

Kelda Finance (No.3) Plc

Annual Report and Financial Statements

Registered number 08270049

Year ended 31 March 2023

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Directors and advisers

Directors

P S Inman
K O H Smith

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

Strategic report

The directors present their strategic report on Kelda Finance (No.3) Plc (the company) for the year ended 31 March 2023.

Principal activities, review of the business and future developments

The principal activity of the company is to act as a financing company within the Kelda Holdings Limited group (Kelda group).

Performance and future outlook

During the year to 31 March 2023, the company has not traded and therefore incurred no profit or loss or other comprehensive income or expense.

Key performance indicators

The directors do not consider the disclosure of key performance indicators to be applicable.

Principal risks and uncertainties

Following the cessation of trade, the directors do not consider there to be any principal risks or uncertainties.

Financial risk management

Following the cessation of trade, the directors do not consider there to be any financial risks.

Statement by the directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006

The directors consider that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole and having regard (amongst other matters) to factors (a) to (f) of s172 Companies Act 2006, in the decisions taken during the year ended 31 March 2023. The company's principal activity is that of a financing company. The company has no employees, customers or suppliers, however it has business relationships with providers of finance and other companies within the Kelda group. Through their actions, the directors operate the company in a manner consistent with Kelda group's high standards of business conduct. The company's largest United Kingdom (UK) holding company is Kelda Eurobond Co Limited, a copy of whose s172(1) Statement can be found in its 2022/23 Annual Report and Financial Statements. This statement sets out how the group's decisions and policies affect employees, customers and other stakeholders, suppliers, and the impact of the group's operations on the community and the environment.

Approved by the Board of directors and signed on its behalf by:



P S Inman
Director

25 July 2023

Directors' report

The directors present their Annual Report and audited Financial Statements of the company for the year ended 31 March 2023.

Results

The company has not traded during the current or prior year. As the company incurred no profit or loss or other comprehensive income or expense in the current or prior year, no profit and loss account or statement of comprehensive income is presented.

Proposed dividend

The company paid a dividend of £nil (2022: £220,000) in the year. No final dividend is proposed (2022: £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. The company acts as a financing company within the Kelda group and has a net asset position at the year end date. The directors believe that there are no material uncertainties that could cast significant doubt over the ability of the Kelda group to continue as a going concern, and therefore in turn the ability of the company to continue as a going concern. The directors have thus adopted the going concern basis of accounting in preparing the Financial Statements.

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:

C I Johns (resigned 28 February 2023)

K O H Smith

P S Inman (appointed 25 April 2023)

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 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

Deloitte LLP has expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

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 (UK) Generally Accepted Accounting Practice (UK 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 UK governing the preparation and dissemination of Financial Statements may differ from legislation in other jurisdictions.

Directors' report *(continued)*

Responsibility statement

We confirm that to the best of our knowledge:

- the Financial Statements, prepared in accordance with UK Generally Accepted Accounting Practice, including FRS 101 "Reduced Disclosure Framework", give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole;
- the strategic report includes a fair review of the development and performance of the business and the position of the company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the annual report and Financial Statements, 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.

This responsibility statement was approved by the Board of directors on 25 July 2023 and is signed on its behalf by:

A handwritten signature in black ink, appearing to be 'P S Inman', is written on a light grey background. The signature is stylized with a long horizontal stroke extending to the right.

P S Inman
Director

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 2023 and of its result 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 balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 10.

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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent auditor's report to the members of Kelda Finance (No. 3) Plc *(continued)*

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 our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the Financial Statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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.

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.

Independent auditor's report to the members of Kelda Finance (No. 3) Plc *(continued)*

Extent to which 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the Financial Statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the Financial Statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax and IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the Financial Statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

- reviewing Financial Statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the Financial Statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

Independent auditor's report to the members of Kelda Finance (No. 3) Plc *(continued)*

Report on other legal and regulatory requirements

Opinion 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 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' 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

Under the Companies Act 2006 we are required to report in respect of the following matters 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 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.

We have nothing to report in respect of these matters.

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.



Chris Robertson (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Leeds, United Kingdom

25 July 2023

Balance sheet as at 31 March 2023

	<i>Note</i>	2023 £'000	2022 £'000
Fixed assets			
Non-current debtors	7	12	-
		<hr/>	<hr/>
		12	-
Current assets			
Cash and cash equivalents		-	12
		<hr/>	<hr/>
Net current assets		-	12
		<hr/>	<hr/>
Total assets less current liabilities		12	12
		<hr/>	<hr/>
Net assets		12	12
		<hr/> <hr/>	<hr/> <hr/>
Capital and reserves			
Called up share capital	8	12	12
Profit and loss account	8	-	-
		<hr/>	<hr/>
Total shareholders' funds		12	12
		<hr/> <hr/>	<hr/> <hr/>

These Financial Statements on pages 10 to 14 were approved by the Board of directors and authorised for issue on 25 July 2023 and were signed on its behalf by:



P S Inman
Director

Company registered number: 08270049

Statement of changes in equity for the year ended 31 March 2023

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 1 April 2022	12	-	12
Total comprehensive result for the year			
Result for the financial year	-	-	-
Total comprehensive result for the financial year	-	-	-
Dividend (note 6)	-	-	-
Total contributions by and distributions to owners	-	-	-
Balance at 31 March 2023	12	-	12

	Called up share capital £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 1 April 2021	12	220	232
Total comprehensive result for the year			
Result for the financial year	-	-	-
Total comprehensive result for the financial year	-	-	-
Dividend (note 6)	-	(220)	(220)
Total contributions by and distributions to owners	-	(220)	(220)
Balance at 31 March 2022	12	-	12

Notes to the Financial Statements *(continued)*

1 Accounting policies

The company is a public company limited by shares, incorporated in the UK under the Companies Act 2006, registered in England and Wales, and resident for tax in the UK.

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 (IFRS) as issued by the IASB and are available to the public and may be obtained from Western House, Halifax Road, Bradford, West Yorkshire, BD6 2SZ.

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. The presentation currency of these Financial Statements is £ sterling.

In preparing these Financial Statements, the company applies the recognition, measurement, and disclosure requirements of IFRS as issued by the IASB 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.

In these Financial Statements, the company, as a qualifying entity, 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;
- 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.

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 2023 have had a material impact on the company.

Measurement convention

The Financial Statements are prepared on the historical cost basis of accounting.

Going concern

The directors believe that preparing the Financial Statements on the going concern basis is appropriate. The company acts as a financing company within the Kelda group and has a net asset position at the year end date. The directors believe that there are no material uncertainties that could cast significant doubt over the ability of the Kelda group to continue as a going concern, and therefore in turn the ability of the company to continue as a going concern. The directors have thus adopted the going concern basis of accounting in preparing the Financial Statements.

Non-derivative financial instruments

Debtors

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.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances.

Notes to the Financial Statements *(continued)*

1 Accounting policies *(continued)*

Dividends

Dividends are recognised on approval by the Board.

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of Financial Statements under FRS 101 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 estimation uncertainty deemed significant in these Financial Statements.

3 Expenses and auditor's remuneration

Auditor's remuneration of £6,000 (2022: £6,000) 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 (2022: £nil).

5 Staff numbers and costs

The company did not have any employees during the year ended 31 March 2023 (2022: nil).

6 Dividend

The following dividend was recognised during the year:

	2023	2022
	£'000	£'000
£nil (2022: £4.40) per qualifying ordinary share	-	220
	<u> </u>	<u> </u>

Dividend per qualifying ordinary share is rounded to two decimal places.

7 Debtors

	2023	2022
	£'000	£'000
Amounts owed by group undertakings	12	-
	<u> </u>	<u> </u>

Amounts owed by group undertakings are owed by Kelda Finance (No.2) Limited, which are unsecured and interest free. The amounts are repayable on demand but are not expected to be repaid within the next 12 months.

Notes to the Financial Statements *(continued)*

8 Capital and reserves

Called up share capital	2023	2022
	£'000	£'000
<i>Allotted, called up and part paid</i> 50,000 (2022: 50,000) ordinary shares at £1 each (2022 at £1 each) 25% paid up on incorporation	12	12
	<hr style="border-top: 3px double #000;"/>	<hr style="border-top: 3px double #000;"/>
Shares classified in shareholders' funds	12	12
	<hr style="border-top: 3px double #000;"/>	<hr style="border-top: 3px double #000;"/>

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.

9 Contingent liabilities

The company has guaranteed the secured bank loans and borrowings of Kelda Finance (No.2) Limited, which at 31 March 2023 amounted to £454.2m (2022: £454.5m).

10 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.