Yorkshire Water Services Holdings Limited

Annual report and financial statements

Registered number 06815156

Year ended 31 March 2016

Contents

Directors and advisers

Directors

R Flint
E M Barber
C Forrest

Company secretary

C Forrest

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Benson House
33 Wellington Street
Leeds
LS1 4JP

Registered office

Western House
Halifax Road
Bradford
West Yorkshire
BD6 2SZ

Bankers

National Westminster Bank
Leeds City Office
8 Park Row
Leeds
LS1 1QS

Strategic report

The directors present their strategic report on the company for the year ended 31 March 2016.

Principal activities and business review

The principal activity of the company continued to be that of a holding company within the Kelda Holdings Limited group.

Financial performance and outlook

It is anticipated that the company will continue to follow the same model for the foreseeable future, a view which is supported by the value of its investments, with the balance sheet strength being underpinned by the performance of its investments.

Principal risks and uncertainties

Due to the nature of the business, there are no material risks or uncertainties which require disclosure.

Key performance indicators

Due to the nature of the business, key performance indicators are not applicable.

Financial risk management

The objectives when managing capital are to safeguard the Yorkshire Water financing group's ability to continue as a going concern in order to provide benefits to stake-holders and returns to shareholders and to maintain an optimal capital structure. In order to do this, the company considers the amount of debt and assets held and their liquidity.

When monitoring capital risk, the company considers its interest cover measures and its gearing expressed as the ratio of net debt to Regulatory Capital Value.

Centrally managed funds are invested entirely in short term instruments with institutions having a long term rating of at least A-/A-/A3 and a short term rating of at least A1/F1/P1 issued by Standard and Poor’s, Fitch and Moody’s respectively.

Maximum exposure relating to financial assets is represented by carrying value as at the balance sheet date.

C Forrest
Director
19 July 2016

Directors' report

The directors present their annual report and audited financial statements of the company for the year ended 31 March 2016.

Proposed dividend

The company paid dividends of £90,864,000 (2015: £93,552,000) in the year. No final dividend is proposed.

Future developments

The directors' view on the company's future outlook is discussed in the Strategic Report on page 2.

Directors

The directors listed below have served the company throughout the year and up to the date of approval of the financial statements, unless otherwise stated:

R Flint
E M Barber
C Forrest

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

Disclosure of information to auditors

As at the date of this report, as far as the directors are aware, there is no relevant audit information of which the Company’s auditors are unaware and the directors have taken all the steps that they ought to have as directors, in order to make themselves aware of any relevant audit information and to establish that the Company’s auditors are aware of this information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, a resolution concerning their reappointment will be proposed by the directors.

On behalf of the board

C Forrest
Director
19 July 2016

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report and Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditors' report to the members of Yorkshire Water Services Holdings Limited

Report on the financial statements

Our opinion
In our opinion, Yorkshire Water Services Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2016 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.

What we have audited
The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 March 2016;
- the Profit and Loss account for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion, 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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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 are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration
Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors
As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

Independent auditors' report to the members of Yorkshire Water Services Holdings Limited

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Arif Ahmad (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds

19 July 2016

Profit and Loss Account
for the year ended 31 March 2016

	Note	**2016** **£'000**	2015 £'000
Income from shares in group undertakings		**90,864**	93,552
Profit on ordinary activities before taxation		**90,864**	93,552
Tax on profit on ordinary activities	*5*	**-**	-
Profit for the financial year		**90,864**	93,552

Balance Sheet
for the year ended 31 March 2016

	Note	**2016** **£'000**	2015 £'000
Fixed assets			
Investments	*6*	**778,319**	778,319
		778,319	778,319
Current assets			
Debtors	*7*	**-**	-
Total assets less current liabilities		**778,319**	778,319
Net assets		**778,319**	778,319
Capital and reserves			
Called up share capital	*8*	**-**	-
Share premium account		**778,319**	778,319
Profit and loss account		**-**	-
Total Shareholders' funds		**778,319**	778,319

These financial statements on pages 7 to 14 were approved by the board of directors on 19 July 2016 and were signed on its behalf by:

C Forrest
Director
Company registered number: 06815156

Statement of Changes in Equity

For the year ended 31 March 2016

	Called up Share capital £'000	**Share Premium account £'000**	**Profit and loss account £'000**	**Total Shareholders' funds £'000**
Balance at 1 April 2014	-	778,319	-	778,319
Total comprehensive income for the year				
Profit for the financial year	-	-	93,552	93,552
Total comprehensive income for the financial year	-	-	93,552	93,552
Dividends	-	-	(93,552)	(93,552)
Total contributions by and distributions to owners	-	-	(93,552)	(93,552)
Balance at 31 March 2015	**-**	**778,319**	**-**	**778,319**

	Called up share capital £'000	**Share Premium Account £'000**	**Profit and loss account £'000**	**Total Shareholders' funds £'000**
Balance at 1 April 2015	-	778,319	-	778,319
Total comprehensive income for the year				
Profit for the financial year	-	-	90,864	90,864
Total comprehensive income for the financial year	-	-	90,864	90,864
Dividends	-	-	(90,864)	(90,864)
Total contributions by and distributions to owners	-	-	(90,864)	(90,864)
Balance at 31 March 2016	**-**	**778,319**	**-**	**778,319**

Notes
(forming part of the financial statements)

1 Accounting policies

Yorkshire Water Services Holdings Limited (the "Company") is a private company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the Companies Act 2006. The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

Kelda Eurobond Co Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Kelda Eurobond Co Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Western House, Halifax Road, Bradford, BD6 2SZ.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Kelda Eurobond Co Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures.

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

Measurement convention

The financial statements are prepared on a going concern basis under the historical cost convention.

Notes *(continued)*

1 Accounting policies *(continued)*

Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities and trade and other debtors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Investments in debt and equity securities

Investments in subsidiaries are carried at cost less impairment.

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

***Notes** (continued)*

1 Accounting policies *(continued)*

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive loss, in which case it is recognised directly in equity or other comprehensive loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

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 following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2 Auditor's remuneration

Auditors' remuneration has been borne by Kelda Group Limited.

3 Staff numbers and costs

The company did not have any employees during the year ended 31 March 2016 (2015: nil).

4 Directors' remuneration

The directors did not receive any emoluments in respect of their services to Yorkshire Water Services Holdings Limited (2014: £nil).

5 Tax on profit on ordinary activities

The corporation tax rate of 20% enacted in the Finance Act 2013 and applicable from 1 April 2015 has been used in preparing these financial statements.

The Finance (No 2) Act 2015 set the main rate of corporation tax rate at 19% from 1 April 2017 and 18% from 1 April 2020. These rates were substantively enacted on 25 October 2015.

The Chancellor announced in the Budget on 16 March 2016 that the main rate of corporation tax will be reduced to 17% from 1 April 2020. This had not been substantively enacted at the balance sheet date and therefore is not included in these financial statements.

There is no tax charge for the year on profit on ordinary activities (2015: £nil). The tax for the year is lower (2015: lower) than the standard rate of corporation tax in the UK of 20% (2015: 21%). The differences are explained below:

Reconciliation of effective tax rate	**2016**	2015
	£'000	£'000
Profit for the financial year	**90,864**	93,552
Profit on ordinary activities before taxation	**90,864**	93,552
Tax using the UK corporation tax rate of 20% (2015: 21%)	**16,356**	19,646
Non-taxable income	**(16,536)**	(19,646)
Total tax expense included in profit and loss	**-**	-

Notes *(continued)*

6 Investments

	Subsidiary undertakings £'000
Cost	
At 1 April 2015	778,319
At 31 March 2016	778,319
Net book value	
At 31 March 2016	**778,319**
At 31 March 2015	778,319

The Company has the following investments in subsidiaries.

	Country of Incorporation	Nature of business	Class of shares held	Ownership 2016	Ownership 2015
Yorkshire Water Services Limited	England & Wales	Water services	Ordinary	**100%**	100%
* Yorkshire Water Services Odsal Finance Holdings Limited	Cayman Islands	Holding company	Ordinary	**100%**	100%
* Yorkshire Water Services Odsal Finance Limited	Cayman Islands	Finance company	Ordinary	**100%**	100%
* Yorkshire Water Services Bradford Finance Limited	Cayman Islands	Finance company	Ordinary	**100%**	100%
* Yorkshire Water Services Finance Limited	England & Wales	Finance company	Ordinary	**100%**	100%
* Southern Pennines Rural Regeneration Co.	England & Wales	Regeneration Projects	Limited by guarantee	**100%**	100%

* Indirect holding

7 Debtors

	2016 £'000	2015 £'000
Amounts owed by group undertakings - £1 (2015: £1)	-	-

The amounts owed by group undertakings are unsecured, do not bear interest and are payable on demand.

Notes *(continued)*

8 Called-up share capital

	2016	2015
	£'000	£'000
Allotted, called up and fully paid		
2 (2015: 2) ordinary shares at £1nil each (2015 at £1 each)	**-**	-

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Dividends

The following dividends were recognised during the year:

	2016	2015
	£'000	£'000
£45,432,133 (2015: £46,775,806) per qualifying ordinary share	**90,864**	93,552
	90,864	93,552

9 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Kelda Holdings Limited which is the ultimate parent company incorporated in Jersey. The ultimate controlling party is Kelda Holdings Limited.

The largest UK group in which the results of the Company are consolidated is that headed by Kelda Eurobond Co Limited, incorporated in England and Wales. The smallest group in which they are consolidated is that headed by Kelda Finance (No.1) Limited, incorporated in England and Wales. The consolidated financial statements of these groups are available to the public and may be obtained from the Company Secretary, Kelda Eurobond Co Limited, Western House, Halifax Road, Bradford, BD6 2SZ.

10 Accounting estimates and judgements

The preparation of financial statements with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. There were no such areas of judgement or uncertainty deemed significant in these financial statements.