

COMPLIANCE CERTIFICATE

To: Deutsche Trustee Company Limited as Security Trustee

cc: Fitch Ratings, Moody's Investors Service and S&P Global Ratings

From: Yorkshire Water Finance Plc (the "Issuer")
 Yorkshire Water Services Finance Limited ("YWSF")
 Yorkshire Water Services Limited ("YWS")

26 July 2023

Dear Sirs

Amended and Restated Common Terms Agreement dated 10 January 2022 between, among others, the Issuer, YWSF, YWS and Deutsche Trustee Company Limited (the "Security Trustee") (the "Common Terms Agreement")

Capitalised terms not defined in this certificate have the meaning given to them in the Master Definitions Agreement.

1. We refer to the Common Terms Agreement. This is a Compliance Certificate.
2. We confirm that the ratios are as detailed in the table below in respect of the Calculation Date of 31 March 2023.

Date	31/03/2023	31/03/2024	31/03/2025
	Actual	Forecast	Forecast
Class A RAR	68.5%	67.5%	72.0%
Senior RAR	72.3%	71.3%	75.8%

Test Period	31/03/2023	31/03/2024	31/03/2025
	Actual	Forecast	Forecast
Class A ICR	4.42x	5.34x	4.34x
Class A Adjusted ICR	4.42x	5.34x	4.34x
Senior Adjusted ICR	3.95x	4.70x	3.93x
Class A Average Adjusted ICR	4.70x	4.70x	4.70x
Senior Average Adjusted ICR	4.19x	4.19x	4.19x
Conformed Class A Adjusted ICR	1.71x	1.65x	1.74x
Conformed Senior Adjusted ICR	1.53x	1.45x	1.57x
Conformed Class A Average Adjusted ICR	1.70x	1.70x	1.70x
Conformed Senior Average Adjusted ICR	1.52x	1.52x	1.52x
Re-profiled Class A ICR	4.29x	5.21x	4.17x
Re-profiled Class A Adjusted ICR	1.58x	1.51x	1.56x
Re-profiled Senior Adjusted ICR	1.41x	1.33x	1.42x
Re-profiled Class A Average Adjusted ICR	1.55x	1.55x	1.55x
Re-profiled Senior Average Adjusted ICR	1.39x	1.39x	1.39x

(together the “**Ratios**”).

3. We confirm that each of the above Ratios has been calculated in respect of the relevant period(s) for which it is required to be calculated under the Common Terms Agreement and has not breached the Trigger Event Ratio Levels and has not caused Paragraph 17 (Ratios) of Part 2 (Events of Default – Non-YWH) of Schedule 6 to be breached.
4. We set out below the computation of the following ratios set out in the table in Paragraph 2 above for your information.

Test Period		31/03/2023	31/03/2024	31/03/2025
Class A and Adjusted ICR		Actual	Forecast	Forecast
Net Cash Flow divided by	£m	647.3	610.0	713.8
Class A Debt Interest	£m	146.6	114.2	164.5
Class A ICR	times	4.42	5.34	4.34
Net Cash Flow	£m	647.3	610.0	713.8
Less CCD and IRC	£m	0.0	0.0	0.0
Adjusted Cash Flow divided by	£m	647.3	610.0	713.8
Class A Debt Interest	£m	146.6	114.2	164.5
Class A Adjusted ICR	times	4.42	5.34	4.34
Net Cash Flow	£m	647.3	610.0	713.8
Less CCD and IRC	£m	0.0	0.0	0.0
Adjusted Cash Flow divided by	£m	647.3	610.0	713.8
Senior Debt Interest	£m	164.0	129.8	181.6
Senior Adjusted ICR	times	3.95	4.70	3.93
Year 1 Class A Average Adjusted ICR	times	4.42	4.42	4.42
Year 2 Class A Average Adjusted ICR	times	5.34	5.34	5.34
Year 3 Class A Average Adjusted ICR	times	4.34	4.34	4.34
Class A Average Adjusted ICR	times	4.70	4.70	4.70
Year 1 Senior Average Adjusted ICR	times	3.95	3.95	3.95
Year 2 Senior Average Adjusted ICR	times	4.70	4.70	4.70
Year 3 Senior Average Adjusted ICR	times	3.93	3.93	3.93
Senior Average Adjusted ICR	times	4.19	4.19	4.19

Test Period		31/03/2023	31/03/2024	31/03/2025
Conformed ICR		Actual	Forecast	Forecast
Net Cash Flow	£m	647.3	610.0	713.8
Less RCV run off (Depreciation)	£m	(316.6)	(339.5)	(347.5)
Less IRE not already deducted in the calculation of Net Cash Flow or Depreciation	£m	(80.4)	(82.4)	(80.8)
Fast/Slow Adjustment	£m	0.0	0.0	0.0
Adjusted Cash Flow divided by	£m	250.2	188.1	285.5
Class A Debt Interest	£m	146.6	114.2	164.5
Conformed Class A Adjusted ICR	times	1.71	1.65	1.74
Net Cash Flow	£m	647.3	610.0	713.8
Less RCV run off (Depreciation)	£m	(316.6)	(339.5)	(347.5)
Less IRE not already deducted in the calculation of Net Cash Flow or Depreciation	£m	(80.4)	(82.4)	(80.8)
Fast/Slow Adjustment	£m	0.0	0.0	0.0
Adjusted Cash Flow divided by	£m	250.2	188.1	285.5
Senior Debt Interest	£m	164.0	129.8	181.6
Conformed Senior Adjusted ICR	times	1.53	1.45	1.57
Year 1 Conformed Class A Average Adjusted ICR	times	1.71	1.71	1.71
Year 2 Conformed Class A Average Adjusted ICR	times	1.65	1.65	1.65
Year 3 Conformed Class A Average Adjusted ICR	times	1.74	1.74	1.74
Conformed Senior Average Adjusted ICR	times	1.70	1.70	1.70
Year 1 Conformed Senior Average Adjusted ICR	times	1.53	1.53	1.53
Year 2 Conformed Senior Average Adjusted ICR	times	1.45	1.45	1.45
Year 3 Conformed Senior Average Adjusted ICR	times	1.57	1.57	1.57
Conformed Senior Average Adjusted ICR	times	1.52	1.52	1.52

Test Period		31/03/2023	31/03/2024	31/03/2025
Re-profiled Class A ICR		Actual	Forecast	Forecast
Net Cash Flow	£m	647.3	610.0	713.8
Profiling (Revenue Re-profiling) Adjustment	£m	(18.9)	(15.3)	(28.1)
Re-profiled Net Cash Flow	£m	628.3	594.6	685.7
Class A Debt Interest	£m	146.6	114.2	164.5
Re-profiled Class A ICR	times	4.29	5.21	4.17
Net Cash Flow	£m	647.3	610.0	713.8
Less Depreciation (RCV run off)	£m	(316.6)	(339.5)	(347.5)
Less IRE not already deducted in the calculation of Net Cash Flow or Depreciation	£m	(80.4)	(82.4)	(80.8)
Fast/Slow (PAYG) Adjustment	£m	0.0	0.0	0.0
Profiling (Revenue Re-profiling) Adjustment		(18.9)	(15.3)	(28.1)
Re-profiled Adjusted Net Cash Flow divided by	£m	231.3	172.7	257.5
Class A Debt Interest	£m	146.6	114.2	164.5
Re-profiled Class A Adjusted ICR	times	1.58	1.51	1.56
Net Cash Flow	£m	647.3	610.0	713.8
Less Depreciation (RCV run off)	£m	(316.6)	(339.5)	(347.5)
Less IRE not already deducted in the calculation of Net Cash Flow or Depreciation	£m	(80.4)	(82.4)	(80.8)
Fast/Slow (PAYG) Adjustment	£m	0.0	0.0	0.0
Profiling (Revenue Re-profiling) Adjustment		(18.9)	(15.3)	(28.1)
Re-profiled Adjusted Net Cash Flow divided by	£m	231.3	172.7	257.5
Senior Debt Interest	£m	164.0	129.8	181.6
Re-profiled Senior Adjusted ICR	times	1.41	1.33	1.42
Year 1 Re-profiled Class A Average Adjusted ICR	times	1.58	1.58	1.58
Year 2 Re-profiled Class A Average Adjusted ICR	times	1.51	1.51	1.51
Year 3 Re-profiled Class A Average Adjusted ICR	times	1.56	1.56	1.56
Reprofiled Class A Average Adjusted ICR	times	1.55	1.55	1.55
Year 1 Re-profiled Senior Average Adjusted ICR	times	1.41	1.41	1.41
Year 2 Re-profiled Senior Average Adjusted ICR	times	1.33	1.33	1.33
Year 3 Re-profiled Senior Average Adjusted ICR	times	1.42	1.42	1.42
Reprofiled Senior Average Adjusted ICR	times	1.39	1.39	1.39

Test Period		31/03/2023	31/03/2024	31/03/2025
Gearing		Actual	Forecast	Forecast
Class A debt	£m	6,263.7	6,360.4	6,684.1
Less Cash balances	£m	(293.9)	(193.8)	(50.0)
Class A Net Debt	£m	5,969.8	6,166.6	6,634.1
Class B debt	£m	334.1	344.6	351.8
Senior Net Debt	£m	6,303.9	6,511.2	6,985.9
Regulatory Capital Value (RCV)	£m	8,714.6	9,138.1	9,219.1
Class A RAR	%	68.5%	67.5%	72.0%
Senior RAR	%	72.3%	71.3%	75.8%

5. The Common Terms Agreement requires that Compliance Certificates are completed for the whole YW Financing Group and therefore certain adjustments need to be made to the financial information contained within the financial statements of YWS when calculating the current period ratios as reported in the above tables. The table below detail these adjustments.

Net debt	Reference	31/03/2023 Actual
		£m
YWS net debt at 31 March 2023	Note 17 to YWS's ARFS	4,838.6
Net amounts owed from group companies	Note 17 to YWS's ARFS	937.2
Fair value adjustment to amounts owed to subsidiary companies	Note 17 to YWS's ARFS	16.2
Unamortised issue costs	Note 17 to YWS's ARFS	20.3
Intercompany loans to / (from) other members of the YWFG that reverse on consolidation	Note 17 to YWS's ARFS	(10.1)
RPI-bullet accrued	Note 18 to YWS's ARFS	501.7
Senior Net Indebtedness		6,303.9
of which Class A Net Indebtedness		5,969.8

Cash Flow	Reference	31/03/2023
		Actual
		£m
YWS EBITDA excluding exceptional items	YWS's ARFS Strategic Report	577.4
Exclude profit on sale of assets	Table ID Line 8 YWS's APR	(7.0)
Atypical drought and dry weather recovery costs incurred due to the severe operational challenges managed by YWS over the summer of 2022	YWS's ARFS Strategic Report	25.3
Severance related costs from finalisation of in depth strategic review of business processes	YWS's ARFS Strategic Report	9.0
Tax received	Table ID Line 11 YWS's APR & Note 9 to YWS's ARFS	2.5
Recoverable VAT included in changes in working capital	-	6.0
Changes in working capital	Table ID Lines 5 & 7 YWS's APR	34.1
Net Cash Flow		647.3
Less Depreciation (RCV run off)	CMA model (inflated to outturn)	(316.7)
Less IRE not already deducted in the calculation of Net Cash Flow or Depreciation		
• FD Allowance	CMA model	(80.4)
• IRE already deducted	-	0.0
		(80.4)
Fast/Slow (PAYG) Adjustment	CMA model (inflated to outturn)	0.0
Profiling (Revenue Re-profiling) Adjustment	CMA model (inflated to outturn)	(18.9)
Re-profiled Adjusted Net Cash Flow		231.3

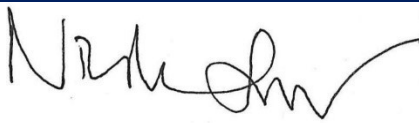
Interest	Reference	31/03/2023
		Actual
		£m
Net interest paid	Table ID Line 10 YWS's APR	133.8
Interest received on subordinated intercompany loans	Note 7 to YWS's ARFS	25.5
Intercompany amortising loan repayments to fund interest payments on exchange bonds issued by subsidiary companies	Note 17 to YWS's ARFS	6.1
Debt refinancing fee included in Net interest paid	Note 8 to YWS's ARFS	(1.4)
Senior Debt Interest		164.0
of which Class A Debt Interest		146.4

We also confirm that:

- (a) no Default or Potential Trigger Event is outstanding;
- (b) YWS's insurances are being maintained in accordance with:
 - (i) the Common Terms Agreement; and
 - (ii) the provisions of the Finance Leases;
- (c) the aggregate amount of all accretions by indexation to the original notional amounts of any Super-Senior RPI Linked Hedging Agreements is 5.76% of RCV as at 31 March 2023; and
- (d) no Event of Default or event which would be (with the expiry of a grace period, the giving of notice or the making of any determination or any combination thereof) an Event of Default under any Non-Participating YWSF Bond Debt has occurred and is outstanding.

Yours faithfully

**For and on behalf of
Yorkshire Water Services Limited**

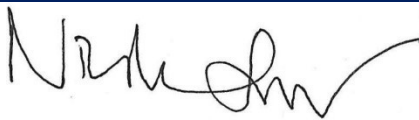


Nicola Shaw
Chief Executive Officer



Paul Inman
Chief Financial Officer

**For and on behalf of
Yorkshire Water Services Finance Limited**

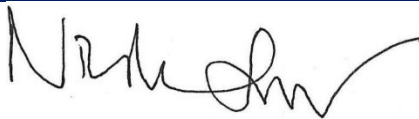


Nicola Shaw
Director



Paul Inman
Director

**For and on behalf of
Yorkshire Water Finance Plc**



Nicola Shaw
Director



Paul Inman
Director