

Kelda Finance (No.3) PLC

Annual report and financial statements

Registered number 8270049

Year ended 31 March 2019

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Directors and advisers

Directors

R Flint
E M Barber
A L P Rabin
R O'Toole
K O H Smith
A D Merrick

Company secretary

K O H Smith

Independent auditor

Deloitte LLP
Statutory Auditor
1 City Square
Leeds
LS1 2AL

Registered office

Western House
Halifax Road
Bradford
West Yorkshire
BD6 2SZ

Bankers

The Royal Bank of Scotland
London Corporate Service Centre
2nd Floor 280 Bishopsgate
London
EC2M 4RB

Strategic report

The directors present their strategic report on the company for the year ended 31 March 2019.

Principal activities, review of the business and future developments

The principal activity of the company during the year and in the foreseeable future is that of raising finance for use in the business of the Kelda Holdings Limited group.

Performance and future outlook

During the year to 31 March 2019 the company continued to focus on delivering excellent internal services and performed in line with management expectations.

It is anticipated that the company will continue to follow the same model for the foreseeable future.

Principal risks and uncertainties

The risks which the company are exposed to include interest rate, credit, liquidity and market risk in relation to financial instruments. The principal risks and uncertainties for the Kelda Holdings group, and how these are mitigated, are discussed in the Kelda Holdings Limited Annual Report and Financial Statements (which do not form part of this report).

Key performance indicators

The company monitors its business objectives using key performance indicators ("KPIs") detailed below:

	2019 £'000	2018 £'000
Loss before taxation	(525)	(533)
Net liabilities	(3,020)	(2,595)

Financial risk management

Risk management relating to the finance obligations of the company is managed as part of the overall financial risk management strategy of the Kelda Holdings Limited group.

Approved by the board and signed on its behalf by:



E M Barber
Director

26 July 2019

Directors' report

The directors present their annual report and audited financial statements of the company for the year ended 31 March 2019.

Results

The loss for the financial year is £425,000 (2018: £432,000).

Proposed dividend

The directors do not recommend the payment of any dividend (2018: £nil).

Future developments

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

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the parent company Kelda Group Limited. The directors have received confirmation that Kelda Group Limited intend to support the company for at least one year after these financial statements are signed.

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
A L P Rabin
T Robson-Capps (resigned 31 August 2018)
R O'Toole (appointed 13 November 2018)
K O H Smith (appointed 8 October 2018)
A D Merrick (appointed 1 June 2019)

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.

Audit Committee

In accordance with the Disclosure and Transparency Rules (DTR), the Board of Directors established an Audit Committee on 21 March 2018 to discharge the functions set out in DTR 7.1.3. From 1 April 2018 until 31 August 2018, the committee members were Anthony Rabin and Teresa Robson-Caps, both independent directors. The Committee was chaired during this time by Teresa Robson-Capps. Both committee members have competence in accounting and auditing which is considered by the Board to be relevant to the sector in which the company operates.

Following Teresa Robson-Caps' resignation from the board on 31 August 2018, Anthony Rabin assumed the role of chairman and was joined on the board and audit committee by Ray O'Toole from 13 November 2018. Subsequent to the financial year end, the Board has welcomed Andrew Merrick as an independent director to the Board on 1 June 2019 and the Board approved the appointment of Andrew to the committee, having the required level of relevant accounting and auditing competence and experience, to replace Ray O'Toole with effect from 9 July 2019.

The committee's terms of reference are available from the Company Secretary.

Disclosure of information to independent auditor

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 auditor is 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 auditor is aware of this information. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Independent auditor

The auditor, Deloitte LLP, has indicated their willingness to continue in office and the Board has passed a resolution confirming their reappointment.

Directors' report (continued)

Directors' responsibilities statement

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Approved by the board and signed on its behalf by:



E M Barber
Director

26 July 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KELDA FINANCE (NO.3) PLC

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Kelda Finance (No.3) plc (the 'company'):

- **give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;**
- **have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and**
- **have been prepared in accordance with the requirements of the Companies Act 2006.**

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 14.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We 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 Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Summary of our audit approach

Key audit matters	The key audit matter that we identified in the current year was recoverability of amounts owed by Group undertakings.
Materiality	The materiality that we used in the current year was £4m which was determined on the basis of approximately 2% of total assets (2018: approximately 2% of total assets)
Scoping	Our audit scoping has resulted in 100% of the company's net assets, profit before tax and EBITDA being subject to audit testing.
Significant changes in our approach	In the prior year, we reported on management override of controls as a key audit matter. This was not identified as a key audit matter in the current year, however we discuss how the audit was capable of detecting irregularities, including fraud, later in this report.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

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

Recoverability of receivables from Group undertakings

Key audit matter description



Kelda Finance (No.3) plc is part of the Kelda Holdings Limited Group (the "Group").

Receivables from Group undertakings are stated in the balance sheet at £199m (2018: £199m).

There is judgement involved in determining the recoverability of these receivables from Group undertakings based on the financial position and future prospects of the entities which Kelda Finance (No.3) plc has loaned amounts to. This takes into consideration a range of factors such as the trading performance of the Group, the ability of the Group to secure financing and the Group's ability to respond to changing demands of the regulated market.

For further details of the amounts receivable from group companies please see note 9 of the financial statements and note 1 for the accounting policies in relation to intercompany loans.

How the scope of our audit responded to the key audit matter



We challenged the directors' judgements regarding the appropriateness of the carrying value through understanding the forecast trading performance of the Group in order to assess the ability of the Group undertakings to repay the receivable amounts. This included an assessment of the valuation of the infrastructure assets held by Yorkshire Water Services which ultimately support the future trading performance and cash flows of the Group.

We have reviewed management's IFRS 9 workings to consider credit risk within intercompany balances by assessing the underlying net asset position of the counterparty and the availability and liquidity of those assets. We have then re-performed the analysis to consider any debtors that may prima facie appear to be impaired.

We also reviewed the historical accuracy of the Group's forecasts by comparing the actual results of previous periods to original forecasts.

Key observations Based on the work performed we concluded that receivables from Group undertakings were appropriately stated.

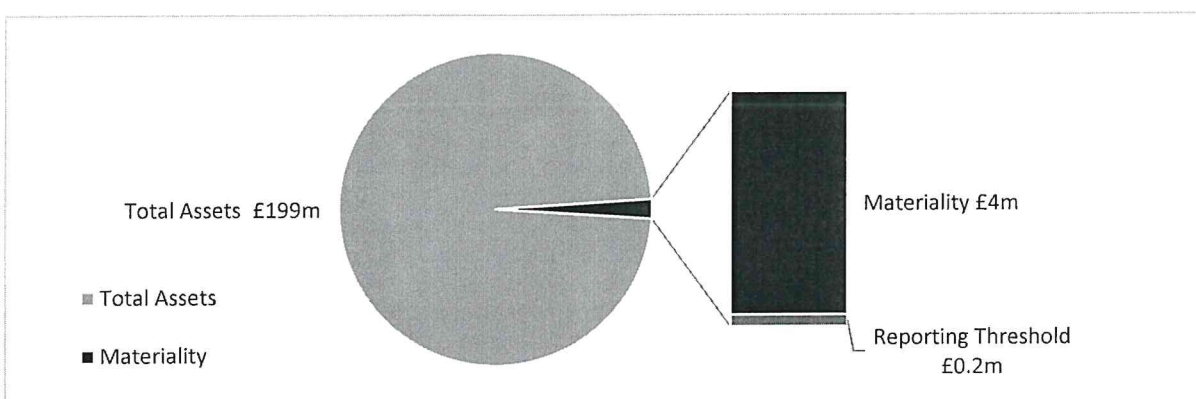


Our application of materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

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

Materiality	£4m (2018: £4m).
Basis for determining materiality	Materiality represents 2% of total assets (2018: 2% of total assets).
Rationale for the benchmark applied	The primary purpose of the Company is to provide financing to Yorkshire Water Services Limited. Accordingly the company's balance sheet strength is considered to be the key financial metric of relevance to the users of the financial statements. We have therefore used total assets as the benchmark.



We agreed with the board of directors that we would report to them all audit differences in excess of £0.2m (2018: £0.2m), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the directors on disclosure matters that we identified when assessing the overall presentation of the financial statements.

An overview of the scope of our audit

Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

We have nothing to report in respect of these matters.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud are set out below.

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

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

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- enquiring of management, including obtaining and reviewing supporting documentation, concerning the company's policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance.
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;
- discussing among the engagement team and internal specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud; and
- obtaining an understanding of the legal and regulatory framework that the company operates in, focusing on those laws and regulations that had a direct effect on the financial statements or that had a fundamental effect on the operations of the company. The key laws and regulations we considered in this context for the company and the sector it operates in such as UK Companies Act and tax legislation.

Audit response to risks identified

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- enquiring of management, those charged with governance and the group external legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by 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 the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Adequacy of explanations received and accounting records

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 nothing to report in respect of these matters.

Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

Other matters

Auditor tenure

We were appointed by the board of directors on 10 October 2017 to audit the financial statements of the Company for the period ending 31 March 2018 and subsequent financial periods.

Our total uninterrupted period of engagement is 2 years, covering periods from our appointment through to the period ending 31 March 2019.

Consistency of the audit report with the additional report to those charged with governance

Our audit opinion is consistent with the additional report to those charged with governance we are required to provide in accordance with ISAs (UK).

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.



Jane Boardman, BSc FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Leeds, United Kingdom

26 July 2019

Profit and loss account
for the year ended 31 March 2019

	<i>Note</i>	2019	2018
		£'000	£'000
Interest receivable and similar income	6	11,520	11,513
Interest payable and similar expenses	7	(12,045)	(12,046)
		<hr/>	<hr/>
Loss before taxation		(525)	(533)
Taxation	8	100	101
		<hr/>	<hr/>
Loss for the financial year		(425)	(432)
		<hr/> <hr/>	<hr/> <hr/>

There are no other items of comprehensive income or expense in the current or prior year therefore no separate statement of comprehensive income has been presented.

Balance sheet
as at 31 March 2019

	<i>Note</i>	2019	2018
		£'000	£'000
Current assets			
Debtors (including £nil (2018: £197,500,000) due after more than one year)	9	199,022	199,023
Cash at bank and in hand		102	-
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
		199,124	199,023
Creditors: amounts falling due within one year	10	(202,144)	(2,876)
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
Net current (liabilities)/assets		(3,020)	196,147
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
Total assets less current liabilities		(3,020)	196,147
Creditors: amounts falling due after more than one year	11	-	(198,742)
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
Net liabilities		(3,020)	(2,595)
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
Capital and reserves			
Called up share capital	12	12	12
Profit and loss account	12	(3,032)	(2,607)
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>
Total shareholders' deficit		(3,020)	(2,595)
		<hr style="width: 100%;"/>	<hr style="width: 100%;"/>

These financial statements on pages 12 to 24 were approved by the board of directors and authorised for issue on 26 July 2019 and were signed on its behalf by:



E M Barber
Director

Company registered number: 8270049

Statement of changes in equity
for the year ended 31 March 2019

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' deficit £'000
Balance at 1 April 2018	12	(2,607)	(2,595)
Total comprehensive expense for the year			
Loss for the financial year	-	(425)	(425)
Total comprehensive expense for the financial year	-	(425)	(425)
Balance at 31 March 2019	12	(3,032)	(3,020)

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' deficit £'000
Balance at 1 April 2017	12	(2,175)	(2,163)
Total comprehensive expense for the year			
Loss for the financial year	-	(432)	(432)
Total comprehensive expense for the financial year	-	(432)	(432)
Balance at 31 March 2018	12	(2,607)	(2,595)

Notes to the financial statements

1 Accounting policies

Kelda Finance (No.3) PLC (the "company") is a private company limited by shares, incorporated in England and Wales and resident for tax 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 as applicable to companies using FRS 101.

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, a parent company incorporated in England and Wales, 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, West Yorkshire, BD6 2SZ.

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

- 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 9 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. No new accounting standards that are effective for the year ended 31 March 2019 have had a material impact on the company.

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 2.

Measurement convention

The financial statements are prepared under the historical cost convention.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the parent company Kelda Group Limited. The directors have received confirmation that Kelda Group Limited intend to support the company for at least one year after these financial statements are signed.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Classification of financial instruments issued by the company

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, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Other debtors

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.

Other creditors

Other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

All loans and borrowings are initially recognised at fair value less directly attributable transaction costs. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in investment income and finance costs.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

Impairment excluding stocks and deferred tax assets

Financial assets (including 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.

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

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.

Interest receivable and interest payable

Interest income and interest payable is recognised in profit or loss as the interest accrues using the effective interest method. This is the rate that exactly discounts estimated future cash receipts and payments through the expected life of the financial instrument to the net carrying amount of the financial assets.

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.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

New standards and interpretations

In the current year, the company has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2018.

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement for periods beginning on or after 1 January 2018, bringing together all three aspects of accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

There are no impacts on adoption of IFRS 9 with respect to classification and measurement, and hedge accounting.

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

As at 1 April 2018, the directors of the company reviewed and assessed the company's existing amounts owed by group undertakings for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of IFRS 9 to determine the credit risk of the respective items at the date they were initially recognised. There is no material change to the amount of the provision after undertaking this exercise.

There is no impact resulting from the transition to this standard.

2 Accounting estimates and judgements

The preparation of financial statements under FRS101 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.

3 Expenses and auditors' remuneration

Auditor's remuneration of £2,000 (2018: £2,000) has been borne by Kelda Group Limited in relation to the audit of these financial statements.

4 Directors' remuneration

All the directors are employees, or directors, of other group undertakings and are remunerated by the relevant undertaking and received no emoluments in respect of their services to the company (2018: £nil).

5 Staff numbers and costs

The company did not have any employees during the year ended 31 March 2019 (2018: nil).

6 Interest receivable and similar income

	2019	2018
	£'000	£'000
Interest income from group undertakings on financial assets	11,500	11,493
Other amounts receivable from group undertakings	20	20
	11,520	11,513
Total interest receivable and similar income	11,520	11,513

Notes to the financial statements *(continued)*

7 Interest payable and similar expenses

	2019 £'000	2018 £'000
Total interest expense on financial liabilities measured at amortised cost	11,500	11,500
Amortisation of issue costs	545	546
	12,045	12,046
Total interest payable and similar charges	12,045	12,046

8 Taxation

Total tax credit recognised in the profit and loss account

	2019 £'000	2018 £'000
<i>Current tax</i>		
Total current tax credit	(100)	(101)
	(100)	(101)
Tax on loss	(100)	(101)

The tax for the current year is equal to (2018: equal to) the standard rate of corporation tax in the UK of 19% (2018: 19%). The calculation is explained below:

Reconciliation of effective tax rate

	2019 £'000	2018 £'000
Loss for the financial year	(425)	(432)
Total tax credit included in profit and loss	(100)	(101)
	(525)	(533)
Loss excluding taxation	(525)	(533)
Tax using the UK corporation tax rate of 19% (2018: 19%)	(100)	(101)
	(100)	(101)
Total tax credit included in profit and loss	(100)	(101)

The corporation tax rate of 19%, enacted in the Finance Act (No 2) Act 2015 and applicable from 1 April 2017, has been used in preparing these financial statements.

The Finance Act 2016 will reduce the corporation tax rate further to 17% from 1 April 2020. This reduction was substantively enacted on 6 September 2016.

Notes to the financial statements (continued)

9 Debtors

	2019 £'000	2018 £'000
Amounts owed by group undertakings	199,022	199,023
Analysed as:		
Due within one year	199,022	1,523
Due after more than one year	-	197,500
	199,022	199,023

Included within amounts owed by group undertakings is a loan of £197,500,000 to Kelda Finance (No.2) Limited which carries interest at 5.75% per annum ('p.a.') and is payable in one instalment on 17 February 2020. The remaining balances are unsecured, interest-free, have no contractual repayment date and are repayable on demand.

10 Creditors: amounts falling due within one year

	2019 £'000	2018 £'000
Guaranteed bond (see terms and debt repayment schedule note 11)	199,288	-
Trade creditors	4	4
Amounts owed to group undertakings	1,387	1,406
Other creditors	1,465	1,466
	202,144	2,876

Amounts owed to group undertakings are unsecured, interest-free, have no contractual repayment date and are repayable on demand.

11 Creditors: amounts falling due after more than one year

	2019 £'000	2018 £'000
Guaranteed bond (see terms and debt repayment schedule below)	-	198,742
	-	198,742

Included in creditors falling due after more than one year are amounts repayable after five years by instalments and otherwise than by instalments of £nil (2018: £nil) and £nil (2018: £nil) respectively. Borrowings are secured by group undertakings.

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of maturity	Face value 2019 £'000	Carrying amount 2019 £'000	Face value 2018 £'000	Carrying amount 2018 £'000
Guaranteed bond (Listed on the London Stock Exchange)	GBP	5.75% p.a.	2020	200,000	199,288	200,000	198,742
				200,000	199,288	200,000	198,742

Notes to the financial statements *(continued)*

12 Capital and reserves

Called up share capital	2019	2018
	£'000	£'000
<i>Allotted, called up and part paid</i>		
50,000 (2018: 50,000) Ordinary shares at £1 each (2018 at £1 each) 25% paid up on incorporation	12	12
	12	12
 Shares classified in shareholders' deficit	 12	 12
	12	12

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.

The profit and loss account represents cumulative profits or losses, net of dividends paid.

13 Financial instruments

13 (a) Fair values of financial instruments

The table below analyses financial instruments, into a fair value hierarchy based on the valuation technique used to determine fair value.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the assets or liability that are not based on observable market data (unobservable inputs).

The fair values of all financial assets and financial liabilities by class together with their carrying amounts shown in the balance sheet are as follows:

Notes to the financial statements *(continued)*

13 Financial instruments *(continued)*

13 (a) Fair values of financial instruments *(continued)*

	Carrying value 2019 £'000	Fair value 2019 £'000	Level 1 2019 £'000	Carrying value 2018 £'000	Fair value 2018 £'000	Level 1 2018 £'000
Financial liabilities measured at amortised cost						
Guaranteed bond 5.75% p.a. £200.0m 2020	199,288	200,624	200,624	198,742	210,926	210,926
Total financial liabilities measured at amortised cost	<u>199,288</u>	<u>200,624</u>	<u>200,624</u>	<u>198,742</u>	<u>210,926</u>	<u>210,926</u>
Total financial instruments	<u><u>199,288</u></u>	<u><u>200,624</u></u>	<u><u>200,624</u></u>	<u><u>198,742</u></u>	<u><u>210,926</u></u>	<u><u>210,926</u></u>

Financial assets or liabilities measured at amortised costs and whose carrying value are a reasonable approximation of fair value have not been disclosed in the fair value hierarchy above as there is no requirement to do so.

13 (b) Credit risk

Financial risk management

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers and investment securities.

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

13 (c) Liquidity risk

Financial risk management

Liquidity risk is the risk that the company will not have the level of liquid funding available to meet its requirements. Maintaining an inadequate amount of liquidity and being unable to access the debt markets when required exposes the company to the risk of being unable to finance its functions, whilst maintaining excess liquidity potentially exposes the company to the risk of inefficient funding costs.

Liquidity is managed at Kelda Holdings Limited group level by ensuring debt is held with a range of durations and the maturity profile is actively managed by the group's treasury function. Existing bank covenants require the group to keep a combination of available cash and banking facilities sufficient to cover anticipated capital expenditure, operating costs and interest costs for the succeeding twelve months. This is a rolling requirement. The group extend the requirement to cover all other future outgoings. Further facilities are not expected to be required within the next year to comply with the above policy.

Notes to the financial statements(*continued*)

13 Financial instruments (*continued*)

13 (c) Liquidity risk (*continued*)

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

	2019					2018								
	Carrying amount £'000	Contractual cash flows £'000	1 year or less £'000	<2years £'000	1 to <5years £'000	2 to <5years £'000	5years and over £'000	Carrying amount £'000	Contractual cash flows £'000	1 year or less £'000	<2years £'000	1 to <5years £'000	2 to <5years £'000	5years and over £'000
Non-derivative financial liabilities														
Guaranteed bond 5.75% p.a. £200.0m 2020	199,288	210,177	210,177	-	-	-	-	198,742	221,677	11,500	210,177	-	-	-
	199,288	210,177	210,177	-	-	-	198,742	221,677	221,677	11,500	210,177	-	-	-

Notes to the financial statements *(continued)*

13 Financial instruments *(continued)*

13 (d) Market risk

Financial risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the company's income or the value of its holdings of financial instruments

Borrowings have a fixed interest rate and are held in sterling and therefore there is no interest rate risk due to market changes or currency risk.

Market risk - Interest rate risk

Profile

At the balance sheet date, the interest rate profile of the company's interest-bearing financial instruments was:

	2019	2018
	£'000	£'000
Fixed rate instruments		
Financial liabilities	<u>199,288</u>	<u>198,742</u>

Fixed rate instruments include borrowings which have a fixed interest rate through to maturity.

13 (e) Capital management

The company's objectives when managing capital are to safeguard the company's ability to continue as a going concern in order to provide benefits to stakeholders, returns to owners and to maintain an optimal capital structure. In order to do this, the company will consider the amount of debt and assets held and their liquidity.

14 Ultimate parent company and ultimate controlling party

The company's immediate parent undertaking is Kelda Finance (No.2) Limited, incorporated in England and Wales. The ultimate parent undertaking is Kelda Holdings Limited, incorporated in Jersey and resident for tax in the UK. In the opinion of the directors, there is no ultimate controlling party.

The largest group in which the results of the company are consolidated is that headed by Kelda Holdings Limited, the registered office of which is 47 Esplanade, St Helier, Jersey, JE1 0BD, Channel Islands. The smallest group in which they are consolidated is that headed by Kelda Finance (No.1) Limited, incorporated in England and Wales, the registered office of which is the same as that of the company. The consolidated financial statements of these groups are available to the public and may be obtained from the Company Secretary, Western House, Halifax Road, Bradford, West Yorkshire, BD6 2SZ.