequences of any decisions and their impact on stakeholders. Overleaf, we describe how we engage with our stakeholders to understand their views, how they are affected by the Board's decisions, how their feedback shapes decisions, and any outcomes. We also explain how PINT fosters business relationships with suppliers, customers and others, and maintains a reputation for high standards of business conduct. PINT's impact on the environment, and how PINT and the Investment Manager approach ESG, is explained in detail on pages 58 to 62.

S172(1) STATEMENT CONTINUED

Shareholders

Importance
Holding PINT's shares offers investors a liquid investment vehicle through which they can obtain exposure to PINT's portfolio of infrastructure investments, therefore, continued shareholder support and engagement are critical to the business and the delivery of PINT's long-term strategy.

Board engagement
The Board is committed to maintaining open channels of communication and to engaging with shareholders in a way they find most meaningful, these include:

- AGM

  The Company will hold its second AGM on 20 June 2024 and welcomes and encourages shareholders to participate in the meeting. Shareholders will have the opportunity to meet the Directors and the Investment Manager, ask questions and provide us with feedback. The Board values the feedback and questions it receives and takes action or makes changes, as and when appropriate.
- Publications

  The annual report and half-year reports are an opportunity for PINT to provide information and updates on the Company's business model, strategy, portfolio and financial position. Feedback and/or questions PINT receives from shareholders help the Company to evolve its reporting, aiming to render the reports and updates more transparent and understandable.
- Shareholder meetings

  The Chair, the Board and Pantheon meet with shareholders throughout the year; the Investment Manager holds presentations for institutional investors and analysts, and all shareholders are invited to join PINT's capital markets day. The Company always responds to communications from shareholders, and anyone wishing to communicate directly with the Board can contact the Company Secretary at: pintcosec@linkgroup.co.uk or by writing to PINT's registered office. Feedback from all meetings with shareholders is shared and discussed with the Board and taken into account when taking decisions (examples are included on page 67).
- Shareholder concerns

  In the event that shareholders wish to raise issues or concerns, they are welcome to do so at any time by writing to the Chair or the SID at PINT's registered office. All Board members are also available to shareholders if they have concerns or questions.
- Investor relations updates

  At every Board meeting, the Directors receive updates from the Investment Manager and the Company's broker on the Company's trading activity and share price performance, especially during periods when PINT's shares are trading at a discount.

S172(1) STATEMENT CONTINUED

The Investment Manager

Importance

The Investment Manager's performance is critical for the Company to deliver its investment strategy successfully and meet its objective of providing shareholders with attractive and consistent returns over the long term.

Board engagement

Maintaining a close and constructive working relationship with the Investment Manager is crucial as the Board and the Investment Manager both aim to achieve consistent, long-term returns in line with the Company's investment strategy. Important components in the collaboration with the Investment Manager, representative of the Company's culture, are:

- encouraging an open discussion with the Investment Manager, including adopting a tone of constructive challenge;
- the interests of the Company, shareholders and the Investment Manager are, for the most part, well aligned, and recognising any instances where that might change;
- thorough review of the Investment Manager's performance, including adherence to the investment policy and strategy, and considering the terms of engagement;
- drawing on Directors' individual experience and knowledge to support and challenge the Investment Manager in its monitoring of Portfolio Companies and engagement with Sponsors; and
- willingness to make the Directors' experience available to support the Investment Manager in the long-term development of its business, recognising that the long-term health of the Investment Manager's business is in the interests of shareholders in the Company.

Sponsors/Portfolio Companies

Importance

PINT's investment strategy is focused on backing Sponsors who create sustainable value in the underlying Portfolio Companies. The Investment Manager has extensive networks and relationships with Sponsors globally, which gives the Company access to attractive investment opportunities.

Board engagement

The Board receives updates at each scheduled Board meeting from the Investment Manager on specific investments, including regular valuation reports and detailed portfolio and returns analyses. The Board also makes an active effort to better understand the Portfolio Companies, and in 2023, the Directors undertook a site visit to Alhama de Murcia, headquarters of Primafrio, a European leader in logistics and transport of temperature-controlled goods. More details of Pantheon's engagement with Sponsors and due diligence of Portfolio Companies through the investment process and its investment strategies can be found on pages 52 to 55 and in the Investment Manager's report. Pantheon engages with Sponsors on a day-to-day basis. Details of how Pantheon carries out portfolio management, as well as information on how Sponsors consistently transform companies to create long-term value, can be found in the Investment Manager's report on pages 12 to 18.

The Administrator, the Company Secretary, the Registrar, the Depositary and the Broker

Importance

In order to function as an investment trust with a premium listing on the London Stock Exchange, the Company relies on a diverse range of advisers for support in meeting all its relevant obligations.

Board engagement

The Board maintains regular contact with its key external providers and receives regular reports from them, both through Board and Committee meetings, as well as outside the regular meeting cycle. Their advice, as well as their needs and views, are routinely taken into account. The Board (through the Management Engagement Committee) formally assesses the performance, fees and continuing appointment of key service providers to ensure that they continue to function at an acceptable level and are appropriately remunerated to deliver the expected level of service.

S172(1) STATEMENT CONTINUED

The environment and society

Importance
The Board of PINT believes that sound ESG practices and operating sustainably are integral to building a resilient infrastructure business and creating long-term value for our shareholders and other stakeholders. Investing responsibly in infrastructure is central to PINT's business model.

Board engagement
The Board (through the ESG & Sustainability Committee) works closely with Pantheon and, despite the fact that its level of control over investments is limited, seeks, through its Investment Manager and the Sponsors, to encourage and influence investee companies to improve their ESG performance.

Full details of the Investment Manager's approach to ESG can be found on pages 58 to 62. Details of the activities of the Company's ESG & Sustainability Committee can be found on pages 94 to 95, and PINT's inaugural sustainability report for 2022 can be accessed on PINT's website at www.pantheoninfrastructure.com.

Lenders

Importance
Availability of funding is crucial to PINT's ability to take advantage of investment opportunities as they arise, as well as to meet any future unfunded commitments.

Board engagement
During the year, the Board decided to increase the RCF and engaged regularly with the Investment Manager throughout the process. More details on the RCF increase can be found on page 33. The Company aims to demonstrate to its facility providers, Lloyds and RBSI, that it is a well-managed business, capable of consistently delivering long-term returns. Regular dialogue between the Investment Manager and lenders is crucial to supporting the Company's relationship with them.

Regulators

Importance
The Company can only operate as an investment trust and a premium listed company if it conducts its affairs in compliance with applicable rules and regulations. Regulators such as the Financial Conduct Authority (FCA) and the Financial Reporting Council (FRC) have a legitimate interest in how PINT operates in the market and treats its shareholders.

Board engagement
The Board regularly considers how it meets various regulatory and statutory obligations and how any governance decisions it makes can have an impact on its stakeholders, both in the shorter and in the longer term. The Board receives reports from its third-party providers, including the Investment Manager and the Company Secretary, on the Company's compliance and considers any inspections or reviews that are commissioned by regulatory bodies.

S172(1) STATEMENT CONTINUED

The mechanisms for engaging with stakeholders are kept under review by the Directors and are discussed on a regular basis at Board meetings to ensure that they remain effective. Examples of the Board's principal decisions during the year, how the Board fulfilled its duties under section 172, and the related engagement activities, are set out below:

Principal decision	Long-term impact	Stakeholder considerations and engagement	Outcome
Increase in the RCF	In line with its agreed approach to balance sheet management, PINT increased its multi-currency RCF during the year. This provides additional flexibility to manage PINT's balance sheet to support continued NAV growth.	Effective engagement with Lloyds and RBSI was key to agreeing the increase to the facility. The Board considers that the additional liquidity available for working capital, and to support further investments in high-quality infrastructure assets from PINT's near-term investment pipeline, will help support the Company's growth while also maintaining a robust balance sheet.	Following extensive discussions by the Board throughout the period, on 7 June 2023 PINT announced that it had agreed an increase to its multi-currency RCF of £52.5 million for an aggregate commitment of £115 million with Lloyds and RBSI.
Establishing a share buyback programme	When the Company's share price trades at a material discount to NAV, the Board considers that share price to undervalue PINT's portfolio and prospects. The Board considers that, in some circumstances, share buybacks can be an attractive use of capital, which can be balanced with retaining sufficient capital to access the attractive pipeline of investment opportunities.	The Directors considered a number of factors when debating the introduction of a buyback programme, including the availability of funding; current investment opportunities; market conditions; and the likely impact on future NAV growth. The Board made its decision following hearing the views of, and feedback from, shareholders, as well as the advice of our broker and the Manager, because the Board believes that seeking to address the discount is important to the Company and our investors.	On 31 March 2023 the Company announced the commencement of a share buyback programme up to a total consideration of £10 million. By the end of December 2023, the Company had purchased over 7 million shares.
Establishing an ESG & Sustainability Committee	Sub-committees of the Board enable greater focus to be provided to areas judged to be of importance to the long-term success of the Company.	The Board recognises the importance of ESG to our shareholders and other stakeholders. Based on feedback from investors, and given the Directors' appetite and keen focus on ESG, the Board decided that a dedicated Committee would be a more suitable approach of overseeing ESG matters.	On 10 July 2023 the Board formally established an ESG & Sustainability Committee of the Company, chaired by Ms Finegan. The report from the Committee can be found on page 94.

PRINCIPAL RISKS AND UNCERTAINTIES

Integrity, objectivity and accountability are embedded in the Company's approach to risk management.

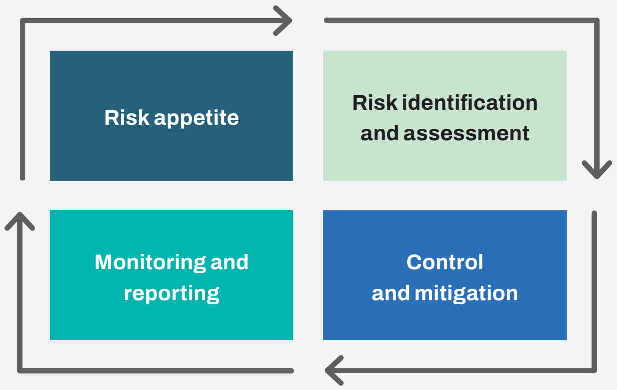
Patrick O'Donnell Bourke
Chair of the Audit and Risk Committee

The Company is exposed to a variety of risks and uncertainties and the Board is ultimately responsible for the risk management of the Company. It seeks to achieve an appropriate balance between mitigating risk and generating long-term sustainable risk-adjusted returns for shareholders. Integrity, objectivity and accountability are embedded in the Company's approach to risk management. The Board exercises oversight of the risk framework, through its Audit and Risk Committee, and has undertaken a robust assessment and review of the principal risks facing the Company, including those that would threaten its business model, future performance, solvency or liquidity.

The Company is reliant on the risk management frameworks of the Investment Manager and other key service providers, as well as on the risk management operations of each Portfolio Company. The Board manages risks through reports from the Investment Manager and other service providers and through regular updates on the operational and financial performance of Portfolio Companies.

For each risk, and for emerging risks, the likelihood and consequences are identified, and the management controls and frequency of monitoring are confirmed and reviewed during Audit and Risk Committee meetings. Please see on the next page a summary of the principal risks and their mitigation.

Risk management procedure



PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

RISK	DESCRIPTION OF RISK	MITIGATION
Market conditions ▲ Higher	• Macroeconomic or market volatility, as the result of the Russian invasion of Ukraine and the conflict in the Middle East, presents a significant threat to the global economy, resulting in a potential combination of high inflation, interest rates and uncertain supply chains, which flows through to pricing, valuations and Portfolio performance. • Change in foreign exchange rates may affect the value of the Company's investments. • Recession in Europe, the US or the UK could impact the growth prospects of one or more of the Portfolio Companies. • Rising inflation and interest rates may lead to higher financing costs for a Portfolio Company, which could adversely impact its profits. • Discount rates used in the valuation of investments may need to increase in line with the interest rate environment.	• The Company targets a diversified infrastructure programme with exposures across sectors and geographies; historically, infrastructure sub-sectors have exhibited low to moderate correlation of returns relative to one another. • The Company monitors the impact of geopolitical trends on the overall Portfolio as well as on individual sectors and companies. • The Company has a foreign exchange hedging programme in place. • Portfolio Companies could put in place inflation protection by seeking to include inflation adjustment mechanisms in their contracts. • Certain Portfolio assets already provide inflation protection via contracted revenues linked to inflation. • Portfolio Companies could also put in place interest rate hedges. • Discount rates are reviewed regularly as part of quarterly valuations.
Political and regulatory changes ► Level	• Political actions and regulatory changes may adversely impact the operating and revenue structure of Portfolio Companies. • Complexity of government regulatory standards may result in litigation/disputes over interpretation and enforceability.	• The Company predominantly targets investments in North America, Europe and Australasia which have broadly stable legal, political and regulatory regimes. • The Investment Manager conducts due diligence on the regulatory risks of a prospective Portfolio Company to ensure protections in the underlying contracts are in place.
Operational performance ► Level	• A fall in demand for the Portfolio Companies' services or products or an increase in their input costs. A Portfolio Company's revenue is exposed to market supply and demand forces. Falls in demand or cost increases that are respectively below or above the levels used in underlying valuation assumptions could lead to adverse financial performance of the Portfolio Company.	• The Investment Manager conducts sensitivity analysis and demand stress testing in its due diligence for assets. • The Company co-invests alongside experienced Sponsors who work closely with the management teams of each Portfolio Company. • The investment strategy is to target assets that have the majority of their cash flows protected through contractual structures, which limits demand risk.

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

RISK	DESCRIPTION OF RISK	MITIGATION
Returns target ► Level	• The Company may not meet its investment objective; this could result in returns being materially lower than targeted and dissatisfied investors.	• The Investment Manager adheres to the investment policy and criteria when making investment decisions. • The Board reviews the investment performance of the Company on a quarterly basis to ensure adherence to the investment policy.
Investor sentiment ▲ Higher	• The Company's share price has fallen below its NAV, which is currently preventing new equity capital raises. An inability to raise new equity capital is inhibitive to scaling the Portfolio.	• Alternative forms of capital such as debt can be considered. • Opportunistic sale of targeted existing assets. • The Company has put in place a share buyback programme and has been buying back shares. • The Investment Manager constantly targets new shareholders.
Lack of suitable investment opportunities ► Level	• Unavailability of appropriate investments to acquire due to unfavourable deal terms. • Re-investment risk which could arise from delayed redeployment of any proceeds from the sale of assets.	• The Board reviews investment guidelines and will make appropriate recommendations to shareholders if it believes changes are needed. • The Investment Manager seeks to continue actively sourcing appropriate investments by engaging with Sponsors and negotiate co-investment rights when committing capital to the Sponsors' underlying funds. • The demand and need for infrastructure should ensure continuing deal flow.
Liquidity management, including level and cost of debt ► Level	• Failure to manage the Company's liquidity position, including cash and credit facilities, could result in insufficient liquidity to pay dividends and operating expenses or to make new or support existing investments. • High levels and cost of debt within the Company and/or the special purpose vehicles which invest in the Portfolio Companies could result in covenant breaches and/or increased volatility in the Company's NAV.	• Regular reporting of current and projected liquidity, under both normal and stress conditions. • Liquidity availability is assessed during the allocation of new investment opportunities. • The Board and Investment Manager review Company debt levels and covenants, on a quarterly basis, to ensure they stay within the leverage cap that has been established to limit exposure to debt-related risks. • Debt levels within Portfolio Companies are reviewed by the Investment Manager as part of due diligence.
Portfolio concentration risk ▼ Reducing	• Portfolio concentration risk in relation to exposure to individual assets, operators, geographies and asset types. This could impact NAV and ultimately affect the Company's targeted rate of return.	• The Board conducts quarterly reviews of the investment portfolio against the Company's investment policy and criteria. • Investment restrictions outlined in the investment policy are designed to reduce portfolio concentration risk. • The Company currently has a balanced portfolio of 13 investments across the infrastructure sub-sectors it targets.

PRINCIPAL RISKS AND UNCERTAINTIES CONTINUED

RISK	DESCRIPTION OF RISK	MITIGATION
Investment Manager ► Level	• An over-reliance on the Investment Manager. A failure of the Investment Manager to retain or recruit appropriately qualified personnel, or put in place an appropriate succession plan, may have a material adverse effect on the Company's overall performance.	• The Board performs an ongoing review of the Investment Manager's performance in addition to a formal annual review. • Pantheon continues to invest in its talent and regularly considers succession planning.
Tax status and legislation ► Level	• Failure to observe requirements to maintain investment trust tax status in the UK. • Failure to understand tax risks when investing or divesting could lead to tax exposure or financial loss.	• The Board, through the Company Secretary, ensures that the Company meets the criteria to maintain the current investment trust status of the Company. • The Board has engaged a third party to provide taxation advice and Pantheon's investment process incorporates the assessment of tax.
Third-party providers ► Level	• Poor performance by third-party service providers could result in an inability to perform key functions (e.g. reporting, record keeping etc.) effectively. This could result in loss of Company information, errors in published information or damage to its reputation.	• The Board reviews and signs off contractual arrangements with all key service providers. • The Board reviews the performance of key service providers annually.
Cyber security ► Level	• Cyber security risk which could arise from reputational damage from theft or loss of confidential data through cyber hacking.	• The Audit and Risk Committee reviews service providers' cyber security arrangements, controls and business continuity processes to ensure any data loss is mitigated and reputational damage is minimised.
Climate change ► Level	• Climate change causing physical and transition risks could impact the financial performance of the Portfolio. Physical risks arising from extreme weather events could impact the operations of a Portfolio Company. In addition, transition risk in terms of policy, legal, technological, market and reputation risks could negatively impact the operations of the assets.	• The Investment Manager conducts due diligence in relation to climate change matters before making investment decisions. • The Company invests in assets with strong management teams that have a long track record of actively managing physical risks such as maintenance schedules. • The Company has in place an ESG & Sustainability Policy, including taking account of sector exclusions.

VIABILITY STATEMENT

Period of assessment

Pursuant to provision 31 of the UK Corporate Governance Code 2018, and the AIC Code of Corporate Governance, the Board has assessed the viability of the Company over a three-year period from 31 December 2023. The Directors consider that a three-year period to December 2026 is appropriate for assessing the Company's viability. There is greater predictability of the Company's cash flows over that time period and increased uncertainty surrounding economic, political and regulatory changes over the longer term.

The Company has a diverse Portfolio of infrastructure investments, expected to produce cash distributions which cover costs, and eventually expected to cover the Company's dividend target as the Portfolio matures. The defensive nature of the Portfolio and of the essential services that the businesses in which the Company invests provide to their customers, are being demonstrated in the current climate, with infrastructure assets providing strong downside protection across market cycles given the regulated and highly contracted nature of cash flows, which typically offer strong inflation protection.

Against this background, in making their assessment, the Directors reviewed the reports of the Investment Manager in relation to the resilience of the Company, taking account of its current position, the principal risks facing it in a downside scenario due to the geopolitical uncertainties as a result of the Russia-Ukraine and other conflicts, including disruption to the supply chain and increases in the cost of living as a result, inflationary expectations, interest rate rises and, the impact of climate change on the Company's portfolio. As discussed in Note 1 to the financial statements, the effectiveness of any mitigating actions and the Company's risk appetite were also considered as part of the various downside liquidity scenario modelling carried out, after which the Directors came to their conclusion as to the Company's viability over the three year period.

The Investment Manager considers the future cash requirements of the Company before acquiring or funding investments in Portfolio Companies. Furthermore, the Board receives regular updates from the Investment Manager on the Company's cash and debt position, which allows the Board to maintain its fiduciary responsibility to the shareholders and, if required, limit funding for existing commitments.

The Board considered the Company's viability over the three year period based on a working capital model prepared by the Investment Manager. The working capital model forecasts key cash flow drivers such as capital deployment rate, investment returns and operating expenses. In connection with the preparation of the working capital model, no capital raises were assumed to occur during the three-year period.

The results of stress testing showed that the Company would be able to withstand the impact of various scenarios occurring over the three-year period. The Directors also considered the Company's position with reference to its investment trust structure, its business model, its business objectives, the principal risks and uncertainties as detailed on pages 69 to 71 of this report and its present and projected financial position. As part of the overall assessment, the Directors took into account the Investment Manager's culture, which emphasises collaboration and accountability, the Investment Manager's conservative approach to balance sheet management, and its emphasis on investing with underlying Sponsors that are focused on generating outperformance.

To support their statement, the Directors also took into account the nature of the Company's business, including the available liquidity, the potential of its portfolio of investments to generate future income and capital proceeds, and the ability of the Directors to minimise the level of cash outflows, if necessary. Based on the above assessment, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period to December 2026.

On behalf of the Board

Vagn Sørensen
Chair

2 April 2024

GOVERNANCE

What's in this section

BOARD OF DIRECTORS

Vagn Sørensen

Chair and Nomination Committee Chair

Appointed to the Board 4 October 2021

Mr Vagn Sørensen is an experienced non-executive chair and director of listed and private companies.

After attending Aarhus Business School and graduating with a MSc degree in Economics and Business Administration, Mr Sørensen began his career at Scandinavian Airlines Systems in Sweden, rising through numerous positions in a 17-year career before becoming Deputy CEO with special responsibility for Denmark. Between 2001 and 2006, Mr Sørensen served as President and Chief Executive Officer for Austrian Airlines Group in Austria, a business with approximately €2.5 billion of turnover, 8,000 employees and listed on the Vienna Stock Exchange.

Mr Sørensen also served as Chair of the Association of European Airlines in 2004. Since 1999, Mr Sørensen has been a Tier 1 senior industrial adviser to EQT, a private equity sponsor, and has been a non-executive director or chair of a number of their Portfolio Companies. Since 2008, Mr Sørensen has been a senior adviser to Morgan Stanley Investment Bank.

Mr Sørensen is currently Chair of Air Canada (since 2017) and a non-executive director of CNH Industrial and Royal Caribbean Cruises. Previous non-executive appointments have included Chair of SSP Group (2006-2020), Chair of Scandic Hotels AB (2007-2018), Chair of TDC A/S (2006-2017) and Chair of FLSmidth & Co (2009-2022).

Anne Baldock

Senior Independent Director and Chair of the Remuneration Committee

Appointed to the Board 4 October 2021

Ms Anne Baldock is an experienced board member and lawyer with over 30 years' experience in the infrastructure sector.

Ms Baldock graduated in law from the London School of Economics and was a qualified Solicitor in England and Wales from 1984 to 2012. Ms Baldock was a Partner at Allen & Overy LLP between 1990 and 2012, during which time she was Managing Partner, Projects Group London (1995-2007), member of the firm's Global/Main Strategic Board (2000-2006) and Global Head of Projects, Energy and Infrastructure (2007-2012).

Notable transactions included the Second Severn Crossing, Eurostar, the securitisation of a major UK water utility and several major PPP projects in the UK and abroad.

Ms Baldock's current roles include Senior Independent Director and Chair of the Audit and Risk Committee for East West Railway Company Limited (the Government-owned company constructing the new Oxford to Cambridge railway) and non-executive director of Electricity North West Limited. Ms Baldock also serves as the Senior Independent Director, as well as Chair of the Remuneration and Nomination Committees, of the Restoration and Renewal Delivery Authority Limited (the delivery body created by Parliament to deal with the restoration of the Houses of Parliament). Among her previous roles, Anne served as a non-executive director of Thames Tideway Tunnel, non-executive director of Hydrogen Group (AIM-listed) and a Trustee of Cancer Research UK.

Audit and Risk Committee · Management Engagement Committee · Nomination Committee · Remuneration Committee · Disclosure Committee · ESG & Sustainability Committee · C Committee Chair

BOARD OF DIRECTORS CONTINUED

Andrea Finegan

Management Engagement Committee and ESG & Sustainability Committee Chair

Appointed to the Board 4 October 2021

Ms Andrea Finegan is an experienced infrastructure asset management professional with over 30 years of sector experience.

After graduating from Loughborough University, Ms Finegan held investment banking roles at Deutsche Bank and Barclays Capital, before joining Hyder Investments as Head of the Deal Closing Team. Between 1999 and 2007, Ms Finegan worked at Innisfree Limited, the investment manager of an £8 billion infrastructure asset portfolio, latterly as Board Director and Head of Asset Management. Ms Finegan subsequently served as Chief Operating Officer, ING Infrastructure Funds and Fund Consultant to Climate Change Capital.

In 2012 Ms Finegan joined Greencoat Capital LLP for the set up and launch of Greencoat UK Wind Plc, the renewable infrastructure investment trust, then, in 2013, became Chief Operating Officer until 2018, a position that included structuring and launching another renewable energy infrastructure fund listed on the London Stock Exchange and Euronext Dublin (Greencoat Renewables Plc) and a number of private markets solar energy funds.

Ms Finegan is currently Chair of the Valuation Committee of Schroders Greencoat LLP, a role she has held since 2015, and independent consultant to the board of Sequoia Economic Infrastructure Income Fund Limited, working closely with the ESG & Stakeholder Committee and the Risk Committee.

Patrick O'Donnell Bourke

Audit and Risk Committee Chair

Appointed to the Board 4 October 2021

Mr Patrick O'Donnell Bourke is an experienced board member with more than 28 years of experience in energy and infrastructure.

After graduating from Cambridge University, Mr O'Donnell Bourke started his career at Peat Marwick, Chartered Accountants (now KPMG) and qualified as a Chartered Accountant. After that he held a variety of investment banking positions at Hill Samuel and Barclays de Zoete Wedd. In 1995, he joined Powergen Plc, where he was responsible for mergers and acquisitions before becoming Group Treasurer. In 2000, Mr O'Donnell Bourke joined Viridian Group Plc as Group Finance Director and later became Chief Executive, appointed by the private equity shareholder following take-over in 2006.

In 2011, he joined John Laing Group, a specialist international investor in, and manager of, greenfield infrastructure assets where he served as CFO until his retirement in 2019. While at John Laing, he was part of the team which launched the John Laing Environmental Assets Fund on the London Stock Exchange in 2014.

Mr O'Donnell Bourke currently serves as Chair of Ecofin US Renewables Infrastructure Trust Plc and as Chair of the Audit Committee of Harworth Group Plc (a leading UK regenerator of land and property for development and investment). Mr O'Donnell Bourke was previously Chair of the Audit and Risk Committee at Calisen Plc (an owner and operator of smart meters in the UK) and Chair of the Audit Committee at Affinity Water.

Audit and Risk Committee · Management Engagement Committee · Nomination Committee · Remuneration Committee · Disclosure Committee · ESG & Sustainability Committee · C Committee Chair

MANAGEMENT TEAM

Richard Sem

Partner, manager of PINT and GIRAC member (joined 2017, 28 years of private markets experience)

Richard is a Partner and Head of Europe in Pantheon's Global Infrastructure and Real Assets Investment Team where he leads its European investment activity and team. Richard is a member of the Global Infrastructure and Real Assets Committee. Richard has 28 years of experience in infrastructure private equity, corporate finance and project finance at leading institutions including InfraRed Capital Partners, HSBC, ABN AMRO and BNP Paribas. Richard's experience spans investing in primary, secondary, co-investments and direct-investments across all infrastructure sub-sectors and global OECD markets. Richard holds a BSc and MBA from Imperial College of Science, Technology and Medicine. Richard is based in London.

Kathryn Leaf

Partner and GIRAC member (joined 2008, 24 years of private markets experience)

Kathryn is a Partner and Global Head of Real Assets, which includes infrastructure, real estate and other real assets. Kathryn is a member of Pantheon's Partnership Board, International Investment Committee, Global Infrastructure and Real Assets Committee and Real Estate Investment Committee. Prior to joining Pantheon, Kathryn was with GIC Special Investments, before which she was responsible for direct investments at Centre Partners, a New York-based private equity firm. Kathryn began her career in Morgan Stanley's Investment Banking Division where she pursued real estate investments. Kathryn has a bachelor's and a master's degree in modern languages from Oxford University, and is based in San Francisco.

Andrea Echberg

Partner and GIRAC member (joined 2012, 26 years of private markets experience)

Andrea is a Partner and Head of Pantheon's Global Infrastructure and Real Assets Team. Andrea is responsible for global infrastructure and real assets investments covering primary, secondary and co-investments. Andrea is a member of the International Investment Committee and Global Infrastructure and Real Assets Committee. Andrea has an engineering industry background followed by 21 years' experience in the infrastructure finance and investment sectors. Prior to joining Pantheon, Andrea led infrastructure direct and co-investment teams for Société Générale, Macquarie Capital and ABN AMRO, delivering successful investments in both brownfield operating and greenfield PPP assets. Andrea has a BEng in mechanical engineering from Imperial College of Science, Technology and Medicine. Andrea is based in London.

Paul Barr

Partner and GIRAC member (joined 2021, 20 years of private markets experience)

Paul is a Partner in Pantheon's Global Infrastructure and Real Assets Investment Team and a member of the Global Infrastructure and Real Assets Committee. Paul worked previously at GIC, from 2012, where he was Senior Vice President, infrastructure with a global remit focusing on primary, secondary and co-investment opportunities. Paul also has expertise in infrastructure direct investing and infrastructure debt transactions. Prior to GIC, Paul worked at Challenger Infrastructure and Macquarie Capital. Paul studied Business at the University of Edinburgh. He is also a CFA Charterholder, a Chartered Accountant, and a Member of the Securities Institute. Paul is based in San Francisco.

MANAGEMENT TEAM CONTINUED

Evan Corley

Partner and GIRAC member (joined 2004, 20 years of private markets experience)

Evan is a Partner in Pantheon's Global Infrastructure and Real Assets Investment Team and a member of Pantheon's Global Infrastructure and Real Assets Investment Committee. Prior to joining Pantheon, Evan held positions at Polaris Venture Partners in Boston and JP Morgan in London. Evan received a BS from Boston University's School of Management with a concentration in finance and a minor in economics. Evan is based in San Francisco.

Jérôme Duthu-Bengtzon

Partner and GIRAC member (joined 2007, 19 years of private markets experience)

Jérôme is a member of Pantheon's Global Infrastructure and Real Assets Investment Team where he focuses on the analysis, evaluation and completion of infrastructure and real assets transactions in Europe. Jérôme is a member of Pantheon's Global Infrastructure and Real Assets Investment Committee and ESG & Sustainability Committee. Jérôme joined from Paris-based placement agent, Global Private Equity, where he worked for over three years. Jérôme holds an MSc in telecommunications from ESIGELEC engineering school and a Master in Business from the ESCP-EAP European School of Management. Jérôme is based in London.

Dinesh Ramasamy

Partner and GIRAC member (joined 2016, 14 years of private markets experience)

Dinesh is a Partner in Pantheon's Global Infrastructure and Real Assets Investment Team where he focuses on the analysis, evaluation and completion of infrastructure and real asset investment opportunities in the US. Prior to joining Pantheon, Dinesh was a Vice President in Goldman Sachs' Global Natural Resources group where he executed on a variety of M&A and capital markets transactions across the infrastructure, power and utilities sectors. Previously, Dinesh was in the Power & Utilities group in the Investment Banking Division at RBC in New York. Dinesh holds a BS in Electrical and Computer Engineering from Cornell University and MBA from NYU's Stern School of Business. Dinesh is based in San Francisco.

Eimear Palmer

Partner and Global Head of ESG (joined 2022, 16 years of private markets experience)

Eimear is a Partner and Global Head of ESG, with responsibility for overseeing and developing Pantheon's ESG strategy, frameworks and range of initiatives. Eimear chairs Pantheon's ESG committee and is a member of the International Investment Committee. Prior to joining the firm, Eimear worked for 14 years in private equity-focused ESG roles, including most recently as Managing Director and Head of Responsible Investment at Intermediate Capital Group. Before that she worked at the Carlyle Group.

MANAGEMENT TEAM CONTINUED

Ben Perkins

Principal (joined 2022, 16 years of private market experience)

Ben is a Principal in Pantheon's Global Infrastructure & Real Assets team, where he is focused on portfolio management for PINT. Ben has previously worked in investment management roles at Gravis Capital Management, Hadrian's Wall Capital and John Laing. Ben holds a BEng (Hons) in Manufacturing and Mechanical Engineering from the University of Warwick and has completed all three levels of the CFA qualification. Ben is based in London.

Farid Barekati

Vice President (joined 2020, 13 years of private market experience)

Farid is a Vice President within Pantheon's Private Wealth team, where he has operational oversight for the reporting, valuation and external audit of Pantheon's UK listed products including PINT. Prior to joining Pantheon, Farid was the Financial Controller for John Laing Capital Management, responsible for their listed funds. He also spent time in various finance and operations roles within 3i Group plc, before moving to their listed infrastructure fund. Farid holds a BSc (Hons) in Accounting & Computing from Oxford Brookes University and is a qualified chartered accountant. Farid is based in London.

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE

I am pleased to present our second corporate governance report, as PINT evolves and matures as a listed company.

Vagn Sørensen
Chair

2 April 2024

I am pleased to present our second corporate governance report, in which we explain how we aim to meet and maintain high standards of corporate governance, as PINT evolves and matures as a listed company. As the Board, we are accountable to our shareholders for the governance of the Company's affairs and effective leadership of the Company, and we remain focused on PINT's long-term sustainable success.

During the year, the Board continued to refine PINT's governance framework. We spent time discussing a long-term succession plan, which the Board believes is important to have, even for a young company such as PINT. The succession plan is set out on page 93. We also established a dedicated ESG & Sustainability Committee, chaired by Ms Finegan which reflects both the belief that sound ESG practices are integral to building a resilient business, and the fact that the evolving regulatory and best practice guidance requires the additional focus a committee can bring. More on the work of the Committee is on page 94. On the Company's behalf, last year the Investment Manager also issued PINT's inaugural annual sustainability report for 2022, in which the Board committed to aiming to improve ESG data collection. This will, the Directors believe, in time, result in better disclosures as well as improved ESG performance of investments.

Statement of compliance

Throughout the year, PINT applied the principles of the AIC Code of Corporate Governance (the 'AIC Code'). By reporting against the AIC Code, PINT meets the obligations of the FRC's UK Corporate Governance Code (the 'UK Code'). This means that we provide additional disclosures against provisions of the AIC Code relevant to investment companies. The AIC Code is available on the AIC website (theaic.co.uk) and detailed explanations of how the Board applies the principles of the AIC Code can be found throughout this report. PINT's purpose, culture and values are described in the strategic report on pages 63 to 67.

Throughout the year ended 31 December 2023, the Company complied with all principles and provisions of the AIC Code.

The Board of Directors

PINT is led by a Board of four independent non-executive Directors, who are responsible for promoting the long-term success of the Company, and generating sustainable, attractive returns over the long term.

Biographies of the Directors, including how their skills and experience fit PINT's needs and strategic direction, and details of their other directorships and significant commitments can be found on pages 74 and 75. The Board seeks to ensure that it has the appropriate balance of skills, experience, ages and tenure among its members. The Directors possess a wide range of business, financial and infrastructure expertise relevant to the direction of the Company and this is shown in more detail on page 83. Further details on the Board composition and diversity can be found on page 81.

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE CONTINUED

The Board of Directors continued

During the period, the Board satisfied itself that all Directors did, and remain able to, commit sufficient time to discharge their responsibilities effectively, taking into account their other significant commitments.

The terms and conditions of the appointment of the non-executive Directors are set out in letters of appointment, copies of which are available for inspection at the registered office of the Company and will be available at the AGM. None of the Directors has a contract of service with the Company.

Board responsibilities and relationship with the Investment Manager

There is a clear division of responsibilities between the Chair, the Directors, the Investment Manager and the Company's other third-party service providers. The role of the Board is to promote the long-term sustainable success of PINT, generating value for our shareholders while having regard to the interests of our other stakeholders, PINT's reputation, and the impact PINT might have on local communities and the environment. The Board is responsible for the determination and implementation of the Company's investment policy and for monitoring compliance with the Company's objectives, it also determines the parameters of the investment strategy and risk management policies. The Manager's role is to implement the strategy, make investment decisions, and manage the Company's assets in line with PINT's investment objectives and policies and subject to certain investment restrictions; the Manager can also exercise its judgement and sets the investment and risk management strategies in relation to currency exposure.

At each Board meeting, the Directors review the Company's performance against its strategy, the underlying investments and their performance, asset allocation, gearing, cash management, investment outlook, pipeline of new deals, peer group performance, marketing, investor relations, any relevant governance matters, and wider market conditions and trends. The Directors also regularly consider share price and level of premium or discount. There is an ongoing communication between the Investment Manager and the Board outside of the usual meeting cycle, and the Investment Manager provides the Directors with the relevant management, financial and regulatory information to facilitate the Board's decision making.

All of the Board's responsibilities are set out in the schedule of Matters Reserved for the Board, and certain duties are delegated to the Board Committees. During the year, the Board was supported by: the Audit and Risk Committee, the Nomination Committee, the Management Engagement Committee, the Remuneration Committee, the ESG & Sustainability Committee and the Disclosure Committee. Each of the Board Committees has its own terms of reference, which are regularly reviewed and approved by the Board, and clearly define the areas of responsibility. The terms of reference, as well as Matters Reserved for the Board, are available on the Company's website (**www.pantheoninfrastructure.com**). The reports on their work are included in this report, except for the Disclosure Committee, which meets on an ad hoc basis, when required to oversee the disclosure of information by the Company to meet its obligations under the Market Abuse Regulation and the FCA's Listing Rules and the Disclosure Guidance and Transparency Rules.

Directors' independence

In accordance with the Listing Rules that apply to closed-ended investment entities, and applying the principles of the AIC Code, the Nomination Committee reviewed the Directors' independence and concluded that all Board members remain independent in both character and judgement.

Chair and Director tenure/re-appointment of Directors

Applying the principle of the AIC Code, the Board considered setting a policy on tenure for the Chair and Directors. At present, each of the Board members has only served on the Board for two years, and, on page 93, we disclose our succession plan for the Chair, who is likely to step down at the 2025 AGM. Led by the SID, the Chair's performance is also evaluated by the other Directors every year, and the results of the review inform the Directors' recommendation on his re-election at PINT's AGMs. Therefore, rather than set specific limits on tenure, the Board believes that, at present, it is appropriate to apply the principle of annual re-election to all Directors, including the Chair, and the Directors will reconsider setting a formal policy on tenure in the future.

In line with that, all Directors will retire and stand for re-election at the Company's AGM on 20 June 2024. The individual performance of each Board member standing for re-election was reviewed (details of this year's performance review can be found on pages 82 to 84). and the Board's recommendation is that shareholders vote in favour of their re-elections at the AGM.

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE CONTINUED

Board diversity

The Listing Rules require PINT to report against set diversity targets for listed companies and disclose whether they were met or not. The targets PINT is reporting against are as follows:

1. At least 40% of individuals on the Board are women;
2. At least one senior Board position is held by a woman; and
3. At least one individual on the Board should be from a minority ethnic background.

As at 31 December 2023 and as at the latest practicable date, PINT met the first two of these three targets; PINT's female representation on the Board is 50%, and one of the senior positions, that of the SID, is held by Ms Baldock. None of the Directors identify as an ethnic minority individual; two of our members are of White European ethnicity and two are White British. In the Nomination Committee report on page 93, we explain how PINT approaches diversity and how ethnic diversity on PINT's Board will be addressed when we recruit for new Board members and when the Board is next refreshed, likely to be later in 2024 or in 2025.

Board composition and diversity[1,2]

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (SID and Chair)
Men	2	50%	1
Women	2	50%	1
Not specified/prefer not to say	—	—	—

1. The composition of the Board is shown at 31 December 2023.
2. PINT is an investment trust, therefore, additional reporting relating to executive management is not applicable to the Company.

The information presented in the following tables was collected on a self-reporting basis.

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (SID and Chair)
White British or other White (including minority groups)	4	100%	2
Mixed/multiple ethnic groups	—	—	—
Asian/Asian British	—	—	—
Black/African/Caribbean/Black British	—	—	—
Other ethnic group, including Arab	—	—	—
Not specified/prefer not to say	—	—	—

Board and Committee meeting attendance

The Board and its Committees met on a regular basis during the year. In addition to scheduled meetings, the Board meets on an ad hoc basis, outside the usual meeting cycle, whenever important, urgent matters need to be reviewed, and acted on, by the Board. Directors' attendance throughout 2023 is shown in the table below:

Board and Committee meeting attendance

	Scheduled Board meetings	Audit and Risk Committee meetings	Management Engagement Committee meetings	Nomination Committee meetings	Remuneration Committee meetings	ESG & Sustainability Committee meetings
Vagn Sørensen	6/6	3/3[3]	1/1	2/2	1/1	2/2
Andrea Finegan	6/6	3/3	1/1	2/2	1/1	2/2
Patrick O'Donnell Bourke	6/6	3/3	1/1	2/2	1/1	1/2
Anne Baldock	6/6	3/3	1/1	2/2	1/1	2/2

In addition to the above scheduled meetings, the Board also met five times on an ad hoc basis and convened two meetings of the Disclosure Committee.

3. The membership of the Audit and Risk Committee (ARC) changed during the year. Vagn Sørensen now attends the meetings of the ARC as an invited guest, rather than a member of the Committee.

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE CONTINUED

Company Secretary

The Board has direct access to the advice and services of the Company Secretary, Link Company Matters Limited, who is responsible for ensuring that Board and Committee procedures are followed and that applicable regulations are complied with. Directors regularly receive updates and guidance on regulatory matters and governance best practice from the Company Secretary, and have access to other independent advisers, as necessary.

Board performance review

During the year, in order to review the effectiveness of the Board, its Committees and individual Directors, the Directors undertook an internal Board performance review. We first used a tailored questionnaire, similar to the one used in the previous year, in order to better understand any areas of improvement or where more work was needed. The evaluation considered: the Board's composition, its size and performance, Board and Committee meetings, the existing governance framework and its effectiveness, the culture and relationships at Board level and between PINT and its Manager, as well as specific topics such as Directors' independence, whether they continue to devote sufficient time to PINT's activities, oversight of the Manager and engagement with our stakeholders. Results were collated and analysed by the Company Secretary, considered by the Chair and then discussed by the Board in a closed session, with the performance of the Board Chair and Committee Chairs reviewed by the SID and the relevant Directors.

The results of the evaluation process indicated that the Board continued to be effective and there were no particular concerns. Some of the conclusions the Directors reached were:

- the Board has sufficient depth of infrastructure experience;
- the Board is currently of an appropriate size; however, despite being a relatively young company, it is important for the Directors to have a longer-term view of the possible changes to the Board. Future appointments will also be an opportunity to add to the diversity of the Board, which the Directors agreed was an important consideration. More information on the succession plans can be found on page 93;
- the Board and its Committees perform well and challenge, where appropriate, the Investment Manager, refining the processes and mechanisms to monitor investment performance;
- managing the share price discount to NAV, to the extent possible, continued to be an important item on the Board's agenda; and
- Boardroom culture encouraged open and constructive debate.

The Board also considered any areas that presented an opportunity for improvement, and agreed the following actions:

- a number of areas of strategic importance to the Company will remain focus areas for the Board over the coming year, these included discount management, focus on asset valuations and risks facing the Company in the context of prevailing market conditions;
- the Board will continue to build its understanding of shareholders' views, invite questions and welcome meetings with investors wanting to engage with the Board;
- the Board will continue to work with the Investment Manager to refine the reporting the Board receives to facilitate better monitoring and oversight, especially in areas of risk, compliance and reviews of third-party service providers;
- the Board will continue to supplement its understanding through regular training sessions and deep dives into specific topics, such as updates on matters arising in relevant infrastructure sectors, including wind or solar power, investment allocation process of the Investment Manager, and Pantheon's ESG policies and how these are managed in practice; and
- focus on working to position the Company for future growth.

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE CONTINUED

Board performance review continued

As part of the review, the Board also considered Directors' skills and areas of expertise, the outcome of which is set out in the skills matrix, as follows:

	Vagn Sørensen (Chair)	Anne Baldock (SID & Chair of RemCo)	Patrick O'Donnell Bourke (Chair of ARC)	Andrea Finegan (Chair of MEC & ESGCo)
Investment trust	Strong experience	Some experience	Strong experience	Strong experience
UK corporate governance/listed plc	Strong experience	Expert	Expert	Expert
Fund management	Strong experience	Strong experience	Strong experience	Expert
Private equity	Expert	Expert	Strong experience	Expert
Infrastructure sector knowledge	Expert	Expert	Expert	Expert
Sustainability/ESG	Strong experience	Strong experience	Strong experience	Expert
Marketing, investor relations, other stakeholder management	Strong experience	Strong experience	Strong experience	Strong experience
Auditing and accounting	Strong experience	Strong experience	Expert	Strong experience
Capital markets, corporate finance	Expert	Strong experience	Expert	Strong experience
Risk management	Expert	Expert	Expert	Expert
Information technology and cyber security	Strong experience	Strong experience	Strong experience	Some experience
Strategy	Expert	Expert	Strong experience	Strong experience

Key: Expert   Strong experience   Some experience

CHAIR'S INTRODUCTION TO CORPORATE GOVERNANCE CONTINUED

Board performance review continued

In future years, PINT will also report on how the actions were addressed and implemented throughout the year.

Following the review, the Board concluded that all Directors continued to contribute effectively and had the skills and experience relevant to the leadership and direction of the Company.

Conflicts of interest

The Articles of Association permit the Board to consider and, if it sees fit, authorise situations where a Director has an interest that conflicts, or could conflict, with the interests of the Company. PINT has in place a formal procedure for the Board to consider authorising any such conflicts, and the Directors who have no interest in the matter would decide whether to authorise the conflict and whether the authorisation should be conditional or limited in any way. The process in place for authorising potential conflicts of interest has operated effectively during the year.

A register of potential conflicts is maintained by the Company Secretary and is reviewed at each Board meeting, to ensure that any authorised conflicts remain appropriate. Directors always declare any change to the Board. The Directors also comply with the statutory requirements regarding declarations of any interest in an actual or proposed transaction or arrangement with the Company.

Institutional investors – use of voting rights

The Company has delegated the exercise of its voting rights in the underlying investments to the Investment Manager. Pantheon would consult with the Board should there be any corporate actions, where there either is a conflict of interest between PINT and other Pantheon clients, or where, for any reason, the proposed voting would be inconsistent with the advice the Manager gave to its other clients.

Pantheon itself follows a policy of active ownership, and votes on all matters for which it has voting authority.

Engagement with shareholders and stakeholders

Two-way communication with shareholders is very important to the Board and the Investment Manager, and there are a number of ways the Directors seek feedback from investors. Details on how PINT engages with the Company's stakeholders, how the Board fulfils its duties and makes decisions guided by the views of our shareholders and wider stakeholders are on pages 63 to 67.

On behalf of the Board

Vagn Sørensen
Chair

2 April 2024

AUDIT AND RISK COMMITTEE REPORT

I am pleased to present the Audit and Risk Committee report for the year ended 31 December 2023.

Patrick O'Donnell Bourke
Audit and Risk Committee Chair

2 April 2024

Chair's introduction

I am pleased to present the Audit and Risk Committee ('the Committee', 'the ARC') report for the year ended 31 December 2023. The Committee aims to serve the interests of our shareholders and other stakeholders through its independent oversight of the financial reporting process, including the financial statements, the internal controls and risk management systems, monitoring compliance, as well as the appointment and ongoing review of the quality of the work and independence of PINT's external Auditor. The Committee recognises that, through its interactions with the Board, the Manager and the external Auditor, it plays a key role in facilitating a high-quality audit, and is therefore important to the Company, our investors and other stakeholders.

As a qualified Chartered Accountant, I have chaired the Committee throughout the year, with Ms Baldock and Ms Finegan serving as Committee members. The constitution and performance of the ARC are reviewed on a regular basis, and, during the year, the Committee made a decision that, in line with the recommendations of the UK Code, the Chair of the Board would step down from the Committee and join our meetings as a guest, rather than a member. This reflects best practice, but equally, the Committee still benefits from Mr Sørensen's experience and expertise. Notwithstanding this change to the composition of the Committee, the Board considers that, individually and collectively, the Committee members are independent and appropriately experienced to fulfil the role of the Committee, and the Committee possesses the skills it needs, and has competence relevant to the infrastructure sector.

Role of the Audit and Risk Committee

The Committee's Terms of Reference, which set out its responsibilities, are reviewed on a regular basis, and were updated during the year to reflect the updated guidance of the FRC's Minimum Standard for Audit Committees.

The primary responsibilities of the ARC are:

- to monitor the integrity of the financial statements, the financial reporting process and the accounting policies of the Company;
- to provide advice on: whether the annual report and accounts, taken as a whole, are fair, balanced and understandable; whether suitable and appropriate estimates and judgements have been made in respect of areas which could have a material impact on the financial statements; and whether such statements provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy;
- to review the effectiveness of the internal control environment of the Company, including its service providers, and its reporting processes and to monitor adherence to best practice in corporate governance and compliance with applicable regulatory and legal requirements;
- to advise the Board on the Company's overall risk appetite, tolerance and strategy and the principal and emerging risks the Company is willing to take in order to meet its long-term objectives;
- to review the Investment Manager's compliance, whistleblowing and fraud prevention procedures;

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Role of the Audit and Risk Committee continued

- to assess the Company's emerging and principal risks and monitor the Company's risk management and internal financial controls and to seek assurance regarding the risk exposures of the Company and the effectiveness of risk management and internal control systems;
- to monitor, and prepare for, any developments to the legal or regulatory landscape affecting the Company;
- to make recommendations to the Board in relation to the tender process, the appointment, re-appointment and removal of the external Auditor and to approve the Auditor's remuneration and terms of engagement, including scope of work;
- to review and monitor the Auditor's independence and objectivity and the effectiveness of the audit process; and
- to provide a forum through which the Company's Auditor reports to the Board.

The ARC has direct access to the Auditor, Ernst & Young (EY), and representatives of EY attend the relevant ARC meetings.

Main activities during the year

The Board and Committee meeting attendance table can be found on page 81. Since our last report to shareholders, the ARC has:

- reviewed the half-year and year-end Portfolio valuations and the Company's NAV;
- reviewed the Company's financial statements for the half year and year end and made formal recommendations to the Board;
- reviewed the Company's going concern and viability statements;
- reviewed the internal controls and risk management systems of the Company and its third-party service providers;
- agreed the audit plan and fees with the Auditor, its independent review of the condensed financial statements for the six months ended 30 June 2023 and the audit of the financial statements for the year ended 31 December 2023;
- reviewed the risk matrix covering the Company's key investment and operating risks, including how they are classified and mitigated, and requested changes on how the risk report and matrix were reported on by the Manager;
- reviewed the whistleblowing policy together with the data protection, fraud prevention and anti-money laundering policies of the Investment Manager (no incidents or risk areas were reported during the year); and
- reviewed compliance with the AIC Code and its own terms of reference.

The significant issues relating to the Committee's review of the financial statements for the year ended 31 December 2023 were:

A. Valuation of assets

The Committee reviewed the basis of valuation of each of the investments at 31 December 2023 prepared by the Investment Manager from information provided by each relevant Sponsor. This includes a review of the operational performance, recent developments, financial updates, and key valuation drivers for each asset. Questions raised by the Committee were addressed by the Investment Manager. During the year, the Committee also spent additional time understanding and challenging, where appropriate, the valuation approach taken for each investment. The Committee reviewed the Auditor's reporting on its testing of investment valuations, including using its specialists. As a result, the Committee satisfied itself that the Company's portfolio was held at fair value.

B. Going concern and long-term viability

The Committee assessed the Company's resources to continue in operation for at least twelve months from the date of these financial statements and whether it remains appropriate for PINT to continue to adopt the going concern basis in preparing its financial statements. The Committee also advised the Board on assessing the viability of the Company over a three-year period. These assessments included a review of the Company's financial position, including its commitments, available liquid resources, ability to draw on its RCF, as well as various downside cases that assumed varying degrees of decline in investment valuations, increases in operating costs, and weakening of GBP against the EUR and USD (which may result in increased FX hedging liabilities), and contemplated different risk factors relating to cash flows. As a result, the Committee concluded that the Company had adequate resources to continue in operation and meet its liabilities as they fell due both for the twelve months from the date of approval of these financial statements, and over the subsequent two years. Related going concern and long-term viability disclosures are set out on pages 72, 103 and Note 1 on page 117.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

C. Maintenance of investment trust status

The Investment Manager and Administrator reported to the Committee to confirm continuing compliance with the requirements for maintaining investment trust status. These requirements were also discussed with the Auditor as part of the audit process.

Internal controls

The ARC reviewed and updated, where appropriate, the Company's risk matrix. This document is reviewed, and refined, by the ARC every six months and the Committee is satisfied with the extent, frequency and quality of the reporting of the Investment Manager's monitoring to enable the ARC to assess the degree of control of the Company and how effectively risk is managed and mitigated. The ARC also received reports on internal controls from the Company's relevant service providers.

No incidents of significant control failings or weaknesses were identified during the year ended 31 December 2023, within the Company or its third-party suppliers.

The Company does not have an internal audit function as all of its day-to-day operations are delegated to third parties, all of whom have their own internal control procedures.

The Audit and Risk Committee discussed whether it would be appropriate to establish an internal audit function, and agreed that the existing system of monitoring and reporting by third parties remained appropriate and sufficient. This decision will be reviewed every year.

Internal control review

The Directors are responsible for the Company's risk management and systems of internal control and for reviewing their effectiveness. In an ongoing process, in accordance with the guidance provided by the FRC on risk management, the Committee and the Board have processes and procedures in place for identifying, evaluating and managing the risks faced by the Company, and for reviewing internal control systems.

These processes have been in place throughout the year and up to the date the financial statements were approved, and the Board has carried out a robust review of internal controls and risk management systems.

The risk management process and systems of internal control are designed to manage, rather than eliminate, the risk of failure to achieve the Company's objectives and such systems can only provide reasonable, rather than absolute, assurance against material misstatement or loss.

Internal control assessment process

Regular risk assessments and reviews of internal controls and the Company's risk appetite are undertaken by the Board in the context of the Company's overall investment objective.

On behalf of the Board, the ARC undertook a robust assessment and review of the emerging and principal risks facing the Company. The review covered the key business, operational, compliance and financial risks facing the Company.

In arriving at its judgement as to the risks the Company faces, the ARC considered the Company's operations in light of the following factors:

- the nature and extent of risks which it regards as acceptable for the Company to bear within its overall business objective;
- the threat of such risks becoming a reality;
- the Company's ability to reduce the incidence and impact of risk on its performance;
- the cost to the Company and benefits related to the review of risk and associated controls of the Company; and
- the extent to which third parties operate the relevant controls.

Full details of the principal risks and uncertainties faced by the Company can be found on pages 68 to 71.

Given the nature of the Company's activities and the fact that most functions are sub-contracted, the Directors obtain information from key third-party suppliers regarding the controls they operate. To enable the Board to make an appropriate risk and control assessment, the information and assurances sought from third parties include the following:

- details of the control environment;
- identification and evaluation of risks and control objectives;
- assessment of communication procedures; and
- assessment of control procedures operated.

There were no significant matters of concern identified in the Board's review of the internal controls of its third-party suppliers.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Internal control assessment process continued

The key procedures which have been established to provide effective internal financial controls are as follows:

- the Company uses a third-party provider of administration and accounting services, as well as company secretarial duties. Investment management is provided by Pantheon, therefore, the duties of investment management and accounting are segregated. The Company also uses a third-party Depositary. The procedures of the individual parties are designed to complement one another;
- the Directors define the duties and responsibilities of the Company's service providers and advisers in the terms of their contracts. The appointment of key service providers and advisers is conducted by the Board after consideration of the quality of the parties involved; the Board, via the MEC, monitors their ongoing performance and contractual arrangements; and
- the Board reviews detailed financial information produced by the Investment Manager and the Administrator on a regular basis.

Fair, balanced and understandable

As a result of the work performed, the ARC concluded that the annual report for the year ended 31 December 2023, taken as a whole, was fair, balanced and understandable and provided the information necessary for shareholders to assess the Company's position and performance, business model and strategy, and reported on these findings to the Board.

External audit

The ARC monitors and reviews the effectiveness of the external audit process for the publication of the annual report and makes recommendations to the Board on the re-appointment, remuneration and terms of engagement of the Auditor.

Audit fees

The audit fees incurred were £150,000 for the audit of the 2023 financial statements (£135,000 in 2022). The ARC will continue to monitor the level of audit fees closely.

Non-audit fees/independence and objectivity of the Auditor

The ARC reviews the scope and nature of all proposed non-audit services, to ensure that the independence and objectivity of the Auditor are safeguarded.

The Board's policy is that non-audit services may be carried out by the Company's Auditor unless there is a conflict of interest or another provider is considered to have more relevant experience.

Non-audit services provided during the year ended 31 December 2023 related to EY's review of the 2023 half-year report. The fee for that service was £35,000 (£35,000 in 2022), and made up 18.9% of the total fees paid to the Auditor.

The ARC believes that it is appropriate for the Company's Auditor to provide such services to the Company as these services are audit related.

The ARC has received assurances from the Auditor that its independence is not compromised by the supply of these services.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

Effectiveness of external audit process

The ARC meets at least twice a year with the Auditor. The Auditor provides a planning report in advance of the annual audit, a report on the annual audit and a report on its review of the half-year financial statements. The ARC has an opportunity to question and challenge the Auditor in respect of each of these reports. In addition, at least once a year, the ARC has an opportunity to discuss any aspect of the Auditor's work with the Auditor in the absence of the Investment Manager. After each audit, the ARC reviews the audit process and considers its effectiveness.

Appointment of the Auditor

The Board of PINT appointed EY as PINT's first auditors in 2021.

A competitive tender must be carried out by the Company at least every ten years. We are therefore required to carry out a tender no later than in respect of the financial year ending 31 December 2031. Mr Matthew Price has served as the lead audit partner since the IPO in 2021. Ethical standards generally require the rotation of the lead audit partner every five years for a listed client.

The Committee monitors the Company's relationship with the Auditor and has discussed and considered its independence and objectivity. The Auditor also provides confirmation that it is independent within the meaning of all regulatory and professional requirements and that objectivity of the audit is not impaired.

The Committee is therefore satisfied that EY remains independent and will continue to monitor this position.

Taking into account the performance and effectiveness of the Auditor and the confirmation of its independence, the Committee has recommended to the Board that a resolution to re-appoint EY as the external Auditor be put to shareholders at the forthcoming AGM. EY has confirmed its willingness to continue in office.

Patrick O'Donnell Bourke
Audit and Risk Committee Chair

2 April 2024

MANAGEMENT ENGAGEMENT COMMITTEE REPORT

I chair the Management Engagement Committee. Given the size of the Board and that all Directors are independent, all Directors are members of the Committee.

Andrea Finegan
Chair of the Management Engagement Committee

2 April 2024

The Management Engagement Committee meets at least once a year, or more often if required.

The role of the Committee

The principal duties of the Committee, set out in its terms of reference, are to:

- monitor and evaluate the Manager's performance (and, if necessary, provide appropriate guidance) and compliance by the Investment Manager with the Investment Management Agreement;
- reasonably satisfy itself that the Investment Management Agreement is fair and that the terms thereof comply with all regulatory requirements, conform with market and industry practice, are competitive and remain in the best interests of shareholders;
- reasonably satisfy itself that systems put in place by the Investment Manager in respect of the Company are adequate to meet relevant legal and regulatory requirements;
- reasonably satisfy itself that matters of compliance are under proper review. Through the terms of the Investment Management Agreement, the Company procures that the Committee has direct access to the Investment Manager's compliance officers, and receives a report from the Investment Manager each year confirming that it has performed its obligations under the Investment Management Agreement and has conducted the Company's affairs in compliance with the laws and regulations applying to it;
- regularly review the composition and performance (including skills, knowledge and experience) of the key personnel performing the services on behalf of the Investment Manager and consider whether the continuing appointment of the Investment Manager, on the terms of the Investment Management Agreement, is in the interests of shareholders as a whole, and make recommendations to the Board thereon together with a statement of the reasons for this view;
- where relevant, consider nominations by the Investment Manager for replacements of key executives, if, prior to the termination of the agreement, such key executives should die or otherwise become incapacitated or should retire, resign or otherwise cease to provide the relevant services to the Company;
- consider and review the level and method of remuneration of the Investment Manager pursuant to the terms of the Investment Management Agreement, including the methodology of calculation of the annual management fee (which shall include a comparison of fees payable as compared to the Company's peer group management arrangements);
- consider the merit of obtaining, on a regular basis, an independent appraisal of the Investment Manager's services;
- consider the appointment or re-appointment of the Investment Manager and the level of fees and make recommendations to the Board thereon;
- review with the Investment Manager any material issues arising from its work that the Investment Manager wishes to bring to the attention of the Committee, whether privately or otherwise; and
- review the performance and services provided by the Company's other service providers (including the Administrator, Depositary, Registrar and Company Secretary) and consider whether the continuing appointments of such service providers under the terms of their agreements are in the interests of shareholders as a whole, and make recommendations to the Board thereon together with a statement of the reasons for its views.

MANAGEMENT ENGAGEMENT COMMITTEE REPORT CONTINUED

Main activities during the year

The Manager's review

When reviewing the Investment Manager's performance in providing investment management and other services, the Committee considered a number of different factors, which included: the quality and continuity of Pantheon's team; Pantheon's succession plans; sector and geographic coverage; investment processes; performance and strategy. The Committee also considered the Investment Manager's culture and evaluated the way in which the Investment Manager's partners, executives and other members of the team are remunerated and incentivised. Furthermore, the Committee reviewed the Investment Manager's ESG strategy, objectives and progress against ESG goals.

When reviewing the terms of the Investment Management Agreement, the Committee also considered the remuneration arrangements and the methodology underpinning the annual management fee. In addition, the Committee also took into account the Investment Manager's ongoing commitment to promote the Company and engage with its shareholders and other key stakeholders. Following its review, the Committee concluded that the continued appointment of the Investment Manager remained in the best interests of PINT and its shareholders.

Review of other third-party service providers

The Committee reviewed the services of: Hogan Lovells, PINT's legal adviser; BNP Paribas, PINT's Depositary; Link Alternative Fund Administrators, PINT's Administrator; Link Market Services, PINT's Registrar; Link Company Matters Limited, PINT's Company Secretary; and Investec Bank plc, PINT's corporate broker and bookrunner. The Committee concluded that all these appointments remained in the best interests of PINT and all were recommended to the Board.

In 2023 the Committee also considered the performance of PINT's PR adviser, and upon a recommendation of the Investment Manager, the Board agreed to appoint Lansons Communications Holdings Limited as the Company's new PR services provider.

Andrea Finegan
Chair of the Management Engagement Committee

2 April 2024

NOMINATION COMMITTEE REPORT

I chair the Nomination Committee and, given the size of the Board, all Directors are its members.

Vagn Sørensen
Nomination Committee Chair

2 April 2024

The role of the Committee

The principal duties of the Committee, as set out in its terms of reference, are to;

- review the balance, effectiveness and diversity of the Board;
- consider and formulate succession plans;
- identify the skills and expertise needed to meet the Company's strategic goals, future challenges and opportunities; and in doing so, identify, evaluate and recommend individuals for new Board appointments;
- consider and review the membership of the Board's Committees;
- consider and review the performance and external commitments of Board members;
- assess the time commitment required for each Board appointment and ensure that the current Directors have sufficient time to fulfil their duties;
- make recommendations on appointments and re-appointments of Directors to our shareholders; and
- lead the Directors' performance appraisal process and consider the results thereof every year; details of the last review are included on pages 82 to 84.

Appointments process

All Board appointments are subject to a formal, rigorous and transparent process. The Company will seek to ensure that any Board vacancies will be filled by the most qualified candidates, based on objective criteria and merit in the context of the skills, knowledge and experience needed to support the Board's longer-term strategy and goals. Any appointments will be made in line with the Board's Diversity Policy.

Main activities during the year

Board's Diversity Policy

The Board fully supports diversity and inclusion at Board level and recognises the benefits of diversity, including that of gender, socio-economic and ethnic background, cognitive and personal strengths. During the year, the Board reviewed and updated its Diversity Policy, which highlights the Board's commitment to ensuring that the Directors bring a wide range of skills, knowledge, experience, backgrounds and perspectives to the Board. The Committee decided to include additional measurable objectives of the Policy, to specify that:

- any advertising will state that applications from suitably qualified candidates who would add to the Board's diversity would be especially welcome;
- any recruitment agency used would be instructed to include diverse candidates who have appropriate transferable skills, identified through a search of a wide pool of potential appointees; and
- any shortlist will include candidates who, if appointed, would add to the diversity of the Board.

Consequently, implementing these objectives, any shortlist will include candidates who, if appointed, would add to the diversity of the Board.

NOMINATION COMMITTEE REPORT CONTINUED

Main activities during the year continued

Board diversity

The Board welcomed the changes to the Listing Rules which incorporate the recommendations of the Hampton-Alexander and Parker Reviews. In line with the Listing Rules requirements, PINT reports on certain diversity targets, including having a least 40% female representation on the Board, and having at least one senior Board role held by a woman. As at 31 December 2023, PINT met two of three targets, and more detail on this is included on page 81.

Succession planning

During the year, the Committee carefully considered succession planning. Despite being a relatively young company, and applying the principles of the Governance Code, the Directors are agreed that having a longer-term view of possible Board changes is important. Whilst the Committee agreed that, currently, the structure, size and composition of the Board is balanced and appropriate, the Directors recognise that there is room to improve the diversity of the Board.

The Committee also reviewed the time required by each Board member to fulfil their duties, including myself as the Chair of the Board. Whilst I do not have any appointments other than those disclosed in this annual report, and am able to serve PINT to the best of my ability, after reflection, and upon consultation with some of our shareholders, I am considering stepping down as Chair, potentially at PINT's Annual General Meeting in 2025. I intend to allow our SID, Ms Baldock, ample time to lead a search process for my successor and allow for a thorough handover period.

With that in mind, the Committee intends to use the next change to the Board, likely in late 2024 or the beginning of 2025, as an opportunity for the Board to consider a wide pool of candidates from diverse backgrounds.

Vagn Sørensen
Nomination Committee Chair

2 April 2024

ESG & SUSTAINABILITY COMMITTEE REPORT

I chair the ESG & Sustainability Committee, and all Directors and Pantheon's Global Head of ESG are members of the Committee.

Andrea Finegan
Chair of the ESG & Sustainability Committee

2 April 2024

The role of the Committee

PINT's Board believes that sound ESG practices and operating sustainably are integral to building a resilient infrastructure business and creating long-term value for our shareholders and other stakeholders. Last year, we therefore took the step to establish a dedicated ESG & Sustainability Committee, chaired by myself, to help better support the Board with its focus on ESG, and create a dedicated forum for monitoring and responding to evolving regulatory and best practice guidance. The principal duties of the Committee, as set out in its terms of reference, are to:

- Agree and monitor the Company's ESG strategy:
  - guide, supervise and support the Manager in drafting and periodically reviewing the Company's sustainability and ESG strategy aligned with the Company's business objectives, industry best practice, and any applicable regulations; and
  - oversee the implementation and monitoring of the approved ESG strategy, ensuring it is effectively integrated into the Company's operations, investments, and decision-making processes by the Manager.
- ESG reporting and disclosure:
  - review and approve the Company's ESG disclosure documents, including the Company's annual Sustainability Report (or relevant sections of such other reports as may be produced), ESG metrics, the Company's ESG Policy, and other relevant communications to stakeholders;
  - review the accuracy, completeness and transparency of ESG reporting, adhering to recognised standards, frameworks and guidelines; and
  - review, and receive updates on, the Company's continued compliance with the requirements of the European Union's Sustainable Finance Disclosure Regulation (SFDR) as it relates to the Company maintaining its classification as an Article 8 fund.
- ESG risk management:
  - receive regular updates from the Investment Manager on any pertinent developments on ESG-related risks and opportunities relating to the Company's Portfolio companies.
- Stakeholder engagement:
  - monitor and review the Company's stakeholder engagement activities, including dialogue with shareholders, investors and other relevant stakeholders; and
  - promote effective communication and collaboration with stakeholders including service providers on ESG-related matters, addressing their concerns and feedback appropriately.
- Work in conjunction with the ARC in relation to ESG communications in the annual report, adherence to ESG disclosure requirements and identification and mitigation of risks relating to ESG, as well as opportunities related to ESG.

ESG & SUSTAINABILITY COMMITTEE REPORT CONTINUED

Main activities during the year

In July 2023, PINT's Board formally constituted a separate ESG & Sustainability Committee, reflecting both the belief that sound ESG practices are integral to building a resilient business and the fact that evolving regulatory and best practice guidance on ESG matters require the additional focus a committee brings.

The Committee worked on the Company's initial ESG and Sustainability Policy which complements and builds on the Investment Manager's ESG Policy. Work was also undertaken in identifying future focus areas around improvement in data capture and disclosures to allow improved reporting.

PINT is classified as Article 8 under SFDR, which means that it is committed to enhanced reporting requirements and an investment policy which restricts investments in specific excluded sectors (coal, oil (upstream, midstream, storage), gas (upstream), nuclear energy and mining).

Under SFDR, PINT also needs to make certain periodic disclosures, and to satisfy that requirement, the Committee together with Pantheon worked on the Company's first sustainability report for 2022, which includes an assessment of PINT's investments against set sustainability indicators. The results of PINT's investments' ESG performance are published in accordance with the requirements of Article 11 of the EU's SFDR, and in accordance with the regulatory technical standards set out in Commission Delegated Regulation (EU) 2022/1288).

In 2022, PINT was not required to make disclosures under the Task Force on Climate-related Financial Disclosures (TCFD), however, work commenced on this and a number of voluntary disclosures were made. Preparations are underway towards reporting fully against the TCFD categories of Governance, Strategy, Risk Management and Metrics and Targets.

Looking ahead

As an investment company without control of the underlying investee companies, PINT is reliant on Pantheon and the Sponsors of each investee company for the collection of data and delivery of any ESG objectives. Notwithstanding, PINT is aiming to improve data collection, which, in turn, should result in better disclosures, as well as an overall improvement in ESG performance of PINT's investments. Therefore, the Committee's and the Board's focus in 2024 and further ahead will be on the engagement with suppliers and Sponsors to continue to develop the communication, data collection and our disclosures. In time, the Committee intends to set meaningful targets for PINT for the years ahead.

We look forward to engaging with our stakeholders on these topics, as we remain committed to keeping their interests at the centre of our decision making.

Andrea Finegan
Chair of the ESG & Sustainability Committee

2 April 2024

DIRECTORS' REMUNERATION REPORT

This Directors' remuneration report for the year ended 31 December 2023, has been prepared in accordance with the requirements of the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013.

Anne Baldock
Remuneration Committee Chair

2 April 2024

The law requires the Auditor to audit certain disclosures contained within this report and these are indicated accordingly. The Auditor's opinion is included in its independent Auditor's report on pages 107 to 112.

The Directors' Remuneration Policy ('the Policy') is required to be put to shareholders' vote at least once every three years, any change to the Policy also requires shareholders' approval. The Policy is subject to a binding vote. A resolution to approve the Policy was last proposed and approved by shareholders at the AGM of the Company held on 30 March 2023, and the Policy will apply until it is next put to shareholders for renewal of that approval at the Company's AGM in 2026, unless any variations to the policy are proposed earlier. There are no significant changes in the way that the Remuneration Policy will be implemented in the course of the next financial year.

The annual remuneration report, which includes the remuneration paid to Directors each year, is brought to shareholders for approval at every Annual General Meeting, therefore, an ordinary resolution to approve this remuneration report will be put to members at the forthcoming AGM in June 2024. The vote on the Directors' remuneration Report is an advisory vote.

Statement from the Chair

I am pleased to present the Directors' remuneration report for the year ended 31 December 2023. I chair the Remuneration Committee and, given the size of the Board, all Directors are members of the Committee.

The role of the Committee

The Company has no employees or executive Directors. The Remuneration Committee determines and approves Directors' fees within an aggregate limit of £500,000 per annum, as set out in the Company's Articles of Association. No Director is involved in deciding his or her own remuneration; remuneration of the Chair of the Board is decided and approved by the Directors under the leadership of the SID. More details on how the Committee makes those decisions, and all the factors it takes into account, are set out on page 97.

The principal duties of the Remuneration Committee are to:

- determine, review, amend (where deemed needed) the fees of: the Chair of the Board; the SID; Chairs of each Committee; and those of the non-executive Directors;
- determine, review, amend (where deemed needed), and agree the Policy and propose it to our shareholders for approval at least every three years;
- obtain reliable, up-to-date information about remuneration in other companies of comparable scale and complexity and market practice generally;
- when authorising remuneration outcomes, exercise independent judgement and discretion, taking account of Company and individuals' performance, and wider circumstances;
- report to the Board and PINT's shareholders on the Committee's activities and decisions;
- agree the Policy for authorising claims for expenses from the Directors; and
- establish the selection criteria, select, appoint and set the Terms of Reference for any remuneration consultants who might advise the Committee.

The Board and Committee meeting attendance table can be found on page 81.

DIRECTORS' REMUNERATION REPORT CONTINUED

Directors' fees

The Directors' fees are reviewed annually. In its assessment, the Committee considers a wide range of factors to make sure that the Policy is aligned with PINT's long-term strategic goals and the goal of promoting long-term, sustainable success of the Company, enabling PINT to attract, retain and motivate Directors of the quality required to fulfil the responsibilities of the Board. When reviewing the fees, the Committee also has regard to the risk appetite of the Company; the time required to be devoted to PINT's affairs; whether all Directors devoted sufficient time to PINT during the year under review; whether the Board evaluation indicated that the Directors fulfilled their roles, acted effectively and in the best interests of PINT; and whether the scale and complexity of the business added to the time commitments. The Committee also reviews remuneration trends across the sector, any feedback received from shareholders, as well as the level of support for the remuneration report and Policy resolutions. In 2023, we held PINT's first AGM – shareholders cast over 98.98% of their votes in favour of the Directors' remuneration report, 0.02% of the votes were cast against and ~0.008% of votes were withheld. The current Policy was approved by shareholders at the same meeting in 2023, with 99.98% of votes cast in favour, 0.02% votes against, and ~0.008% of votes withheld, showing considerable shareholder support.

Following a review in late 2023, the Remuneration Committee resolved to increase Directors' fees by 5% (effective from 1 January 2024) for the year ending 31 December 2024. This is the first fee increase since IPO in 2021 and since then, the average annual CPI inflation was 7.3% in 2023 (RPI 9.7%) and 9.1% in 2022 (RPI 11.6%). The fees reflect the time Directors spend on the affairs of the Company, and help PINT remain competitive and in line with the market, as we prepare to refresh the Board, and likely start to recruit in late 2024.

	Expected fees for year ending 31 December 2024 £	Fees for year to 31 December 2023 £
Chair	57,750	55,000
Non-Executive Director	42,000	40,000
Audit and Risk Committee Chair	47,250	45,000

Remuneration of any new Board members would be set in line with these fees.

The Remuneration Policy

The Board's policy is that remuneration of non-executive Directors should reflect the experience of the Board as a whole and is determined with reference to comparable organisations and appointments. The level of remuneration has been set in order to attract individuals of a calibre appropriate to the future development of the Company and to reflect the specific circumstances of the Company, the duties and responsibilities of the Directors, and the value and amount of time committed to the Company's affairs.

The Chair does not participate in any discussions relating to his own fee, which is determined by the other Directors and led by the SID. Directors are entitled to be reimbursed for any travel, hotel or other expenses properly incurred in connection with their attendance at Director or shareholder meetings or otherwise in connection with the discharge of their duties as Directors. There are no performance conditions of the remuneration; the Board does not believe that this is appropriate for non-executive Directors. Under the Company's Articles, PINT is permitted to provide pension or similar benefits for its Directors; however, no pension schemes or other similar arrangements have been established and none of the Directors are entitled to any pension or similar benefits, nor do they receive long-term incentive schemes or share options. PINT does not have a policy on termination payments and no past Director has been compensated for loss of office or otherwise. All Directors are subject to annual re-election and none of the Directors have a service contract with PINT. Each directorship may be terminated by either party on three months' prior written notice. The fees for the Directors are determined within the limits set out in the Company's Articles of Association, or any greater sum that may be determined by ordinary resolution of the Company. Directors' and Officers' liability insurance cover is maintained by the Company on behalf of the Directors.

Statement of implementation of the Remuneration Policy in respect of the financial year ending 31 December 2024

The Remuneration Committee intends to review Directors' fees in late 2024, when it will determine the fees effective from 1 January 2025. In the absence of unforeseen circumstances, the Committee does not expect any other changes.

DIRECTORS' REMUNERATION REPORT CONTINUED

Annual report on Directors' remuneration (audited)

Directors' fees for the year (audited)

Single total figure for each Director:

	Fees		Taxable expenses[2]		Total[3]	
Directors	2023 £	2022[1] £	2023 £	2022 £	2023 £	2022[1] £
Vagn Sørensen	55,000	67,128	596	—	55,596	67,128
Anne Baldock	40,000	48,821	—	—	40,000	48,821
Andrea Finegan	40,000	48,821	1,352	—	41,352	48,821
Patrick O'Donnell Bourke	45,000	54,929	776	55	45,776	54,929
Total	180,000	219,693	2,724	55	182,724	219,748

1. The Company's first annual report covered the period from 12 October 2021 to 31 December 2022, therefore, the 2022 figures also include the pro-rated fees for the period 12 October 2021 to 31 December 2021. To date, there have been no increases in Directors' fees since IPO.
2. The Directors' expenses related to travel and accommodation and were partly incurred in visiting an asset and the management team at Primafrio, as part of the Board's oversight of the activities of the Investment Manager.
3. There are no variable elements of remuneration to disclose.

No sums were paid to any third parties in respect of Directors' services and no sums were paid to any third parties in respect of advice from a remuneration adviser.

Company performance

In setting Directors' remuneration, the Committee considers the relative size and performance of the Company. The table below sets out PINT's total share price returns to ordinary shareholders since launch, compared with the S&P Global Infrastructure Index over the same period. The S&P Global Infrastructure Index is used as a benchmark as its constituents are comparable in asset type with the Company's investment portfolio. For the year ended 31 December 2023, total shareholder return was (7.0)%, compared with the S&P Global Infrastructure Index return of 6.8%.

	Three months	Six months	One year	IPO (Nov 21) - 31 Dec 23
Share price (TSR)	11.0%	7.6%	(7.0%)	(15.4%)
FTSE All Share (TR)	3.2%	5.2%	7.9%	13.3%
S&P Global Infrastructure Index (TR)	10.9%	2.9%	6.8%	13.7%

DIRECTORS' REMUNERATION REPORT CONTINUED

Directors' interests (audited)

The Company's Articles of Association do not require Directors to own shares in the Company. The interests of the Directors and any connected persons in the Ordinary Shares of the Company at 31 December 2023 and 31 December 2022 were as follows:

	Number of Ordinary Shares 31 December 2023	Number of Ordinary Shares 31 December 2022
Vagn Sørensen	146,680	120,000
Anne Baldock	50,000	30,000
Andrea Finegan	46,581	30,000
Patrick O'Donnell Bourke	60,000	60,000

There have been no changes in Directors' interests between 31 December 2023 and the date of this report.

None of the Directors or any person connected with them had a material interest in the Company's transactions, arrangements or agreements during the year.

Relative importance of spend on pay

	2023 £	% change from 2022 to 2023	2022[1] £
Total Directors' fees[1]	180,000	—	219,693[1]
Total distribution to shareholders	14,303,000	198	4,800,000
Share buybacks	5,824,000	—	—

1. The Company's first annual report covered the period between 12 October 2021 to 31 December 2022. There have been no changes to remuneration and no increases in fees between the IPO in 2021 and the year ended 31 December 2023.

DIRECTORS' REMUNERATION REPORT CONTINUED

Annual percentage change in Directors' fees

Directors' fees remained unchanged between the Company's IPO in November 2021 and 31 December 2023.

	2023 £	% change in from 2022 to 2023	2022[1] £
Vagn Sørensen	55,000	—	67,128[1]
Anne Baldock	40,000	—	48,821[1]
Andrea Finegan	40,000	—	48,821[1]
Patrick O'Donnell Bourke	45,000	—	54,978[1]

1. The Company's first annual report covered the period between 12 October 2021 and 31 December 2022, therefore, the amounts for that first financial period also included the fees the Directors received between 12 October and 31 December 2021.

Approval

The Directors' remuneration report was approved by the Board and signed on its behalf by:

Anne Baldock
Chair
2 April 2024

DIRECTORS' REPORT

The Directors are pleased to present their report, together with the audited financial statements of the Company, for the year ended 31 December 2023.

The Corporate Governance statement, including the reports of the Board Committees, the Directors' remuneration report, and the statement of Directors' responsibilities form part of this report. Some of the matters required to be included in the Directors' report have instead been included in the strategic report, as the Board considers them to be of strategic importance. Therefore, a review of the business of the Company, recent events and outlook can be found on pages 28 to 37 and information on our ESG reporting can be found on pages 58 to 62. Important events affecting the Company and that occurred after 31 December 2023 are included in Note 25 to the financial statements.

Board of Directors

As at the date of this report, PINT is led by a Board of four non-executive Directors, all of whom are considered to be independent. In line with the recommendations of the AIC Code, all Directors will stand for re-election at the forthcoming AGM. Directors' biographies can be found on pages 74 and 75.

The general powers of the Directors are set out in PINT's Articles of Association, which provide that the business of PINT shall be managed by the Board, which may exercise all the powers of the Company, subject to any limitations imposed by applicable legislation, the Articles and any directions given by special resolution of the Company's shareholders. Any amendments to the Articles of Association must be made by special resolution at a general meeting of the shareholders.

The rules concerning the appointment and replacement of Directors are set out in the Company's Articles of Association and in the Companies Act 2006. There are no agreements between the Company and its Directors concerning any compensation for their loss of office that could occur because of a takeover bid.

Insurance and indemnity provisions

The Board has formalised arrangements under which the Directors, in the furtherance of their duties, may take independent professional advice at the Company's expense. The Company has put in place a Directors' and Officers' liability insurance policy which includes cover for legal expenses. Under the terms of appointment of each Director, the Company has agreed, subject to the restrictions and limitations imposed by statute and by the Company's Articles of Association, to indemnify each Director against all costs, expenses, losses and liabilities incurred in execution of his/her office as Director or otherwise in relation to such office. Save for such indemnity provisions in the Company's Articles of Association and in the Directors' terms of appointment, there are no qualifying third-party indemnity provisions in force.

Share capital and voting rights

The rights attaching to the Company's shares are set out in the Company's Articles of Association. Further details can be found in Note 16 of the financial statements. As at 31 December 2023 and as at the date of this report, the Company's share capital is as follows:

Share capital and voting rights	Number of shares in circulation	Voting rights attached to each share	Number of shares held in treasury	Total number of shares in issue (including shares held in treasury)
As at 31 December 2023	472,615,000	1	7,385,000	480,000,000
As at 2 April 2024	469,550,000	1	10,450,000	480,000,000

DIRECTORS' REPORT CONTINUED

Share capital and voting rights continued

There are no restrictions on the free transferability of the shares, subject to compliance with applicable securities laws and provisions in the Articles entitling the Board to decline to register certain transfers in a limited number of circumstances, such as where the transfer might cause the Company to be subject to or operate in accordance with applicable US laws. The powers of the Directors are detailed in the Company's Articles and are subject to relevant legislation and, in certain circumstances (including in relation to the issuing or buying back the Company of its shares), are subject to the authority being given to the Directors by PINT's shareholders.

Prior to the Company's listing on 13 October 2021, in accordance with the Articles the Directors were authorised to allot up to a maximum of two billion Ordinary and/or C Shares and to disapply pre-emption rights in respect of those Ordinary and/or C shares, with the authority expiring on 13 October 2024. To date, no shares have been allotted under this authority, and the Directors propose to replace this authority with a general authority to allot new shares up to approximately 33.33% of the issued share capital of the Company at PINT's forthcoming AGM in June 2024. The Directors will also propose a resolution to grant the Company the authority to disapply pre-emption rights, which would enable the Board to issue Ordinary Shares for cash, without pre-emption rights applying, up to approximately 10% of the Company's issued share capital.

An authority to repurchase up to 14.99% of the Company's issued share capital to be held in treasury or for cancellation was granted to the Directors on 30 March 2023. Given a challenging period for many infrastructure investment companies, and PINT's shares trading at a material discount to NAV, on 31 March 2023 the Board announced its intention to commence a share buyback programme up to a total consideration of £10 million.

The Directors considered that the share price at which the Company's Shares were trading materially undervalued PINT's portfolio and prospects, and in April 2023 begun buying back shares. During 2023, the Company purchased a total of 7,385,000 Ordinary Shares of 1p each (nominal value of £73,850) at a total cost of £5.79 million (at a weighted average price of £0.78 per share), representing c. 1.5% of the Company's issued share capital. All purchased shares are kept in treasury. As at 31 December 2023, the Company had a remaining authority to purchase a further 64,567,000 shares; this authority will expire at the conclusion of the 2024 AGM, and the Board intends to propose a resolution to renew this authority at the forthcoming AGM in June 2024.

Dividends

On 21 March 2024, the Board declared a second interim dividend of 2p per share for the year ended 31 December 2023, payable on 23 April 2024. A first interim dividend of 2p per Ordinary Share was paid on 27 October 2023.

Financial risk management

Details in relation to the Company's use of derivative financial instruments, financial risk management objectives and policies, including policies for hedging each major type of forecasted transaction for which hedge accounting is used, as well as the Company's exposure to price, credit, liquidity, or cash flow risk, are set out in Note 23 to the financial statements.

Management

The Company entered into an Investment Management Agreement with the Company's Investment Manager, Pantheon Ventures (UK), on 13 October 2021. Under this agreement Pantheon was appointed as the Company's Alternative Investment Fund Manager (AIFM), and has been approved as an AIFM by the FCA.

Pantheon Ventures (UK) is part of the Pantheon Group. Affiliated Managers Group, Inc. (AMG), alongside senior members of the Pantheon team, acquired the Pantheon Group in 2010. The ownership structure, with Pantheon senior management owning a meaningful share of the business, provides a framework for long-term succession and enables Pantheon management to continue to direct the firm's day-to-day operations. AMG is a global asset management company with equity investments in leading boutique investment management firms.

Under the terms of the Investment Management Agreement, Pantheon Ventures (UK) is the sole and exclusive discretionary manager of all the assets of the Company and to provide certain additional services in connection with the management and administration of the Company's affairs, including monitoring the performance of, and giving instructions on behalf of the Company to, other service providers to the Company.

DIRECTORS' REPORT CONTINUED

Management continued

The Investment Manager is entitled to a monthly management fee at an annual rate of:

i. 1.0% of the part of the Company's NAV up to and including £750 million; and

ii. 0.9% of the part of such NAV in excess of £750 million.

The Investment Management Agreement is capable of being terminated (without penalty to the Company) by either party giving no less than twelve months' notice in writing at any time on or after the fourth anniversary of the admission of the Ordinary Shares of the Company on the Main Market of the London Stock Exchange and on the Official List of the FCA as contemplated by the Company's Prospectus dated 13 October 2021 (or at the Company's option, by making a payment in lieu of such notice).

The Investment Management Agreement is capable of being terminated by the Company (without penalty to the Company) immediately if, among other things, the Investment Manager materially breaches its obligations (and cannot or does not remedy the breach) or goes into liquidation. The Investment Manager has the benefit of an indemnity from the Company in respect of liabilities arising out of the proper performance of its duties and compliance with instructions given to it by the Board and an exclusion of liability save to the extent of any fraud, gross negligence, wilful default, bad faith or knowing violation of applicable laws. Pantheon Ventures (UK) sources, evaluates and manages investments on the Company's behalf, allocating investments to the Company, in accordance with Pantheon's investment allocation policy, that are in line with the strategy agreed with the Board and the Company's investment objective and policy.

Continuing appointment of the Investment Manager

The Board keeps the performance of the Investment Manager under continual review, and the MEC carries out an annual review of the Investment Manager's performance and the terms of the Investment Management Agreement. A summary of that review can be found on page 91. The investment performance is satisfactory and the Investment Manager is well placed to continue to manage the assets of the Company according to the Company's strategy, therefore, the Board is of the opinion that Pantheon's continued appointment remains in the interests of the Company and its shareholders.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position, including its financial position, are set out in the strategic report and Investment Manager's report. The Directors have made an assessment of going concern, taking into account both the Company's financial position at the balance sheet date and the expected performance of the Company, using the information available up to the date of issue of the financial statements.

Total available financing as at 31 December 2023 stood at £144.4 million, comprising £29.4 million in available cash balances and £115.0 million through the Company's RCF, which matures in March 2027. The Company maintains a policy to hold liquidity sufficient to cover all future operating and financial commitments due in the next twelve months. This includes all forecast operating costs, anticipated dividend payments, foreign exchange hedge settlements due (based on mark-to-market valuations), and all unfunded investment commitments which could be called during the period as detailed in the Cash and liquidity management section on page 33.

As part of the going concern review, the Directors considered different downside scenarios and their potential impact on PINT's liquidity. The scenarios modelled included varying degrees of decline in investment valuations and other key drivers such as: a slower deployment rate; lower than expected investment returns; higher than expected operating expenses; and absence of equity capital raises, realisations and distribution payments. The Company has several ways in which it could limit or mitigate the impact these possible developments could have on the balance sheet, including drawing on the RCF, which includes the provision of additional liquidity for working capital.

After due consideration of the activities of the Company, its assets, liabilities, commitments and financial resources, the Directors concluded that the Company has adequate resources to continue in operation for at least twelve months from the approval of the financial statements for the year ended 31 December 2023. For this reason, the Board considers it appropriate to continue to adopt the going concern basis in preparing the financial statements.

Related party transactions

Related party transactions for the period can be found in Note 24 to the financial statements.

DIRECTORS' REPORT CONTINUED

Substantial shareholdings

During 2023, the Company had received notification of the following disclosable interests in the voting rights of the Company:

Shareholders	Number of shares held	% of total voting rights
Rathbones Investment Management Ltd	104,038,930	22.01%
Evelyn Partners Limited	47,277,733	10.00%
Quilter PLC	41,171,287	8.72%
Schroders Plc	27,045,000	5.72%
Close Asset Management Limited	20,870,685	4.42%

These holdings may have changed since notified to the Company because a notification of change is not required until shareholders cross a regulatory threshold again. Since the year end, the Company has been notified of the following changes:

- On 18 January 2024, Quilter Plc notified the Company that it had reduced its shareholding to 34,456,287 shares (7.28%);
- On 18 January 2024, Schroders Plc notified the Company that it had increased its shareholding to 47,728,179 shares (10.12%); and
- On 18 March 2024, Rathbones Investment Management Ltd notified the Company that it decreased its shareholding to 98,365,856 (20.94%).

Greenhouse gas emissions and TCFD

All of PINT's activities are outsourced to third parties. As such, the Company does not have any physical assets, property, employees or operations, nor does it generate any greenhouse gas or other emissions or consume any energy reportable under the Companies Act 2006 (strategic report and Directors' report) Regulations 2013 or the Companies (Directors' report) and Limited Liability Partnerships (energy and carbon report) Regulations 2018, implementing the UK Government's policy on Streamlined Energy and Carbon Reporting. Whilst PINT is exempt from complying with the requirements of the Companies Act 2006 to produce a Non-Financial and Sustainability Information Statement or report against the TCFD framework, the Company will soon release its second annual sustainability report, which will incorporate more detailed reporting in accordance with the TCFD recommendations. More details can be found on page 61. Further details of the Investment Manager's approach to responsible investment practices and ESG standards can be found in the strategic report on pages 58 to 62.

Modern Slavery Act

As an investment trust, PINT does not provide goods or services in the normal course of business, nor does it have employees, customers or turnover. Consequently, the Company is not in scope of the Modern Slavery Act (the 'Act') and is therefore not required to make a slavery or human trafficking statement under the Act. Notwithstanding the fact that the Company's own supply chain consists predominantly of professional advisers and service providers in the financial services industry, and is considered to present a low risk of modern slavery, the Company has a zero-tolerance approach to modern slavery and has adopted its own Modern Slavery and Human Trafficking Statement which was approved by the Board in May 2022 and is reviewed annually.

The MEC also monitors (by self-assessment) the modern slavery policies of PINT's major suppliers. Pantheon's Modern Slavery Statement can be found on Pantheon's website.

Political donations

The Company made no political donations during the year to 31 December 2023. The Company has in place an Anti-Bribery and Charitable & Political Donations Policy.

Listing Rule 9.8.4R

The Company confirms that there are no items which require disclosure under Listing Rule 9.8.4R in respect of the year ended 31 December 2023.

Annual General Meeting (AGM)

The Company's AGM will be held on 20 June 2024. The business to be proposed at the AGM will be set out in a separate Notice of Meeting which will be published shortly.

Audit information

The Directors who held office at the date of approval of the Directors' report confirm that, so far as they are aware, there is no relevant audit information of which the Company's Auditor is unaware; and each Director has taken all steps that he or she ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

Approval

The Directors' report has been approved by the Board.

On behalf of the Board

Vagn Sørensen
Chair

2 April 2024

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws and regulations. Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with applicable law and UK Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 as at the end of each financial year and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- present a true and fair view of the financial position, financial performance and cash flows of the Company;
- select suitable accounting policies in accordance with FRS 102 and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- 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 a 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 Directors are also responsible for preparing the strategic report, the Directors' report, the Directors' remuneration report, the Corporate Governance Statement and the report of the Audit and Risk Committee in accordance with the Companies Act 2006 and applicable regulations, including the requirements of the Listing Rules and the Disclosure Guidance and Transparency Rules. The Directors have delegated responsibility to the Investment Manager for the maintenance and integrity of the Company's corporate and financial information included on the Company's website (**www.pantheoninfrastructure.com**). Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the Directors, whose names are listed on pages 74 and 75, confirms that to the best of his or her knowledge:

- the financial statements, prepared in accordance with applicable accounting standards, give a true and fair view of the assets, liabilities, financial position and profit of the Company; and
- the management report, which is incorporated in the strategic report and Directors' report, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

The UK Corporate Governance Code requires Directors to ensure that the annual report and financial statements are fair, balanced and understandable. In order to reach a conclusion on this matter, the Board has requested that the Audit and Risk Committee advises on whether it considers that the annual report and financial statements fulfil these requirements. The process by which the Audit and Risk Committee has reached these conclusions is set out in its report on pages 85 to 89. As a result, the Board has concluded that the annual report and financial statements for the year ended 31 December 2023, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Signed on behalf of the Board by

Vagn Sørensen
Chair

2 April 2024

FINANCIAL STATEMENTS

What's in this section

INDEPENDENT AUDITOR'S REPORT

to the members of Pantheon Infrastructure Plc

Opinion

We have audited the financial statements of Pantheon Infrastructure Plc (the 'Company') for the year ended 31 December 2023 which comprise the Income statement, the Statement of changes in equity, the Balance sheet, the Cash flow statement, and the related Notes 1 to 25 including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2023 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.

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.

Independence

We are 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 public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting the audit.

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:

- confirming our understanding of the Company's going concern assessment process and engaging with the Directors and the Investment Manager to determine if all key factors were considered in their assessment;
- inspecting the Directors' assessment of going concern, including the Portfolio cash flow forecast for the period to 2 April 2025, which is at least twelve months from the date the financial statements were authorised for issue. In preparing the Portfolio cash flow forecast, the Company has concluded that it is able to continue to meet its ongoing costs as they fall due;
- reviewing the factors and assumptions applied to the Portfolio cash flow forecast and the liquidity assessment of the investment portfolio. We considered the appropriateness of the methods used to calculate the Portfolio cash flow forecast and the liquidity assessment and determined, through testing of the methodology and calculations, that the methods, inputs and assumptions utilised were appropriate to be able to make an assessment for the Company;
- inspecting the Directors' assessment of the risk of breaching the loan facility covenants as a result of a reduction in the value of the Company's portfolio. We recalculated the Company's compliance with loan facility covenants in the scenarios assessed by the Directors who also performed reverse stress testing in order to identify what factors would lead to the Company breaching the financial covenants;
- considering the mitigating factors included in the Portfolio cash flow forecasts and covenant calculations that are within the control of the Company; and
- reviewing the Company's going concern disclosures included in the annual report in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Pantheon Infrastructure Plc

Conclusions relating to going concern continued

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 the period to 2 April 2025.

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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Overview of our audit approach

Key audit matters	Risk of inaccurate valuation of investments
Materiality	Overall materiality of £5.0 million (2022: £4.7 million) which represents 1% of shareholders' funds

An overview of the scope of our audit

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the Company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the Company and effectiveness of controls, the potential impact of climate change and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

Climate change

Stakeholders are increasingly interested in how climate change will impact the Company. The Company has determined that the most significant future impacts from climate change on its operations will be from changes in regulations that may adversely affect its underlying portfolio investments. Its approach to managing climate and other ESG risks as part of managing investment risk is explained on pages 58 to 62 of the strategic report, which form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

Our audit effort in considering climate change was focused on the adequacy of the Company's disclosures in the financial statements as set out in Note 1 and, in conclusion, that there was no material impact from climate change on the financial statements. We also challenged the Directors' considerations of climate change in their assessment of going concern and viability and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

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. These matters included 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 our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Pantheon Infrastructure Plc

Key audit matters continued

Risk	Our response to the risk	Key observations communicated to the Audit and Risk Committee
Risk of inaccurate valuation of investments Refer to the Audit and Risk Committee report (page 86); Accounting policies (page 118); and Note 10 of the financial statements (page 125). The investments amounted to £471.7 million as at 31 December 2023 (2022: £301.4 million). Investments represent 94% of the net asset value (NAV) of the Company and consist of unlisted investments in infrastructure assets. The valuation of the assets held in the investment portfolio is the key driver of the Company's net asset value and total return. Incorrect investment valuation could have a significant impact on the return generated for shareholders. Investment income from the investment portfolio is recognised as income within Pantheon Infrastructure Holdings LP ("PIH"), a wholly-owned subsidiary of the Company. As the Company's investment in PIH is held at fair value, the income received by PIH from the underlying investment portfolio is reflected as a fair value gain in the Company's investment in PIH. We attribute a higher risk of estimation uncertainty to a portfolio of this nature and deem the valuation of unlisted investments at fair value to be a fraud and significant audit risk.	**We performed the following procedures:** We obtained an understanding of the Company's processes and controls surrounding investment valuation by performing walkthroughs to assess the design and implementation of controls in place and attended the Investment Manager's year end valuation committee as an observer. We obtained the most recent audited financial statements of the fund or co-investment vehicle in which the Company's investment portfolio is held, and reviewed the Auditor's opinion to confirm that the underlying investment is held at fair value in a manner consistent with FRS 102 and that there are no audit opinion modifications which would affect the fair value of the investments. We obtained the most recent audited financial statements of the fund or co-investment vehicle in which the Company's investment portfolio is held and compared the value of the investments to the value of the investment per the capital statement in the same period, to check the retrospective accuracy of the capital statements. We obtained independent confirmation from the General Partner/Manager of the fund or co-investment vehicle in which the Company's investment portfolio is held of the Company's capital committed, contributed and fair value as at the valuation date. We agreed a sample of calls and distributions to Call and Distribution Notices, tracing payment and receipt to bank statements. We reviewed valuation analyses prepared by the Investment Manager and attended its year end valuation committee to understand the key movements in the valuation models. With the assistance of our valuation specialists where relevant, we assessed their appropriateness based on the nature of the asset and our understanding of the markets in which they operate. For new investments, we reviewed the closing documents to confirm the purchase price paid and the Investment Manager's internal due diligence documents to confirm the due diligence process has been followed. For a sample of investments, we engaged our internal valuation specialists to review the inputs and major assumptions.	The results of our procedures identified no material misstatement in relation to the risk of inaccurate valuation of investments.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Pantheon Infrastructure Plc

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Company to be £5.0 million (2022: £4.7 million), which is 1% of shareholders' funds. We believe that shareholders' funds provide us with materiality aligned to the key measure of the Company's performance.

During the course of our audit, we reassessed initial materiality and made no changes to the basis of calculation from our original assessment at the planning stage.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Company's overall control environment, our judgement was that performance materiality was 75% of our planning materiality, namely £3.8 million (2022: £2.4 million). We set performance materiality at this percentage due to our understanding of the control environment that indicates a lower risk of misstatements, both corrected and uncorrected.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit and Risk Committee that we would report to them all uncorrected audit differences in excess of £0.3 million (2022: £0.2 million), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our Auditor's report thereon. The Directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the Directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- 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
- the strategic report and Directors' reports have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Pantheon Infrastructure Plc

Matters on which we are required to report by exception

In 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 Directors' report.

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:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- 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
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Corporate Governance Statement

We have reviewed 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 by the Listing Rules.

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:

- the Directors' statement with regard to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 103;
- the Directors' explanation as to its assessment of the Company's prospects, the period this assessment covers and why the period is appropriate set out on page 72;
- the Directors' statement on whether it has a reasonable expectation that the Company will be able to continue in operation and meet its liabilities set out on page 103;
- the Directors' statement on fair, balanced and understandable set out on page 105;
- the Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 105;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on page 87; and
- the section describing the work of the Audit and Risk Committee set out on page 85.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 105, 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.

INDEPENDENT AUDITOR'S REPORT CONTINUED

to the members of Pantheon Infrastructure Plc

Explanation as to what extent the audit was considered 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 irregularities, including fraud. 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 or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are United Kingdom Generally Accepted Accounting Practice, the Companies Act 2006, the Listing Rules, the UK Corporate Governance Code, the Association of Investment Companies' Code and Statement of Recommended Practice, Section 1158 of the Corporation Tax Act 2010 and The Companies (Miscellaneous Reporting) Regulations 2018.
- We understood how the Company is complying with those frameworks through discussions with the Audit and Risk Committee and the Company Secretary and a review of Board minutes and the Company's documented policies and procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur, by considering the key risks impacting the financial statements. We identified a fraud risk with respect to management override in relation to the valuation of investments. Further discussion of our approach is set out in the section on the key audit matters above.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved a review of the Company Secretary's reporting to the Directors with respect to the application of the documented policies and procedures and review of the financial statements to confirm compliance with the reporting requirements of the Company.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at **https://www.frc.org.uk/auditorsresponsibilities**. This description forms part of our Auditor's report.

Other matters we are required to address

Following the recommendation from the Audit and Risk Committee, we were appointed by the Company on 4 August 2022 to audit the financial statements for the period ended 31 December 2022 and subsequent financial periods.

The period of total uninterrupted engagement including previous renewals and re-appointments is two years, covering the period from 31 December 2022 to 31 December 2023.

The audit opinion is consistent with the additional report to the Audit and Risk Committee.

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.

Matthew Price (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor

London

2 April 2024

INCOME STATEMENT

For the year ended 31 December 2023

	Note	For the year ended 31 December 2023 Revenue £'000	Capital £'000	Total £'000	9 September 2021 to 31 December 2022 Revenue £'000	Capital £'000	Total £'000
Gain on investments at fair value through profit or loss[1]	10	—	44,298	44,298	—	19,592	19,592
Gains/(losses) on financial instruments at fair value through profit or loss	13	—	12,081	12,081	—	(8,520)	(8,520)
Foreign exchange gains on cash and non-portfolio assets		—	77	77	—	5	5
Investment management fees	2	(4,939)	—	(4,939)	(3,194)	—	(3,194)
Other expenses	3	(1,702)	(157)	(1,859)	(1,360)	(555)	(1,915)
(Loss)/profit before financing and taxation		(6,641)	56,299	49,658	(4,554)	10,522	5,968
Finance income	5	3,109	—	3,109	2,096	—	2,096
Interest payable and similar expenses	6	(1,484)	—	(1,484)	(36)	—	(36)
(Loss)/profit before taxation		(5,016)	56,299	51,283	(2,494)	10,522	8,028
Taxation	7	(1,697)	—	(1,697)	—	—	—
(Loss)/profit for the period, being total comprehensive income for the period		(6,713)	56,299	49,586	(2,494)	10,522	8,028
Earnings per share – basic and diluted	8	(1.40)p	11.79p	10.39p	(0.58)p	2.45p	1.87p

1. Includes foreign exchange movements on investments.

The Company does not have any income or expense that is not included in the return for the year, therefore the return for the year is also the total comprehensive income for the year. The supplementary revenue and capital columns are prepared under guidance published in the Statement of Recommended Practice (SORP) issued by the Association of Investment Companies (AIC). The total column of the statement represents the Company's statement of total comprehensive income prepared in accordance with FRS 102.

All revenue and capital items in the above statement relate to continuing operations.

The Notes on pages 117 to 135 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

Movement for the year ended 31 December 2023	Note	Share capital £'000	Share premium £'000	Capital redemption reserve[1] £'000	Capital reserve[1] £'000	Revenue reserve[1] £'000	Total £'000
Balance at 1 January 2023		4,800	79,449	382,484	10,522	(2,494)	474,761
Share issue costs		—	(187)	—	—	—	(187)
Ordinary Shares bought back and held in treasury	16	—	—	(5,789)	—	—	(5,789)
Share buyback costs		—	—	(35)	—	—	(35)
Dividends paid	9	—	—	(14,303)	—	—	(14,303)
Profit/(loss) for the period		—	—	—	56,299	(6,713)	49,586
Closing equity shareholders' funds		4,800	79,262	362,357	66,821	(9,207)	504,033

Movement for the period 9 September 2021 to 31 December 2022	Note	Share capital £'000	Share premium £'000	Capital redemption reserve[1] £'000	Capital reserve[1] £'000	Revenue reserve[1] £'000	Total £'000
Balance at 9 September 2021		—	—	—	—	—	—
Share issue costs		—	(9,267)	—	—	—	(9,267)
Ordinary Shares issued	16	4,800	395,200	—	—	—	400,000
Subscription Shares issued (subsequently converted to Ordinary Shares)	16	—	80,800	—	—	—	80,800
Cancellation of share premium		—	(387,284)	387,284	—	—	—
Dividends paid	9	—	—	(4,800)	—	—	(4,800)
Profit/(loss) for the period		—	—	—	10,522	(2,494)	8,028
Closing equity shareholders' funds		4,800	79,449	382,484	10,522	(2,494)	474,761

1. The capital redemption reserve, capital reserve and revenue reserve are all the Company's distributable reserves. The capital redemption reserve arose from the cancellation of the Company's share premium account in 2022 and is a distributable reserve. The Company is also able to distribute realised gains from the capital reserve. As at 31 December 2023, there were £nil reserves available for distribution from this reserve.

The Notes on pages 117 to 135 form part of these financial statements.

BALANCE SHEET

As at 31 December 2023

	Note	31 December 2023 £'000	31 December 2022 £'000
Fixed assets			
Investments at fair value	10	471,668	301,382
Debtors	11	609	740
Current assets			
Derivative financial instruments	13	4,447	—
Debtors	11	817	959
Cash and cash equivalents	12	29,361	182,937
		34,625	183,896
Creditors: amounts falling due within one year			
Derivative financial instruments	13	—	(1,983)
Other creditors	14	(2,309)	(2,737)
		(2,309)	(4,720)
Net current assets		32,316	179,176
Total assets less current liabilities		504,593	481,298
Creditors: amounts falling due after one year			
Derivative financial instruments	13	(560)	(6,537)
Net assets		504,033	474,761
Capital and reserves			
Called-up share capital	16	4,800	4,800
Share premium	17	79,262	79,449
Capital redemption reserve	17	362,357	382,484
Capital reserve	17	66,821	10,522
Revenue reserve	17	(9,207)	(2,494)
Total equity shareholders' funds		504,033	474,761
NAV per Ordinary Share	18	106.6p	98.9p

The financial statements were approved by the Board of Pantheon Infrastructure Plc on 2 April 2024 and were authorised for issue by:

Vagn Sørensen
Chair

Company Number: 13611678

The Notes on pages 117 to 135 form part of these financial statements.

CASH FLOW STATEMENT

For the year ended 31 December 2023

	31 December 2023 £'000	31 December 2022 £'000
Cash flow from operating activities		
Investment management fees paid	(4,810)	(1,994)
Operating expenses paid	(1,403)	(1,581)
Other cash payments	(259)	(110)
Net cash outflow from operating activities	(6,472)	(3,685)
Cash flow from investing activities		
Purchase of investments	(130,300)	(283,031)
Return of capital	2,615	1,241
Derivative financial instruments loss on settlements	(326)	—
Net cash outflow from investing activities	(128,011)	(281,790)
Cash flow from financing activities		
Share issue proceeds	—	480,800
Share issue costs	(187)	(9,267)
Share buyback costs	(5,619)	—
Dividends paid	(14,303)	(4,800)
Loan facility arrangement fee	(1,889)	—
Loan facility commitment fee	(620)	—
Finance costs	(2)	(1)
Finance income	3,450	1,675
Net cash (outflow)/inflow from financing activities	(19,170)	468,407
(Decrease)/increase in cash and cash equivalents in the period	(153,653)	182,932
Cash and cash equivalents at the beginning of the period	182,937	—
Foreign exchange gains	77	5
Cash and cash equivalents at the end of the period	29,361	182,937

The Notes on pages 117 to 135 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

Pantheon Infrastructure Plc (the 'Company') is a listed closed-ended investment company incorporated in England and Wales on 9 September 2021, with registered "company number" 13611678. The Company began trading on 15 November 2021 when the Company's Ordinary Shares were admitted to trading on the London Stock Exchange. The registered office of the Company is Link Company Matters Limited, 6th Floor, 65 Gresham Street, London, EC2V 7NQ.

A. Basis of preparation

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2023. They have been prepared under the historical cost basis of accounting, modified to include the revaluation of certain assets at fair value. They have also been prepared on the assumption that approval as an investment trust will continue to be granted. The Company's audited financial statements are presented in GBP and all values are rounded to the nearest thousand pounds (£'000) except when indicated otherwise.

The financial statements have been prepared in accordance with the SORP for the financial statements of investment trust companies and venture capital trusts issued by the AIC in July 2022.

The financial statements comprise the results of the Company only. The Company has control over two subsidiaries, further details of which are given in Note 20. Where the Company owns a subsidiary that is held as part of the investment portfolio, the Company excludes it from consolidation. As the value of such subsidiaries to the Company is through fair value rather than as the medium through which the group carries out business, they are measured at fair value in accordance with 9.9C(a) of FRS 102.

The Company was incorporated on 9 September 2021 and a set of accounts to 31 December 2022 was filed, therefore the period from 9 September 2021 to 31 December 2022 has been presented as the comparative. Thus the comparative information may not present a representative comparative.

B. Going concern

The Directors have made an assessment of going concern, taking into account the Company's current performance and financial position as at 31 December 2023.

In addition, the Directors have assessed the outlook, which considers the ongoing geopolitical uncertainties including disruption to global supply chains, increases in the cost of living, persistent inflation, interest rate rises and the impact of climate change on the Company's portfolio using the information available up to the date of issue of the financial statements. The Directors have also considered the impact of climate change on PINT's portfolio and have come to the conclusion that there is no significant negative impact on the Company as a result of climate change, during the going concern period.

In reaching this conclusion, the Board considered budgeted and projected results of the business, including projected cash flows, various downside modelling scenarios and the risks that could impact the Company's liquidity.

Having performed their assessment, the Directors considered it appropriate to prepare the financial statements of the Company on a going concern basis. The Company has sufficient financial resources and liquidity, is well placed to manage business risks in the current economic environment, and can continue operations for a period of at least twelve months from the date of issue of these financial statements.

C. Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment in infrastructure to generate investment returns while preserving capital. The financial information used by the Directors and Investment Manager to allocate resources and manage the Company presents the business as a single segment comprising a diversified portfolio of infrastructure investments.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

1. Accounting policies continued

D. Investments

The Company's underlying assets comprise unlisted investments, the majority of which are held through its subsidiary, Pantheon Infrastructure Holdings LP (PIH LP) with one investment held directly. While the Company operates a robust and consistent valuation process, there is significant estimation uncertainty in the underlying asset valuations which are estimated at a point in time. Accordingly, while relevant information relating to but received after the measurement date is considered, the Directors will only consider an adjustment to the financial statements if it were to have a significant impact and is indicative of conditions present at the measurement date.

The Company has fully adopted sections 11 and 12 of FRS 102. All investments held by the Company are classified as 'fair value through profit or loss'. The Company's business is investing in infrastructure assets with a view to profiting from their total return in the form of interest, dividends or increases in fair value. The investments are recognised at fair value on initial recognition represented by the cost of acquisition and the Company manages and evaluates the performance of its investments on a fair value basis.

Upon initial recognition, investments held by the Company are classified 'at fair value through profit or loss'. All gains and losses are allocated to the capital column within the Income statement as 'Gains on investments held at fair value through profit or loss'. When a purchase or sale is made under a contract, the terms of which require delivery within the time frame of the relevant market, the investments concerned are recognised or derecognised on the trade date. Subsequent to initial recognition, investments are valued at fair value through profit or loss. The fair values for the Company's investments are established by the Directors after discussion with the Investment Manager using valuation techniques in accordance with the International Private Equity and Venture Capital (IPEV) guidelines. Valuations are based on periodic valuations provided by the Sponsors of the investments and recorded up to the measurement date. Such valuations are necessarily dependent upon the reasonableness of the valuations by the Sponsor of the underlying assets. In the absence of contrary information the values are assumed to be reliable.

The Sponsor is usually the best placed party to determine the appropriate valuation. The annual and quarterly reports received from the Sponsors are reviewed by the Investment Manager to ensure consistency and appropriateness of approach to reported valuations.

The basis of valuation for infrastructure assets provided by the Sponsors depends on the nature of the underlying assets and will typically involve a fair value approach in line with recognised accounting standards and industry best practice guidelines such as IPEV. Infrastructure assets often display particular characteristics which affect the valuation approach, tending to result in a higher prevalence of discounted cash flows in the valuation, where the fair value is estimated by deriving the present value of the expected cash flows generated by the investment through the use of reasonable assumptions such as appropriate discount rate(s) to reflect the inherent risk of the asset(s) forming the investment.

The discounted cash flow basis requires assumptions to be made regarding future cash flows, terminal value and the discount rate to be applied to these cash flows. There is also consideration given to the impact of wider megatrends such as the transition to a lower-carbon economy and climate change.

The fair value will generally reflect the latest valuations available from the Sponsor which may not coincide with the Company's reporting date. In such cases the Investment Manager performs a roll forward from the latest available valuation to the relevant reporting date. The roll forward process takes consideration of the following factors:

i. transactions and foreign exchange movements in the intervening period; and
ii. adjustments for expected performance of the investment in the intervening period.

The process may also include, but not be limited to, in consultation with the Sponsor, changes in multiples/discount rates, asset fundamentals (for instance operating performance) and the macroeconomic environment.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

1. Accounting policies continued

D. Investments continued

On an annual basis the Investment Manager receives annual audited financial statements from the Sponsors of the asset. The Investment Manager utilises the audited accounts to gain comfort that the underlying infrastructure asset is fair valued in line with recognised accounting standards and audited by a recognised auditor. This is in addition to the analysis performed by the Investment Manager to determine the reasonableness of the valuation and that it is appropriate to the investment and performance thereof.

If the Sponsor does not provide audited financial statements, to the extent that the Board of the Company or the Investment Manager deem it appropriate, and it is possible to do in conjunction with the Sponsor, the valuation of the underlying infrastructure asset is independently verified. The scope of this verification is determined on a case-by-case basis and, dependent on the asset, could include an independent valuation report from a valuation provider engaged by the Investment Manager. The Investment Manager then analyses the independent valuation report to determine the reasonableness of the valuation and that it is appropriate to the investment and performance thereof before presenting to the Investment Manager's Valuation Committee and the Board for approval.

E. Financial instruments

The Company makes investments and has commitments in currencies other than GBP, its reporting currency, and accordingly, a significant proportion of its investments and cash balances are in currencies other than GBP. The Company uses forward foreign currency exchange contracts to hedge foreign exchange risks associated with its underlying investment activities. The contracts entered into by the Company are denominated in the currency of the geographic area in which the Company has significant exposure against its reporting currency.

Forward foreign currency exchange contracts are initially recognised and subsequently measured at fair value.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs significant to the fair value measurement as a whole. The Company has elected not to apply hedge accounting and therefore changes in the fair value of forward foreign currency exchange contracts are recognised within the capital column of the Income statement in the period in which they occur.

F. Income

Distributions receivable from investments are recognised on the appropriate ex-dividend date. Where no ex-dividend date is quoted, distributions are recognised when the Company's right to receive payment is established. Overseas dividends are gross of the appropriate rate of withholding tax, with any withholding tax suffered being accounted for separately.

Other income is accounted for on an accruals basis.

G. Expenses

All expenses are accounted for on an accruals basis. Expenses, including investment management fees, are charged through the revenue account, except expenses which are incidental to the acquisition or disposal of an investment. These are treated as capital costs, separately identified, and charged to the capital account of the Income statement.

H. Finance income

Finance income comprises interest received on funds invested into deposit accounts. Finance income is accounted for on an accruals basis.

I. Finance costs

Finance costs consist of interest and other costs that the Company incurs in connection with bank and other borrowings. Finance costs also include the amortisation charge of arrangement fees or other costs associated with the set-up of borrowings; these are amortised over the period of the loan. All other finance costs are expensed in the period in which they occur.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

1. Accounting policies continued

J. Taxation

Corporation tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax that is provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the period end date.

Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to continue for the foreseeable future to meet) the conditions for approval as an investment trust company, pursuant to sections 1158 and 1159 of the CTA.

Deferred tax assets are only recognised if it is considered more likely than not that there will be suitable profits from which the future reversal of timing differences can be deducted.

K. Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less at the date of placement, free of any encumbrances, which are readily convertible into known amounts of cash and subject to insignificant risk of changes in value.

L. Debtors

Trade and other debtors are initially recognised at transaction value. Subsequent measurement is at the initially recognised value less any cash payments from the debtor, and less provision or write off for doubtful debts. A provision is made where there is objective evidence that the Company will not be able to recover balances in full. Any adjustment is recognised in profit or loss as an impairment gain or loss.

M. Creditors

Trade and other creditors are initially recognised at fair value and subsequently held at amortised cost.

N. Interest-bearing loans and liabilities

All bank borrowings are initially recognised at transaction value net of attributable transaction costs. After initial recognition, all bank borrowings are measured at amortised cost using the effective interest method.

O. Dividends payable to shareholders

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by shareholders at an Annual General Meeting.

P. Share premium

The share premium account represents the accumulated premium paid for shares issued above their nominal value less issue expenses. This is a reserve forming part of the non-distributable reserves. The following items are taken to this reserve:

- costs associated with the issue of equity; and
- premium on the issue of shares.

Q. Capital redemption reserve

The capital redemption reserve represents cancelled share premium less dividends paid from this reserve. This is a distributable reserve. This reserve also includes the cost of acquiring the Company's Ordinary Shares if the Company is in a position to buy back shares.

R. Capital reserve

The following are accounted for in this reserve:

- gains and losses on the realisation of investments;
- unrealised gains and losses on investments;
- gains and losses on foreign exchange forward contracts;
- realised foreign exchange differences of a capital nature; and
- expenses, together with related taxation effect, charged to this reserve in accordance with the above policies.

The Company is able to distribute realised gains from this reserve.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

1. Accounting policies continued

S. Revenue reserve

The revenue reserve represents the surplus of accumulated profits from the revenue column of the Income statement and is distributable.

T. Foreign exchange

The functional and presentational currency of the Company is GBP because it is the primary currency in the economic environment in which the Company operates and, as a UK listed company, GBP is also its capital raising currency. Transactions denominated in foreign currencies are recorded in the local currency at actual foreign exchange rates as at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the period end are reported at the rates of foreign exchange prevailing at the period end. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as a foreign exchange gain or loss in the revenue or capital column of the Income statement depending on whether the gain or loss is of a capital or revenue nature. For non-monetary assets these are recognised as fair value adjustments.

U. Significant judgements, estimates and assumptions

The preparation of financial statements requires the Company and Investment Manager to make judgements, estimates and assumptions that affect the reported amounts of investments at fair value at the financial reporting date and the reported fair value movements during the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the investments at fair value in future years. Details of how the fair values of infrastructure assets are estimated and any associated judgements applied are provided in Note 22.

2. Investment management fees

	Year ended 31 December 2023			Period ended 31 December 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Investment management fees	4,939	—	4,939	3,194	—	3,194
	4,939	—	4,939	3,194	—	3,194

The Investment Manager is entitled to a quarterly management fee at an annual rate of:

- 1.0% of the part of the Company's net asset value up to and including £750 million; and
- 0.9% of the part of such net asset value in excess of £750 million.

As at 31 December 2023, £1,329,000 (31 December 2022: £1,200,000) was owed for investment management fees.

The Investment Manager does not charge a performance fee.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

3. Other expenses

	Year ended 31 December 2023			Period ended 31 December 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Secretarial and accountancy services	215	—	215	201	—	201
Depositary services	77	—	77	74	—	74
Fees payable to the Company's Auditor for audit-related assurance services						
– Initial accounts	—	—	—	25	—	25
– Annual financial statements	150	—	150	135	—	135
Fees payable to the Company's Auditor for non-audit related assurance services[1]	35	—	35	35	—	35
Directors' remuneration (see Note 4)	183	—	183	220	—	220
Employer's National Insurance	21	—	21	24	—	24
Legal and professional fees	102	151	253	186	534	720
VAT irrecoverable	367	—	367	9	—	9
Other fees	552	6	558	451	21	472
	1,702	157	1,859	1,360	555	1,915

1. The non-audit fees payable to the Auditor relate to the review of the Company's June 2023 half-yearly report.

4. Directors' remuneration

A breakdown of Directors' emoluments is provided in the Directors' remuneration report on pages 96 to 100.

5. Finance income

	Year ended 31 December 2023 £'000	Period ended 31 December 2022 £'000
Finance income	82	73
Bank interest	3,027	2,023
Total	3,109	2,096

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

6. Interest payable and similar expenses

	Year ended 31 December 2023 £'000	Period ended 31 December 2022 £'000
Commitment fees payable on borrowings	913	22
Amortisation of loan facility arrangement fee	569	13
Bank interest expense	2	1
	1,484	36

7. Taxation

	Year ended 31 December 2023			Period ended 31 December 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Withholding tax deducted from investment distributions	1,697	—	1,697	—	—	—

Tax charge from investments

The tax charge for the year differs from the standard rate of corporation tax in the UK of 19% to 31 March 2023, rising to 25% from 1 April 2023, giving a weighted average for the year of 23.5% (31 December 2022: 19%). The differences are explained below:

	Year ended 31 December 2023			Period ended 31 December 2022		
	Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
Net return before tax	(5,016)	56,299	51,283	(2,494)	10,522	8,028
Tax at UK corporation tax rate at 23.5% (2022: 19%)	(1,179)	13,230	12,051	(474)	1,999	1,525
Non-taxable investment, derivative and currency gains	—	(13,230)	(13,230)	—	(1,999)	(1,999)
Carry forward management expenses	1,179	—	1,179	474	—	474
Withholding tax deducted from investment distributions	1,697	—	1,697	—	—	—
	1,697	—	1,697	—	—	—

Factors that may affect future tax charges

The Company is an investment trust and is therefore not subject to tax on capital gains. Deferred tax is not provided on capital gains and losses arising on the revaluation or disposal of investments because the Company meets (and intends to meet for the foreseeable future) the conditions for approval as an investment trust. No deferred tax asset has been recognised in respect of excess management expenses and expenses in excess of taxable income as they will only be recoverable to the extent that there is sufficient future taxable revenue.

As at 31 December 2023, excess management expenses are estimated to be in excess of £8.22 million (2022: £3.05 million).

At 31 December 2023, the Company had no unprovided deferred tax liabilities.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

8. Earnings per share

Earnings per share (EPS) are calculated by dividing profit for the year attributable to Ordinary Shareholders of the Company by the weighted average number of Ordinary Shares in issue during the period. As there are no dilutive instruments outstanding, both basic and diluted earnings per share are shown below:

Year ended 31 December 2023	Revenue	Capital	Total
Earnings for the year to 31 December 2023 (£'000)	(6,713)	56,299	49,586
Weighted average Ordinary Shares (number)			477,411,877
Basic and diluted earnings per share	(1.40)p	11.79p	10.39p

Period 9 September 2021 to 31 December 2022	Revenue	Capital	Total
Earnings for the period (£'000)	(2,494)	10,522	8,028
Weighted average Ordinary Shares (number)[1]			428,272,575
Basic and diluted earnings per share	(0.58)p	2.45p	1.87p

There were no meaningful shareholders or corporate activity between incorporation of the Company on 9 September 2021 and 16 November 2021, the IPO date, and therefore this period has not been included for the purpose of calculating the weighted average number of shares.

9. Dividends paid

Amounts recognised as distributions to equity holders in the year:

	Year ended 31 December 2023 £'000	Period ended 31 December 2022 £'000
Second interim dividend for the period ended 31 December 2022 of 1p (2022: nil) per Ordinary Share	4,800	—
First interim dividend for the year ended 31 December 2023 of 2p (2022: 1p) per Ordinary Share	9,503	4,800
	14,303	4,800

On 21 March 2024 the Company declared a second interim dividend of 2p per Ordinary Share, which will be paid on 23 April 2024.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

10. Investments

	31 December 2023 £'000	31 December 2022 £'000
Cost brought forward	281,790	—
Opening unrealised appreciation on investments held		
– Unlisted investments	19,592	—
– Listed Investments	—	—
Valuation of investments brought forward	301,382	—
Movement in period:		
Acquisitions at cost	128,603	281,790
Capital distributions – proceeds	(2,615)	—
Appreciation on investments held	44,298	19,592
Valuation of investments at period end	471,668	301,382
Cost at year end	407,778	281,790
Closing unrealised appreciation on investments held		
– Unlisted investments	63,890	19,592
– Listed investments	—	—
Valuation of investments at period end	471,668	301,382

11. Debtors

	31 December 2023 £'000	31 December 2022 £'000
Other debtors – non-current[1]	609	740
Other debtors – current	698	486
Prepayments and accrued income	119	473
	1,426	1,699

1. Relates to loan arrangement fees paid up front which are to be released to the Income statement until the loan maturity date of 18 December 2025.

12. Cash and cash equivalents

	31 December 2023 £'000	31 December 2022 £'000
Cash	11,649	26,670
Cash equivalents	17,712	156,267
	29,361	182,937

Cash equivalents of £17,712,000 were held in a money market fund at 31 December 2023 (31 December 2022: £156,267,000).

13. Derivative financial instruments

	Year ended 31 December 2023 £'000	Period ended 31 December 2022 £'000
At the beginning of the period	(8,520)	—
Unrealised gains/(losses) on derivative financial instruments	12,407	(8,520)
At the end of the period	3,887	(8,520)
Realised loss on settlement of derivative financial instruments	(326)	—
Total gain/(losses) on derivative financial instruments at fair value through profit or loss	12,081	(8,520)

The Company uses forward foreign exchange contracts to minimise the effect of fluctuations in the value of the investment portfolio from movements in exchange rates.

As at 31 December 2023, there were 20 contracts due to expire in the next twelve months with a valuation of £4,447,000 (31 December 2022: three contracts valued at a liability of £1,983,000). The remaining contracts due to expire after the twelve months following the period end were valued as a liability of £560,000 (31 December 2022: £6,537,000 liability).

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

13. Derivative financial instruments continued

The fair value of these contracts is recorded in the Balance sheet. No contracts are designated as hedging instruments and consequently all changes in fair value are taken through profit or loss.

As at 31 December 2023, the notional amount of the forward foreign exchange contracts held by the Company was £340.3 million (31 December 2022: £278.9 million).

14. Other creditors

	31 December 2023 £'000	31 December 2022 £'000
Investment management fees payable	1,329	1,200
Other creditors and accruals	980	1,537
	2,309	2,737

15. Interest-bearing loans and borrowings

	31 December 2023 £'000	31 December 2022 £'000
Interest-bearing loans and borrowings	—	—
Loan arrangement fee brought forward	1,087	—
Loan arrangement fee incurred in the period	788	1,100
Loan arrangement fee amortised for the period	(569)	(13)
Loan arrangement fee carried forward	1,306	1,087
Total credit facility payable	—	—

The Company entered into a £62.5 million RCF with Lloyds Bank Corporate Markets in December 2022. In June 2023, this was increased by £52.5 million, bringing the RCF total to £115 million. As part of the increase, the Company sought to diversify the lender group through the introduction of The Royal Bank of Scotland International Limited alongside Lloyds Bank Corporate Markets.

The RCF is denominated in GBP, with the option to be utilised in other major currencies. The rate of interest is the relevant currency benchmark plus an initial margin of 2.85% per annum, reducing to 2.65% once certain expansion thresholds have been met. A commitment fee of 1.00% per annum is payable on undrawn amounts, and the tenor of the RCF as at 31 December 2023 was three years from December 2022. The facility is secured against the assets held in the Company's subsidiary, Pantheon Infrastructure Holdings LP.

As at 31 December 2023 the RCF was undrawn.

Borrowing costs associated with the RCF are shown as interest payable and similar expenses in Note 6 to these financial statements.

The loan arrangement fee of £1,306,000 carried forward at 31 December 2023 (2022: £1,087,000) is included within Debtors, Note 11 to these financial statements.

The debt facility includes loan to value covenants. The Company has complied with all covenants throughout the financial period.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

16. Called-up share capital

	31 December 2023		31 December 2022	
Allotted, called up and fully paid:	Shares	£'000	Shares	£'000
Ordinary Shares of £0.01				
Opening balance	480,000,000	4,800	—	—
Ordinary Shares issued in the period	—	—	400,000,000	4,000
Conversion of Subscription Shares in the period	—	—	80,000,000	800
Closing balance	480,000,000	4,800	480,000,000	4,800
Subscription Shares of £0.01				
Opening balance	—	—	—	—
Subscription Shares issued in the period	—	—	80,000,000	800
Conversion of Subscription Shares in the period	—	—	(80,000,000)	(800)
Closing balance	—	—	—	—
Treasury shares				
Opening balance	—	—	—	—
Shares bought back in the year	(7,385,000)	(74)	—	—
Closing balance	(7,385,000)	(74)	—	—
Total Ordinary Share capital excluding treasury shares	472,615,000	4,726	480,000,000	4,800

During the year to 31 December 2023, 7,385,000 Ordinary Shares were bought back in the market, and are held in treasury (31 December 2022: nil) at a total cost, including stamp duty, of £5,824,000.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

17. Reserves

Year ended 31 December 2023	Share premium £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Opening balance	79,449	382,484	10,522	(2,494)	469,961
Ordinary Shares bought back and held in treasury	—	(5,824)	—	—	(5,824)
Share issue costs	(187)	—	—	—	(187)
Gains on financial instruments at fair value through profit or loss	—	—	12,081	—	12,081
Gains on investments at fair value through profit or loss	—	—	44,298	—	44,298
Foreign exchange differences on cash and non-portfolio assets	—	—	77	—	77
Legal and professional expenses charged to capital	—	—	(151)	—	(151)
Other fees	—	—	(6)		(6)
Revenue loss for the period	—	—	—	(6,713)	(6,713)
Dividends in the period	—	(14,303)	—	—	(14,303)
Closing balance	79,262	362,357	66,821	(9,207)	499,233

NOTES TO THE FINANCIAL STATEMENTS
CONTINUED

17. Reserves continued

Period ended 31 December 2022	Share premium £'000	Capital redemption reserve £'000	Capital reserve £'000	Revenue reserve £'000	Total £'000
Opening balance	—	—	—	—	—
Ordinary Shares issued	395,200	—	—	—	395,200
Subscription Shares issued (subsequently converted to Ordinary Shares)	80,800	—	—	—	80,800
Share issue costs	(9,267)	—	—	—	(9,267)
Cancellation of share premium	(387,284)	387,284	—	—	—
Losses on derivative financial instruments at fair value through profit or loss	—	—	(8,520)	—	(8,520)
Gains on investments at fair value through profit or loss	—	—	19,592	—	19,592
Foreign exchange gains on cash and cash equivalents	—	—	5	—	5
Legal and professional expenses charged to capital	—	—	(534)	—	(534)
Other fees	—	—	(21)	—	(21)
Loss for the period	—	—	—	(2,494)	(2,494)
Interim dividend paid	—	(4,800)	—	—	(4,800)
Closing balance	79,449	382,484	10,522	(2,494)	469,961

The Company is able to distribute realised gains from the capital reserve. As at 31 December 2023 there were £nil reserves available for distribution from this reserve (31 December 2022: £nil).

18. Net asset value per share

NAV per share is calculated by dividing net assets in the Balance sheet attributable to ordinary equity holders of the Company by the number of Ordinary Shares in issue less shares held in treasury at the end of the period. As there are no dilutive instruments outstanding, both basic and diluted NAV per share are shown below:

	31 December 2023	31 December 2022
Net assets attributable (£'000)	504,033	474,761
Ordinary Shares in issue excluding shares held in treasury	472,615,000	480,000,000
NAV per Ordinary Share	106.6p	98.9p

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

19. Reconciliation of loss before financing costs and taxation to net cash flows from operating activities

	Year to 31 December 2023 £'000	9 September 2021 to 31 December 2022 £'000
Profit before financing costs and taxation	49,658	5,968
Gains on investments	(44,298)	(19,592)
Foreign exchange gains on cash and borrowings	(77)	(5)
Decrease/(increase) in operating debtors	122	(182)
Increase in operating creditors	204	1,606
(Gains)/losses on financial instruments at fair value through profit or loss	(12,081)	8,520
Net cash flows used in operating activities	(6,472)	(3,685)

20. Subsidiaries

The Company has two wholly-owned subsidiaries. The Company has ownership and control over these two entities and as such they are deemed to be subsidiaries by the Board.

Pantheon Infrastructure Holdings LP (PIH LP) was incorporated on 5 November 2021 with a registered address in the State of Delaware, National Registered Agents, Inc., 209 Orange Street, Wilmington, Delaware, 19801, and is wholly owned by the Company.

The Company holds an investment in PIH LP. In accordance with FRS 102, the Company is exempted from the requirement to consolidate PIH LP on the grounds that its subsidiary is held exclusively with a view to subsequent resale as it is considered part of an investment portfolio.

PIH LP holds a portfolio of investments that are measured at fair value. The Company holds a 99.9% investment in PIH LP, with the remaining holding being held by Pantheon Infrastructure Holdings GP LLC (PIH GP).

The General Partner for PIH LP is PIH GP. PIH GP was incorporated on 5 November 2021 with a registered address in the State of Delaware, National Registered Agents, Inc., 209 Orange Street, Wilmington, Delaware, 19801, and is wholly owned by the Company.

PIH GP is immaterial, it is therefore excluded from consolidation.

21. Contingencies, guarantees and financial commitments

At 31 December 2023 there were capital commitments outstanding of £15.7 million in respect of investments in infrastructure assets (2022: £57.9 million). These commitments will be funded using the Company's financial resources.

The Company expects 100% of the capital commitments outstanding to be called within the next twelve months.

22. Fair value

Fair value hierarchy

Financial assets are carried in the Balance sheet at their fair value or approximation of fair value. The fair value is the amount at which the asset could be sold in an orderly transaction between market participants, at the measurement date, other than a forced liquidation sale.

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements. Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant assets as follows:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

22. Fair value continued

Fair value hierarchy continued

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period.

Financial assets and liabilities at fair value through profit or loss at 31 December 2023

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments	—	—	471,668	471,668
Derivatives – financial instruments	—	3,887	—	3,887
	—	3,887	471,668	475,555

Financial assets and liabilities at fair value through profit or loss at 31 December 2022

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Investments	—	—	301,382	301,382
Derivatives – financial instruments	—	(8,520)	—	(8,520)
	—	(8,520)	301,382	292,862

The fair value of these investments and derivatives – financial instruments is recorded in the Balance sheet as at the year end.

There have been no transfers between Level 1 and Level 2 during the year, nor have there been any transfers between Level 2 and Level 3.

The carrying amount of all assets and liabilities, detailed within the Balance sheet, is considered to be the same as their fair value.

The majority of the assets held within Level 3 are valued on a discounted cash flow basis, hence, the valuations are sensitive to the discount rate assumed for each asset. The assets are held through the Company's subsidiary, PIH LP, with one investment held directly. Other significant unobservable inputs include the inflation rate assumption and the interest rate assumption used to project the future cash flows and the forecast cash flows themselves. Increasing the discount rate used in the valuation of each asset by 0.5% would reduce the value of the Portfolio by £4.2 million (31 December 2022: £10.5 million). Decreasing the discount rate used in the valuation of each asset by 0.5% would increase the value of the Portfolio by £4.6 million (31 December 2022: £11.2 million). The WADR of the Portfolio at 31 December 2023 was 13.6% (31 December 2022: 14.2%).

The majority of assets held within Level 3 have revenues that are linked, partially linked or in some way correlated to inflation. The impact of increasing the inflation rate assumption by 0.5% would increase the value of the Portfolio by £2.4 million (31 December 2022: £3.7 million). Decreasing the inflation rate assumption used in the valuation of each asset by 0.5% would decrease the value of the Portfolio by £2.2 million (31 December 2022: £2.6 million).

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

22. Fair value continued

The valuations are sensitive to changes in interest rates. These comprise a wide range of interest rates from short-term deposit rates to longer-term borrowing rates across a broad range of debt products. Increasing the interest rate assumption for each asset by 0.5% would reduce the value of the Portfolio by £1.7 million (31 December 2022: £5.9 million). Decreasing the interest rate assumption used in the valuation of each asset by 0.5% would increase the value of the Portfolio by £1.9 million (31 December 2022: £6.0 million). This calculation does not take account of any offsetting factors which may be expected to prevail if interest rates changed, including the impact of inflation discussed above.

23. Analysis of financial assets and liabilities

The primary investment objective of the Company is to seek to maximise long-term capital growth for its shareholders by investing in equity or equity-related investments in a diversified portfolio of infrastructure assets. Investments are not restricted to a single market but are made when the opportunity arises and on an international basis.

The Company's financial instruments comprise securities and other investments, cash balances and debtors and creditors that arise from its operations, for example sales and purchases awaiting settlement and debtors for accrued income.

The principal risks the Company faces in its portfolio management activities are:

- liquidity risk;
- interest rate risk;
- credit risk;
- market price risk; and
- foreign currency risk.

The Investment Manager monitors the financial risks affecting the Company on a daily basis and the Directors regularly receive financial information, which is used to identify and monitor risk.

In accordance with FRS 102, an analysis of financial assets and liabilities, which identifies the risk to the Company of holding such items, is given below.

Liquidity risk

Due to the nature of the Company's investment policy, the largest proportion of the portfolio is invested in unquoted securities, many of which are less readily marketable than, for example, "blue-chip" UK equities. The Directors believe that the Company, as a closed-end listed fund with no fixed wind-up date, is ideally suited to making long-term investments in instruments with limited marketability. The investments in unquoted securities are monitored by the Board on a regular basis.

As a result, the Company may not be able to quickly liquidate its investments at an amount close to their fair value in order to meet its liquidity requirements, including the need to meet outstanding undrawn commitments. The Company manages its liquid investments to ensure sufficient cash is available to meet contractual commitments and also seeks to have cash available to meet other short-term financial needs.

As at 31 December 2023, liquidity risk was considered low given the cash available to the Company and the headroom on its undrawn RCF.

	31 December 2023 £'000	31 December 2022 £'000
Cash and cash equivalents	29,361	182,937
Current debtors	817	959
Other creditors	(2,309)	(2,737)
	27,869	181,159

As at 31 December 2023, capital commitments outstanding totalled £15.7 million (31 December 2022: £57.9 million), therefore liquid resources available after commitments were £12.2 million (31 December 2022: £184.8 million).

Interest rate risk

Interest rate movements may affect the level of income receivable on cash deposits and interest payable on variable rate borrowings. Cash deposits generally comprise overnight call or short-term money market deposits and earn interest at floating rates based on prevailing bank base rates.

Interest rate movements may affect the interest rate paid on financial liabilities. Interest on RCF drawings is payable at an initial margin of 2.85% above the relevant benchmark rate, reducing to 2.65% once certain expansion thresholds have been met. As at 31 December 2023 the RCF was fully undrawn.

NOTES TO THE FINANCIAL STATEMENTS
CONTINUED

23. Analysis of financial assets and liabilities continued

Interest rate risk continued

Increases or decreases in interest rates over the medium term may also affect the discount rates at which investments are valued.

Credit risk

Credit risk is the risk that a counterparty will cause a financial loss to the Company by failing to discharge its obligations to the Company when they fall due.

All cash deposits are placed with approved counterparties, all of whom have a credit rating of A- or above.

At the year end, the Company's financial assets exposed to credit risk amounted to the following:

	31 December 2023 £'000	31 December 2022 £'000
Cash and cash equivalents	29,361	182,937

Market price risk

The fair value of future cash flows of a financial instrument held by the Company may fluctuate due to changes in market prices of comparable businesses. This market risk may comprise: currency risk, interest rate risk and/or fair value risk. The Board of Directors reviews and agrees policies for managing these risks. The Investment Manager assesses the exposure to market risk when making each investment decision, and monitors the overall level of market risk across all of the Investment Manager's investments on an ongoing basis.

The nature of the Company's investments means that they are valued by the Directors after due consideration of the most recent available information.

If the Portfolio valuation at 31 December 2023 fell by 20%, with all other variables held constant, this would have led to a reduction of £94.3 million in the return before taxation. An increase of 20% would increase the return before taxation by an equal and opposite amount.

Foreign exchange risk

The Company makes investments and has commitments in currencies other than GBP, its reporting currency, and, accordingly, a significant proportion of its investments and cash balances are in currencies other than GBP. Therefore, the Company's NAV is sensitive to movements in foreign exchange rates.

The Investment Manager monitors the Company's exposure to foreign currencies and reports to the Board on a regular basis.

The Company uses derivative financial instruments such as forward foreign currency contracts to manage the currency risks associated with its underlying investment activities. Contracts entered into by the Company are denominated in the foreign currency of the geographic areas in which the Company has significant exposure against its reporting currency. The contracts are used for hedging and the fair values thereof are recorded in the Balance sheet as other financial liabilities held at fair value. Unrealised gains and losses are taken to capital reserves.

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

23. Analysis of financial assets and liabilities continued

Foreign exchange risk continued

The table below sets out the Company's foreign exchange exposure:

Foreign exchange risk	GBP £'000	USD[1] £'000	EUR[1] £'000	Total £'000
At 31 December 2023				
Cash and cash equivalents	26,588	2,490	283	29,361
Investments held at fair value through profit or loss	80,598	239,228	151,842	471,668
Other debtors	1,426	—	—	1,426
Other payables	(2,309)	—	—	(2,309)
Derivatives – financial assets	—	2,253	1,634	3,887
	106,303	243,971	153,759	504,033

Foreign exchange risk	GBP £'000	USD[1] £'000	EUR[1] £'000	Total £'000
At 31 December 2022				
Cash and cash equivalents	181,987	828	122	182,937
Investments held at fair value through profit or loss	—	217,282	84,100	301,382
Other debtors	1,699	—	—	1,699
Other payables	(2,737)	—	—	(2,737)
Derivatives – financial liabilities	(8,520)	—	—	(8,520)
	172,429	218,110	84,222	474,761

1. These values are expressed in GBP.

If there had been an increase/(decrease) in the GBP/USD exchange rate of 10%, it would have the effect of (decreasing)/increasing equity shareholders' funds by £(24.4) million/£24.4 million (2022: £(6.8) million/£8.3 million), which includes the impact of the foreign currency exchange contracts to partially offset the movement in value. The calculations are based on the financial assets and liabilities and the foreign exchange rate as at 31 December 2023 of 1.27479 GBP/USD (2022: 1.2029 GBP/USD).

If there had been an increase/(decrease) in the GBP/EUR exchange rate of 10%, it would have the effect of (decreasing)/increasing equity shareholders' funds by £(15.4) million/£15.4 million (2022: £3.1 million/£(3.7) million), which includes the impact of the foreign currency exchange contracts to partially offset the movement in value. The calculations are based on the financial assets and liabilities and the foreign exchange rate as at 31 December 2023 of 1.15403 GBP/EUR (2022: 1.1271 GBP/EUR).

NOTES TO THE FINANCIAL STATEMENTS

CONTINUED

23. Analysis of financial assets and liabilities continued

Managing capital

The Company's equity comprises Ordinary Shares as described in Note 16. Capital is managed so as to maximise the return to shareholders while maintaining a capital base that allows the Company to operate effectively and sustain future development of the business.

The Company considers its capital to comprise called-up share capital and net available cash.

The Company's capital requirement is reviewed regularly by the Board of Directors.

24. Transactions with the Investment Manager and related parties

The amounts paid to the Investment Manager, together with the details of the Investment Management Agreement, are disclosed in Note 2. The fees paid to the Company's Board are disclosed in the Directors' remuneration report on pages 96 to 100. There were no outstanding amounts due for Directors' fees as at 31 December 2023 (2022: £nil).

25. Post balance sheet events

Buybacks

Since the year end, the Company has bought back 3.1 million Ordinary Shares at a total cost of £2.6 million.

Revolving credit facility

On 18 March 2024, the Company agreed an extension to its £115 million RCF, resetting its maturity to March 2027.

AIFMD DISCLOSURES

The Company is an Alternative Investment Fund (AIF) for the purposes of the Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (AIFMD), and the Investment Manager was appointed as its Alternative Investment Fund Manager (AIFM) for the purposes of the AIFMD. The Investment Manager is a 'full scope' AIFM for the purposes of the AIFMD. The AIFMD requires certain disclosures to be made in the annual report of the Company. Many of these disclosures are already required by the Listing Rules and/or UK Accounting Standards, and these continue to be presented in other sections of the annual report, principally the strategic report, the Investment Manager's report (pages 20 to 37) and the financial statements (pages 106 to 135). This section completes the disclosures required by the AIFMD.

Assets subject to special arrangements

The Company holds no assets subject to special arrangements arising from their illiquid nature.

Remuneration disclosure

The total number of staff of the Investment Manager as at 31 December 2023, including staff remunerated by affiliates of the Investment Manager, was approximately 457, of whom 23 were senior management or other members of staff whose actions have a material impact on the risk profile of the Company ('identified staff'). The total remuneration paid by the Investment Manager and its affiliates to staff of the Investment Manager in respect of the year ended 31 December 2023 attributable to work relating to the Company was as follows:

	12 months to 31 December 2023			12 months to 31 December 2022		
£'000	Fixed	Variable	Total	Fixed	Variable	Total
Senior management	73	109	182	70	96	166
Staff	235	144	379	190	143	333
Total staff	308	254	562	260	238	499
Identified staff	42	58	100	44	61	105

No carried interest was paid in respect of the Company during the period.

The above disclosures reflect only that element of the individuals' remuneration which is attributable to the activities of the Investment Manager relating to the Company. It is not possible to attribute remuneration paid to individual staff directly to any fund and hence the above figures represent a notional approximation only calculated by reference to the assets under management of the Company as a proportion of the total assets under management of the Pantheon Group.

In determining the remuneration paid to its staff, the Investment Manager takes into account a number of factors including the performance of the Company, the Investment Manager and each individual member of staff. These factors are considered over a multi-year framework and include whether staff have met the Investment Manager's compliance standards. In addition, the Investment Manager seeks to ensure that its remuneration policies and practices align financial incentives for staff with the risks undertaken and results achieved by investors, for example by ensuring that a proportion of the variable income received by identified staff is deferred for a period of at least three years.

Full details of the Pantheon Group's remuneration policies and practices for staff (which includes the Investment Manager's staff) can be found at **www.pantheon.com**.

The AIFMD requires the Investment Manager of the Company to set leverage limits for the Company. For the purposes of the AIFMD, leverage is any method by which the Company's exposure is increased, whether through the borrowing of cash or by the use of derivatives or by any other means. The AIFMD requires leverage to be expressed as a ratio between the Company's exposure and its NAV and prescribes two methodologies, the gross method and the commitment method (as set out in Commission Delegated Regulation No. 231/2013), for calculating such exposure.

The following leverage limits have been set for the Company:

i. the maximum leverage of the Company calculated in accordance with the gross method (under Article 7 of Commission Delegated Regulation No.231/2013) is 450%; and

ii. the maximum leverage of the Company calculated in accordance with the commitment method (under Article 8 of the AIFMD Regulation) is 450%.

AIFMD DISCLOSURES

CONTINUED

Remuneration disclosure continued

Using the methodologies prescribed under the AIFMD, the Company's leverage as at 31 December 2023 is shown below:

	Gross method	Commitment method
Leverage ratio	202%	100%

There have been no changes to the maximum level of leverage which the Investment Manager may employ on behalf of the Company during the year to 31 December 2023. There are no collateral or asset reuse arrangements in place as at the year end.

Risk profile and risk management

The principal risks to which the Company is exposed to and the approach to managing those risks are set out in the strategic report (pages 68 to 71) and also in Note 23 to the financial statements (pages 132 to 135). The investment restrictions which seek to mitigate some of those principal risks in relation to the Company's investment activities are set out in the investment policy (page 39) and under 'Board responsibilities and relationship with the Investment Manager' in the Statement on Corporate Governance (page 79 to 84). Additionally, the individual counterparty exposure limit for deposits with each of the Company's bank counterparties has been set at c.£135 million or the equivalent in foreign currencies. The Investment Manager's risk management system incorporates regular review of the principal risks facing the Company and the investment restrictions applicable to the Company. The Investment Manager has established appropriate internal control processes to mitigate the risks, including those described in the 'Mitigation' column in the 'Principal risks and uncertainties' section of the strategic report (pages 68 to 71). These investment restrictions were not exceeded in the year to 31 December 2023.

Article 23(1) disclosures to investors

The AIFMD requires certain information to be made available to investors in the Company before they invest and requires that material changes to this information be disclosed in the annual report of the Company. The information required to be disclosed is contained in the document 'Information for Investors', which is available on the Company's website at **www.pantheoninfrastructure.com**. There have been no material changes to this information requiring disclosure.

GLOSSARY

AGM
Annual General Meeting.

AIC
The Association of Investment Companies.

AIC Code
The AIC Code of Corporate Governance.

AIFM
Alternative Investment Fund Manager.

Approved investment trust company
An approved investment trust company is a corporate UK tax resident which fulfils particular UK tax requirements and rules which include that for the Company to undertake portfolio investment activity it must aim to spread investment risk. In addition, the Company's shares must be listed on an approved stock exchange. The 'approved' status for an investment trust must be authorised by the UK tax authorities and its key benefit is that a portion of the profits of the Company, principally its capital profits, are not taxable in the UK.

AUM
Assets under management are the total market value of investments held under management by an individual or institution. When referring to Pantheon's AUM, this figure includes assets managed on a fully discretionary basis.

Carbon Disclosure Project
A not-for-profit charity that runs the global disclosure system for investors, companies, cities, states and regions to manage their environmental impacts.

Carried interest
Portion of realised investment gains payable to a Sponsor as a profit share.

Cloud
Cloud computing is the on-demand availability of computer system resources, especially data storage (cloud storage) and computing power, without direct active management by the user.

Co-investment
Direct shareholding in an investment by invitation alongside a Sponsor.

Commitment
The amount of capital that the Company agrees to contribute to an investment when and as called by the Sponsor.

Company
Pantheon Infrastructure Plc or 'PINT'.

DCF
Discounted Cash Flow.

Exit
Realisation of an investment, usually through trade sale, sale by public offering (including IPO), or sale to a financial buyer.

Funds under management
Funds under management includes both assets under management and assets under advisory (assets managed on a non-discretionary basis and/or advisory basis).

GHG
Greenhouse gas.

GIRAC
Pantheon's Global Infrastructure and Real Assets Committee.

IEA
International Energy Agency.

Initial public offering (IPO)
The first offering by a company of its own shares to the public on a regulated stock exchange.

Investment Manager
Pantheon Ventures (UK) LLP.

GLOSSARY CONTINUED

Investment thesis
Pantheon's final stage of approval for infrastructure co-investments.

IPEV
International Private Equity and Venture Capital.

IRR
Internal rate of return is the annual rate of growth that an investment is expected to generate over its life.

Multiple of invested capital (MOIC or cost multiple)
A common measure of private equity performance, MOIC is calculated by dividing a fund's cumulative distributions and residual value by the paid-in capital.

NAV Total Return
This is expressed as a percentage. It is calculated as the total return as shown in the Income statement, as a percentage of the opening NAV.

Net asset value (NAV)
Amount by which the value of assets of a company exceeds its liabilities.

PIH LP
Pantheon Infrastructure Holdings LP.

Portfolio or operating company
A company that PINT invests in. These portfolio or operating companies in turn own and operate infrastructure assets.

Primaries
Commitments made to private equity funds at the time such funds. are formed.

RBS
Royal Bank of Scotland.

RCF
Revolving credit facility.

Science Based Targets
Science-based targets provide companies with a clearly-defined path to reduce emissions in line with the Paris Agreement goals.

Secondaries
Purchase of existing private equity fund or company interests and commitments from an investor seeking liquidity in such funds or companies.

SFDR
Sustainable Finance Disclosure Regulation.

SMR
Steam methane reforming.

Sponsor or general partner
The entity managing a private equity fund that has been established as a limited partnership.

TCFD
Task Force for Climate-related Financial Disclosures.

Total return
This is expressed as a percentage. The denominator is the opening NAV, net of the final dividend for the previous year, and adjusted (on a time weighted average basis) to take into account any equity capital raised or capital returned in the year. The numerator is total NAV growth and dividends paid.

Total shareholder return
Return based on dividends paid plus share price movement in the period, divided by the opening share price.

WADR
Weighted average discount rate based on each investment's relative proportion of Portfolio valuation.

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