

Company Registration No. 06428534

# **NORTH WEST ELECTRICITY NETWORKS (HOLDINGS) LIMITED**

**Annual Report and Consolidated Financial Statements  
for the year ended 31 March 2020**

## North West Electricity Networks (Holdings) Limited

Annual Report and Consolidated Financial Statements for the year ended 31 March 2020

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### Notice regarding limitations on Director Liability under English Law

The information supplied in the Strategic Report and the Directors' Report has been drawn up and presented in accordance with English company law. The liabilities of the Directors in connection with that Report shall be subject to the limitations and restrictions provided by such law.

### Cautionary statement regarding forward-looking statements

The Strategic Report and Directors' Report have been prepared solely to provide additional information to the shareholders to assess the Company and the Group's strategies and the potential for those to succeed. They contain certain forward looking statements that are subject to factors associated with, amongst other matters, the economic and business circumstances occurring within the region and country in which the Group operates. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a wide range of variables which could cause actual results to differ materially from those anticipated at the date of the Annual Report. The Company does not undertake any obligation to update or revise these forward-looking statements, except as may be required by law or regulation.

### Website and Investor Relations

Electricity North West Ltd's website [www.enwl.co.uk](http://www.enwl.co.uk) gives additional information on the Group. Notwithstanding the references we make in this Annual Report to Electricity North West Ltd's website, none of the information made available on the website constitutes part of this Annual Report or shall be deemed to be incorporated by reference herein. Interested institutional debt investors can also gain access to additional financial information by visiting our website [www.enwl.co.uk/about-us/investor-relations](http://www.enwl.co.uk/about-us/investor-relations).

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## **Strategic Report**

The Directors present their Annual Report and audited Consolidated Financial Statements of North West Electricity Networks (Holdings) Limited (referred to as the “Company”, or “NWEN (Holdings)”) and its subsidiaries (together referred to as “the Group”) for the year ended 31 March 2020.

### **Business review and principal activities**

The Company is limited by shares and incorporated in the United Kingdom under the Companies Act 2006.

The Company acts as a holding and financing company within the North West Electricity Networks (Jersey) Limited (“NWEN (Jersey)”) group of companies and is a non-trading entity. The immediate parent company is North West Electricity Networks (Finance) Limited (“NWEN (Finance)”).

The Group’s principal activity is the operation and maintenance of the North West’s electricity distribution network and is undertaken by Electricity North West Limited (“ENWL”), an indirectly held subsidiary of the Company. The distribution of electricity is regulated by the terms of the Electricity Distribution Licence granted to ENWL under the Electricity Act 1989 and monitored by the Gas and Electricity Markets Authority.

The strategy and objectives of the Group are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

In the year, the Company entered a £210m floating rate bank facility, maturing in June 2026. At 31 March 2020, this was £30m drawn, with the remaining £180m expected to be drawn in June 2021 to repay the £180m 5.875% 2021 bonds in NWEN Finance plc.

The Group includes two financing companies which have debt in issue listed on the London Stock Exchange. These companies are ENW Finance plc and NWEN Finance plc, which are entities within the NWEN (Jersey) group. Debt is also issued in North West Electricity Networks plc, an intermediary holding and financing company, and in ENWL, the operating

company. Following the issue of debt the proceeds are lent down the group to finance operations in ENWL.

There have been no significant changes to the activity of the Company in the current period.

Following a strategic review of their investment by the previous ultimate shareholders of the Group, there was a change in ownership of our parent undertaking during the year.

We welcome Kansai Electric Power Company, who together with Mitsubishi and Daiwa formed KDM Power, Equitix and Swingford Holdings Corporation Limited, as new ultimate shareholders, and are pleased with their commitment to work with the Company to use innovation to ensure that the electricity networks, and the Company in particular, can fully play their role in enabling the transition to the UK Government’s Net-Zero target.

### **COVID-19**

The COVID-19 pandemic had a limited impact in the financial year being reported on, although it continues to have an impact on our operations at present. As we are deemed a critical service provider by the UK Government, we are required us to continue to deliver our essential service to customers. The provision, maintenance and improvement of power supplies to the public over the lockdown period, whilst many are in self-isolation, is more important than ever, particularly for the most vulnerable. To meet this imperative, we rapidly deployed our well-practised incident management processes to reorganise our activities and to continue to operate at the levels of service required, both being cognisant of the increased impact of planned interruptions on our customers and the need to keep our people and the public safe and well.

We continue to monitor the situation closely, and to adapt and respond appropriately. We will continue to ensure that we play our part in supporting our communities through these unprecedented times.

## **Strategic Report (continued)**

### **COVID-19 (continued)**

#### **Supporting our colleagues**

Our priorities in dealing with the exceptional challenges posed by COVID-19 are ensuring the safety of our colleagues and customers whilst maintaining the reliability of supply.

We have taken steps to protect those of our colleagues who are considered by government to be particularly vulnerable to the effects of the virus. All employees, whose roles permit them to do so effectively, are working from home, and we have significantly increased our IT and other processes to support this. For our colleagues who work in the field, we have introduced strict safety and hygiene procedures, with social distancing measures and use of additional personal protective equipment where this is appropriate. For those employees who have not been able to work effectively from home, and to facilitate the return of others in due course, we continue to adapt and introduce new measures to ensure we keep our colleagues safe in our offices and depots

The commitment shown by our colleagues to the business and our customers throughout the pandemic has been exceptional. At the same time, we do recognise the impact that these unprecedented times can have of wellbeing, especially mental wellbeing. In addition to maintaining regular contact with colleagues using video meetings, we continue to support colleagues through our mental wellbeing support mechanisms, including our Employee Assistance Programme which is available to all employees.

#### **Maintaining supplies**

In line with our role as an essential service provider, we have continued throughout the pandemic with our essential maintenance of the network, albeit with a view to reducing the length of planned supply interruptions on Customers, as well as responding to power cuts. Our robust business continuity plans have enabled us to respond to the impact of the pandemic quickly and effectively.

During the pandemic, it has been vital that our engineers carry out maintenance and inspections on the power network, to ensure the resilience of our network that we will all need over the coming weeks and months.

We have reviewed our planned programme of essential work and assessed all work on a case-by-case basis to limit the number and impact of planned interruptions. Where possible, we have limited these planned interruptions to last no longer than five hours and the provision of temporary generation where appropriate.

We continue to work closely with Government and Ofgem as well as the industry body, the Energy Networks Association, to ensure a consistent industry-approach.

#### **Supporting our customers and communities**

As we normally do 365 days a year, throughout the pandemic we have continued to respond to issues across the network 24 hours a day, 7 days a week, to keep power flowing, including responding to power cuts, wherever and whenever they happen.

We know many of our customers will be facing difficult situations, and continue to provide additional support to those who most need it through our Priority Service Register, which gives free additional support in the event of a power cut. We are also asking any self-isolating customers if they require any help, such as food packages, and, with their permission, passing their details onto trusted partners or befriending services.

Although customers do not pay their bills directly to us, our customer service teams are working hard to direct customers to the help available from their Electricity Suppliers.

Our expertise led us to be chosen to deliver the increased electricity capacity required for the Manchester Nightingale hospital, the region's specialist field hospital needed to respond to the Coronavirus outbreak. We are proud to have helped the Government, the NHS and our community in this work, which we provided without charge.

## **Strategic Report (continued)**

### **COVID-19 (continued)**

#### **Supporting our customers and communities (continued)**

Our colleagues have continued to show this commitment to the communities we serve, with a number of local initiatives including collecting food and supplies for local foodbanks and hospitals and working in partnerships with the charities, such as the Bread and Butter Trust, to deliver food bundles to families in our region.

#### **Maintaining financial resilience**

Our revenues are collected, in-part, based on the demand over the network. With the lockdown, this has naturally fallen, with a short-term reduction in cashflows. To the extent that we do not collect all our allowed revenues in this year, the regulatory framework adjusts collections in future years, and therefore this will not have a lasting economic impact on us.

As our cash is collected from energy suppliers, rather than end customers, our exposure to bad debts is more indirect. We continue to work, at the request of Ofgem, with the Industry to implement cash payment mechanisms that support liquidity of the industry, recognising that many customers will be facing financial difficulty.

Our funding position continues to be strong although naturally we are carefully monitoring our liquidity and working capital. As at 31 March 2020, ENWL had £51m of available cash and £20m available but undrawn bank facilities, representing available liquidity of £71m. There is also headroom against all compliance ratios and there are no re-financing obligations due in the next 12 months.

In assessment of the significance and fast developing impact of COVID-19, the Company has considered a number of financial scenarios including the impact of revenue demand projections, supplier payment deferrals, financial performance including incremental operating costs, liquidity management and ratio compliance. These scenarios also consider a number of mitigations that can be deployed

including the deferral of capital expenditure and payment of dividends.

Consideration has been given to these scenarios by the Directors in making the going concern and viability assessments and in determining any possible impairment of the Company's assets.

The impact of COVID-19 has been considered in arriving at the value of assets held on the balance sheet at 31 March 2020. Factors considered include the impact of the non payment of debt, for which no adjustments have been made as their values are supported by the cash collected since the year end date, and in valuations of financial instruments and pension assets. The pension asset valuations have been reviewed by the Company and the Company's actuaries in respect of the significant movements in the financial markets during March. There is, as would be expected, an increased level of uncertainty on these valuations being reported by the professional valuers, in particular in respect of the property valuations as at 31 March. The property assets total £146m of the £1,292m pension assets.

The Board continues to monitor the situation closely, with flexible plans in place to support short term liquidity and ensure the long term stability of the Company.

## **Strategic Report (continued)**

### **Other External Factors**

Ofgem consultation on the RIIO-ED2 framework is underway. Ofgem's statements on RIIO-ED2 clearly reflect the importance of the electricity distribution sector in enabling the transition to a low carbon economy and also acknowledge the evolution of DNOs to perform Distribution System Operations (DSO) as part of this transition. The next two years will see Ofgem decide on many of the aspects of the RIIO-ED2 price control framework which are to be developed to meet these and other strategic challenges. We continue to engage in, and influence, the RIIO-ED2 process to meet the needs of our customers and other stakeholders.

We also monitor the continuing environment of political and economic uncertainty. With the decisive election result in 2019, there is reduced political uncertainty. Although the outcome from Brexit remains unknown, this is expected to have a limited direct impact aside from a modest increase in stock levels to manage supply chain risk, which has proved helpful in managing the COVID-19 crisis.

Whilst the amount of revenue that we are permitted to collect is determined by Ofgem, the actual amount collected in any given year is significantly driven by demand over the network, with under/ over collections adjusted in subsequent years. The lockdown related to COVID-19 has reduced demand in the early weeks of our financial year to 31 March 2021 by around 20%, which will have a temporary impact on cash collections. As the country returns to more normal life we expect to see a significant amount of this demand return.

### **Operational background**

From April 2015 charges have been regulated by Ofgem through the RIIO model, which stands for Revenue = Incentives + Innovation + Outputs. This model determines how much ENWL is allowed to charge its customers to fund network investment and operating costs in the period from 2015 to 2023 and is designed to drive real benefits for customers.

The RIIO price controls have been developed to ensure that the revenues collected from customers are linked to ENWL's performance. Income in each year is largely fixed but will increase or decrease depending on performance against the outputs we deliver through a number of incentive mechanisms.

These mechanisms aim to promote good customer service and to minimise the number of interruptions that customers suffer and the average length of those interruptions. Performance is assessed each year and any positive or negative adjustments are fed annually into a process which will modify revenues for subsequent years.

The RIIO price control model also incentivises cost reductions. These are shared between customers and shareholders, again after an annual review.

ENWL also charges separately for new connections to, and diversions of, the network. This activity is also closely regulated by Ofgem.

ENWL is committed to ensuring the sustainability of the network for our customers, now and in the future. We routinely inspect the network and these inspections inform our maintenance and asset replacement programmes, taking electrical load and customer numbers into account.

Investment and innovation continues to ensure the development and availability of the appropriate technology to meet the changing demands of electricity supply and meet the challenge of a low carbon future, at a price our customers can afford to pay.

## Strategic Report (continued)

### Financial performance and key performance indicators

#### Key performance indicators – Group

The performance of the Group is monitored by the Board of Directors by reference to key performance indicators. Performance against these measures for the years ended 31 March 2020 and 2019 is set out in the following table:

|  | 2020         | 2019   |
|--|--------------|--------|
| Revenue                                    | <b>£470m</b> | £450m  |
| Operating Profit                           | <b>£203m</b> | £181m  |
| Profit before tax and fair value movements | <b>£98m</b>  | £78m   |
| Profit before tax                          | <b>£88m</b>  | £33m   |
| Cash inflow/ (outflow) before financing    | <b>£5m</b>   | £(39)m |

#### Adoption of IFRS 16 ‘Leases’

The Group has adopted IFRS 16 during the year. IFRS 16 has resulted in an opening reserves adjustment of £0.2m, along with incremental lease liabilities of £5.5m and right of use assets of £5.1m at 31 March 2020. More details of the impact of IFRS 16 can be found in Notes 1, 13, 20 and 21.

#### Revenue

Revenue has increased to £470m (2019: £450m) during the year, in line with the allowed Distribution Use of System (DUoS) revenue under the RIIO price control.

The allowed revenue is recovered against an estimated level of electricity demand across the network. Given the difficulty of predicting this demand each year, we end up with either an over or an under recovery against planned revenue. These over or under recoveries are included in the Consolidated Statement of Comprehensive Income for the period and will be corrected in future periods through the Ofgem price setting mechanism.

For the year ended 31 March 2020 there was an over recovery of DUoS revenue of £9.7m against plan, before adjustment for RPI indexation (2019: £0.4m over recovery),

reflecting variability against forecast in consumption volumes year on year. This over recovery will be corrected through adjustments in pricing in two years’ time, in accordance with Ofgem methodology.

#### Operating profit

Operating profit has increased to £203m (2019: £181m), primarily as a result of the increase in revenue detailed above, net of a smaller increase in costs.

#### Profit before tax and fair value movements

Profit before tax and fair value movements has increased to £98m (2019: £78m), mainly as a result of the increased operating profit

#### Profit before tax

Profit before tax has increased to £88m (2019: £33m), due to the increase in operating profits, lower interest costs and a fair value movement on derivatives held for trading – see note 9.

#### Cash flow before financing activities

Net cash inflow before financing activities in the year was £5m (2019: £39m outflow), reflecting increase in cash from operations and the reduction in investing activities.

#### Non-financial key performance indicators

For an understanding of the Group’s operational performance, non-financial key performance indicators are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.



## Strategic Report (continued)

### Key performance indicators – Company

As the Company is primarily a financing company, performance is assessed by monitoring the Group's treasury activities, as outlined below.

### Treasury policy and operations

The Group's treasury function operates with the delegated authority of, and under policies approved by, the Board. The treasury function does not act as a profit centre and does not undertake any speculative trading activity. It seeks to ensure that sufficient funding is available in line with policy and to maintain the agreed targeted headroom on key financial ratios.

Long-term borrowings are mainly at fixed rates to provide certainty or are indexed to inflation to match the Group's inflation-linked (RPI) accretion to the RAV and to cash flows.

The Group's use of derivative instruments relates directly to underlying indebtedness. The proportion of borrowings at effective fixed rates of interest for a period greater than one year is set in conjunction with the level of floating rate borrowings and projected regulatory revenues that are exposed to inflationary adjustments (index-linked).

Cash flows are in sterling, other than sundry purchases of plant denominated in foreign currencies and some assets of the defined benefit pension scheme which are managed by the pension scheme investment managers. The Group has no other material exposure to foreign currency exchange movements.

### Liquidity

The Group's primary sources of liquidity are operating cash flows, cash balances and funding raised through external borrowings.

Group budgets for the year-ending 31 March 2020, forecasts to the end of the current price review in 2023 and longer-term forecasts to 2048 are used to assess the liquidity needs of the Group.

### Short-term liquidity

Short-term liquidity requirements are met from the Group's operating cash flows, cash balances, short-term deposits and unutilised committed borrowing facilities.

At 31 March 2020, the unutilised committed facilities were £251m (2019: £124m), together with £72m (2019: £34m) of cash and deposits provide short-term liquidity for the Group.

Utilisation of undrawn facilities is with reference to Regulatory Asset Value (RAV) gearing restrictions for the Group. Actual and forecast RAV gearing is monitored by the Board.

### Long-term liquidity

Where a liquidity need cannot be met by existing resources as outlined above, for example the refinancing of existing debt or a demand for additional borrowing, the Group treasury function starts the process of raising the required debt at least 18 months ahead of the requirement.

The Group's long-term debt is comprised of a combination of fixed, floating and index-linked debt, with a range of maturities and interest rates reflective of prevailing market rates at issue.

The Group issues debt in the public bond markets and maintains credit ratings with a number of leading credit rating agencies. During the period, the Group's credit ratings have been formally reviewed; ENWL has been affirmed on a stable outlook basis, whilst NWEN plc has been revised to a negative outlook from a stable outlook by Fitch. The Company's long-term debt ratings have remained stable.

Our short-term debt ratings are A-2 and F2 with Standard and Poor's and Fitch Ratings respectively.

Further details are available to credit investors in the Financial Investor Relations section of the Company's website [www.enwl.co.uk](http://www.enwl.co.uk).

## **Strategic Report (continued)**

### **Net debt**

The Group's borrowings, net of cash and money-market deposits, were £2,199m (2019: £2,167m).

Included within the total borrowings figure are £485m of loans from the parent company NWEN (Finance), due to mature in March 2023 (2019: £507m) and a £199m loan from an affiliated company ENW Finance plc, maturing in 2021 (2019: £199m).

Of the external debt, £7m (2019: £7m) is due to be repaid within the next year, under European Investment Bank (EIB) loans that have an amortising repayment profile.

All other external debt is repayable after more than one year and include bonds with long-term maturities of £634m (2019: £635m) and bank loans of £305m (2019: £253m).

The £200m 6.125% 2021 bond in ENW Finance plc matures in July 2021; arrangements to refinance that debt are currently underway.

Note 20 provides more details on the borrowings.

### **Derivatives**

The Group uses two main groups of derivatives to economically hedge exposure to fluctuations in market rates over the medium to long term; interest rates swaps to manage interest rate risk and inflation swaps to convert fixed rate debt to index-linked borrowing. All derivatives relate directly to underlying debt. At 31 March 2020 there were no formal hedging relationships in the Group (2019: same).

The proportion of post-hedging borrowings at fixed, floating and index-linked rates of interest is maintained in line with target levels set in the Treasury Policy and is monitored by the Board, with reference to the projected regulatory revenues that are exposed to inflationary adjustments (index-linked).

### **Fair values**

The derivatives are accounted for at fair value through profit or loss (FVTPL), with fair value

movements booked through the Statement of Comprehensive Income.

These fair value movements are non-cash and will reverse over the life of the financial instrument, but can be significant and result in material volatility in the Statement of Comprehensive Income.

In the current year, net fair value losses totalling £10m have been recognised in the Statement of Comprehensive Income (2019: losses of £45m), which relates entirely to non-cash movements.

Additionally, the re-measurement of the defined benefit pension scheme has resulted in a £74m loss (2019: £41m gain) booked directly to equity.

The fair value movements in the year were primarily driven by the significant changes in market expectations of future interest rate and inflation rates.

## **Strategic Report (continued)**

### **Principal risks and uncertainties**

The Board considers the principal risks and uncertainties facing the Group to be those that affect ENWL and the larger group.

The principal trade and activities of the Group are carried out in ENWL and a comprehensive review of the strategy and operating model, the regulatory environment, the resources and principal risks and uncertainties facing that company, and ultimately the Group, are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements, which are available on ENWL's website, [www.enwl.co.uk](http://www.enwl.co.uk).

An assessment of the change in risk has been carried out and the principal risks are deemed comparable year on year, with the exception of refinancing risk and the new COVID-19 risk added in the year.

## **Corporate Social Responsibility**

Details of the Group's approach to Corporate Social Responsibility, relating to environmental matters, the Group's employees, and social and community issues can be found in the Strategic Report of ENWL's Annual Report and Consolidated Financial Statements.

### **Human rights**

The Group operates exclusively in the UK and, as such, is subject to the European Convention on Human Rights, the UK Human Rights Act 1998 and the Modern Slavery Act 2015.

The Group seeks to anticipate, prevent and mitigate any potential negative human rights impacts as well as enhance positive impacts through our policies and procedures and, in particular, regarding employment, equality and diversity, treating customers fairly and information security.

This year the Group has continued to strengthen its approach to Modern Slavery, working with suppliers and charities to raise awareness of this abhorrent activity. As a founding member of the Slave Free Alliance, we have played an active role in forming a Utilities Sector Modern Slavery Working Group. Collaboration with other like-minded organisations will help the Group to strengthen its work to address Modern Slavery. The Group's Modern Slavery Act statement is available on its website:

[www.enwl.co.uk/about-us/modern-slavery-act-compliance-statement](http://www.enwl.co.uk/about-us/modern-slavery-act-compliance-statement).

## Strategic Report (continued)

### Corporate Social Responsibility (continued)

#### Anti-corruption and anti-bribery

We are proud of our strong commitment to high ethical standards in the way that we work. The business takes a zero-tolerance approach to bribery and corruption, and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, implementing and enforcing effective systems to counter bribery. It is important that our regulator and other stakeholders have confidence in the arrangements and integrity of the organisation.

The Group operates a number of policies governing the anti-bribery and anti-corruption matters: Anti-Corruption and Bribery Policy, Disclosure (Whistleblowing) Policy, Ethics Policy and Conflict of Interest Policy.

These policies apply to all employees and officers of the Group and form part of the employee Code of Conduct. Other individuals performing functions for the Group, such as agency workers and contractors, are also required to adhere to our anti-bribery and anti-corruption policies.

To support our whistleblowing policy we have in place a confidential independent reporting line called Safecall.

#### Employees

The Group is a major employer in the North West of England and employs over 1,900 people in the region. The Group also works with a carefully chosen contractor workforce providing even greater levels of employment for the region. We are committed to providing secure, long-term employment and career development opportunities for employees.

We look to balance the right skills and people resources to support the business in the long term.

The Group sets policies and encourages a working culture that recognises, respects, values and harnesses diversity for the benefit of the Group and the individual, and we are

committed to integrating equality and diversity into all that the Group does.

We are committed to rewarding our colleagues equally, regardless of gender. During the year we published our gender pay gap information. More information is available at [www.enwl.co.uk](http://www.enwl.co.uk).

The Group is committed to fulfilling its obligations in accordance with the Disability Discrimination Act 1995 and best practice. As an equal opportunities employer, equal consideration is given to applicants with disabilities in the Group's employment criteria. The business will modify equipment and practices wherever it is safe and practical to do so, both for new employees and for those employees that become disabled during the course of their employment.

#### Gender diversity

Information on the composition of the workforce at the year end is summarised below:

|                            | 2020<br>Male | 2020<br>Female | 2019<br>Male | 2019<br>Female |
|----------------------------|--------------|----------------|--------------|----------------|
| Total employees            | 1,442        | 486            | 1,420        | 482            |
| Senior managers            | 34           | 11             | 35           | 15             |
| Executive leadership team* | 7            | 1              | 7            | 1              |
| Directors                  | 2            | 0              | 2            | 0              |

\* The Executive leadership team figure includes the two Executive Directors, who are also included in the Directors figure.

## Strategic Report (continued)

### Going concern

When considering whether to continue to adopt the going concern basis in preparing the Annual Report and Consolidated Financial Statements, the Directors have taken into account a number of factors, including the following:

- ENWL's electricity distribution licence includes the obligation in standard licence condition 40 to maintain an investment grade issuer credit rating;
- Under section 3A of the Electricity Act 1989, the Gas and Electricity Markets Authority has a duty, in carrying out its functions, to have regard to the need to secure that licence holders are able to finance their activities, which are the subject of obligations imposed by or under Part 1 of the Electricity Act 1989 or the Utilities Act 2000;
- Management has prepared, and the Directors have reviewed, Group budgets for the year ending 31 March 2021 and forecasts covering the period to the end of the current price review in 2023. These forecasts include projections and cash flow forecasts, including covenant compliance considerations. Inherent in forecasting is an element of uncertainty and our forecasts have been sensitised for possible changes in the key assumptions, including RPI and under recoveries of allowed revenue. This analysis demonstrates that there is sufficient headroom on key covenants and that there are sufficient resources available to the Group within the forecast period; and
- Assessment of the significance and rapid development of the COVID-19 impact. The Directors have reviewed our assumptions behind demand projections, financial performance and liquidity, and assessed Company resilience to a reduction in income brought about by reduced electricity demand; and
- Short-term liquidity requirements are forecast to be met from the Group's normal operating cash flow. Further

liquidity is provided by surplus cash and short-term deposit balances. Furthermore, committed undrawn bank facilities of £20m within ENWL, £51m in NWEN plc and £180m in the Company are available from lenders. Whilst the utilisation of these facilities is subject to gearing covenant restrictions, 12 month projections to 31 May 2021 indicate there is significant headroom on these covenants.

Consequently, after making appropriate enquiries, the Directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Consolidated Financial Statements.

The going concern basis has been adopted by the Directors, with consideration of the guidance given in 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009' published by the Financial Reporting Council in October 2009, together with the updated guidance issued in 2016.

### Section 172 Statement

#### Introduction

The principal trade and activities of the Group are carried out in ENWL and a comprehensive review of the strategy and operating model is contained in the ENWL Annual Report and Financial Statements. The section 172 statement of ENWL discusses how we take into account the likely consequences of long-term decisions; understand the importance of engaging with employees; the need to foster relationships with stakeholders; understand the impact of our operations on the communities in our region and the environment we depend upon; attribute importance to behaving as a responsible business and the desirability of maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the company.

The ENWL Annual Report and Consolidated Financial Statements are available on the website, [www.enwl.co.uk](http://www.enwl.co.uk).

## **Strategic Report (continued)**

### **Section 172 Statement (continued)**

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

The Board of Directors of North West Electricity Networks (Holdings) Limited consider, both individually and together, that they have acted in a way they consider to be in good faith and would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in decisions taken during the year ended 31 March 2020.

(a) the likely consequences of any decision in the long term

The Company acts as a holding and financing company within the North West Electricity Networks (Jersey) Limited (“NWEN (Jersey)”) group of companies and is a non-trading entity. As the Company is primarily a financing company, the Directors principle decisions are in reviewing and monitoring the Group’s treasury activities as outlined in the Strategic report [page 3].

(b) the interests of the Company's employees

The Company has no direct employees. The Group sets policies and aims to be a responsible employer. The Group encourages a working culture that recognises, respects, values and harnesses diversity for the benefit of the Group and the individual, and promoting employee engagement.

More information is available at:

[www.enwl.co.uk](http://www.enwl.co.uk).

(c) the need to foster the Company's business relationships with suppliers, customers and others

As the Company is non trading, it has no direct suppliers or customers.

(d) the impact of the Company's operations on the community and the environment

The Company has no direct operations other than operating as a financing Company.

(e) the desirability of the Company maintaining a reputation for high standards of business conduct

As a Board of Directors, our intention is to behave responsibly and ensure that management operate the activities of the Group in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as ours.

(f) the need to act fairly as between members of the Company.

As the Board of Directors, our intention is to behave responsibly toward our shareholders and treat them fairly and equally, so they too may benefit from the successful delivery of the Groups business plans.

## **Strategic Report (continued)**

### **Viability statement**

In accordance with the provision of C.2.2 of the 2018 UK Corporate Governance Code the Directors have assessed viability over a period longer than that required for going concern and have chosen the duration to the end of the regulatory period in 2023.

Whilst the Board has no reason to believe the Group will not be viable over a longer period, the period over which the Board considers it possible to form a reasonable expectation as to the Group's longer-term viability, based on the risk and sensitivity analysis undertaken, is the period to 31 March 2023, the end of the current Regulatory period. The Board has considered whether it is aware of any specific relevant factors and notes, in particular, the Ofgem's RIIO-ED2 consultation document, which indicates lower equity returns and possibly a changed incentive environment for RIIO-ED2.

The Board has considered the impact of the COVID-19 pandemic on operations and liquidity and has also considered the current political environment, including potential changes in future government policy as well as the impact from Brexit, in making the viability assessment. In reaching its conclusion, the Board has taken into account OFGEM's statutory duty to secure that companies can finance their functions and has assumed that there will be no changes to the regulatory framework or Government policy that will affect the Company's viability.

The Directors have conducted a robust assessment of the principal risks facing the Company and believe that the Company is in a position to manage these risks.

In arriving at their conclusion, the Directors have considered the Company's forecast financial performance and cash flow over the viability period to 2023. The Group is in advanced discussions regarding refinancing of the external £200m 6.125% 2021 bond that is due to mature in July 2021. Headroom to compliance ratios over the viability period is considered and the extent to which deviations

in financial performance from the business plan may impact that headroom. The Directors have considered this headroom in assessing the Company's long-term viability. The Directors have also considered the potential impact from a range of possible outcomes from the ongoing strategic review by the ultimate shareholders of the Group, including the impact on liquidity from change of control clauses on the Company's and Group's debt.

On the basis of this assessment, and assuming that the principal risks are managed or mitigated as expected, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three year period of their assessment.

### **Fair, balanced & understandable**

The Directors have reviewed the thorough assurance process in place within the Group with regards to the preparation, verification and approval of financial reports. This process includes:

- Detailed review and appropriate challenge from key internal Group functions, such as Risk, Control and Assurance, senior managers and the Chief Financial Officer;
- Formal sign-offs from the business area senior managers, the finance managers and Chief Financial Officer;
- Group Audit Committee oversight, involving a review of key financial reporting judgements, review and appropriate challenge on matters such as any changes to significant accounting policies and practices during the year, significant adjustments and the going concern assumption;

## **Strategic Report (continued)**

### **Fair, balanced & understandable (continued)**

- The involvement of qualified, professional employees with an appropriate level of expertise and experience throughout the business; and
- Engagement of a professional and experienced external auditor, a framework for full transparent disclosure of information during the audit process and post audit evaluation.

As a result of these processes together with the information and assurance provided by the day to day internal control processes, the information provided by the Executive Leadership Team of ENWL and the in-depth reporting required by Ofgem, both the Audit Committee of ENWL and the Board are satisfied that the Annual Report and Consolidated Financial Statements taken as a whole, provide a fair, balanced and understandable assessment of the Group's position at 31 March 2020.

Approved by the Board on 3 June 2020 and signed on its behalf by:



**D Brocksom**  
**Director**



## Directors' Report

The Directors present their Annual Report and audited Consolidated Financial Statements of North West Electricity Networks (Holdings) Ltd ("the Company" or "NWEN (Holdings)") and its subsidiaries (together referred to as "the Group") for the year ended 31 March 2020.

### Information contained in Strategic Report

As permitted by section 414C of the Companies Act 2006, certain information required to be included in the Directors' Report has been included in the Strategic Report. Specifically, this relates to:

- information in respect of employee matters (including actions taken to introduce, maintain or develop arrangements aimed at employees, details on how the directors have engaged with employees and had regard to employee interests, our approach to investing in and rewarding the workforce, employee diversity and the employment, training and advancement of disabled persons)
- likely future developments
- risk management
- details on how the directors have had regard to the need to foster business relationships with stakeholders
- greenhouse gas emissions

### Dividends

During the year ended 31 March 2020, the Company proposed and paid a final dividend for the year ended 31 March 2019 of £8.2m, paid in June 2019, and an interim dividend of £13m that was paid in December 2019. In the year ended 31 March 2019 the Company declared a final dividend for the year ended 31 March 2018 of £0.5m, paid in June 2018, and an interim dividend of £7.5m that was paid in December 2018. The Directors have not proposed a final dividend for the year ended 31 March 2020, given the COVID-19 situation.

## Ultimate parent undertaking and controlling party

The immediate parent undertaking is NWEN (Finance), a company incorporated and registered in the United Kingdom. The ultimate parent undertaking is NWEN (Jersey), a company incorporated and registered in Jersey. Following a staged acquisition, there was a change in ownership of the shares in NWEN (Jersey) during the year and, therefore, a change in the ultimate controlling parties of the Company.

Following completion of the sale on 3 December 2019, the ultimate shareholdings are:

- KDM Power Limited (40.0%);
- Equitix ENW 6 Limited (25.0%)
- Equitix MA North HoldCo Limited (15.0%)
- Swingford Holding Corporation Limited (20.0%)

## Directors

The Directors of the Company during the year ended 31 March 2020 and to date are set out below. Directors were appointed for the whole year and to the date of this report except where otherwise indicated.

### Executive Directors

D Brocksom  
P Emery

At no time during the year did any Director have a material interest in any contract or arrangement which was significant in relation to the Group's business.

### Directors' and Officers' insurance

The Group maintains an appropriate level of directors' and officers' insurance whereby Directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act.

The insurance is a group policy, held in the name of NWEN (Jersey) and is for the benefit of that company and all its subsidiaries.

## **Directors' Report (continued)**

### **People**

The Group's policies on employee consultation and involvement, the treatment of disabled employees and on equality and diversity across all areas of the business are contained within the Strategic Report, with further information provided in the **People** section of the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### **Engagement with employees**

Details of Director engagement with employees can be found within the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### **Engagement with suppliers, customers and others**

Details of the Directors' approach to fostering the Company's business relationships with suppliers, customers and others can be found within the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### **Corporate Social Responsibility**

Details of the Group's approach to Corporate Social Responsibility can be found in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### **Research and development**

The Group is committed to developing innovative and cost-effective solutions for providing high quality services and reliability to our customers, and for the benefit of the wider community and the development of the network, as further detailed in the Strategic

Report of the ENWL Annual Report and Consolidated Financial Statements. During the year ended 31 March 2020 the Group incurred £3.1m of expenditure on research and development (2019: £2.9m), see Note 5.

### **Greenhouse gas emissions**

Further details on greenhouse gas emissions are provided in the Business Carbon Footprint

section of the Strategic Report of the ENWL Annual Report.

### **Adoption of IFRS 16 'Leases'**

The Group has adopted IFRS 16 during the year. IFRS 16 has resulted in an opening reserves adjustment of £0.2m, along with incremental lease liabilities of £5.5m and right of use assets of £5.1m at 31 March 2020. More details of the impact of IFRS 16 can be found in Notes 1, 13, 20 and 21.

### **Financial instruments**

The risk management objectives and policies of the Group in relation to the use of financial instruments can be found in the Strategic Report and in Note 22.

### **Capital structure**

The Company's capital structure is set out in Note 30.

### **Events after the Balance Sheet date**

Since the balance sheet date, the COVID-19 situation has continued to unfold. We have outlined our responses to the pandemic within the Strategic Report of ENWL. The financial impact will be a short-term reduction to revenue and cashflows, but allowed revenues will be adjusted in future years to collect any shortfall. Cash flows during the year ending 31 March 2020 will be impacted through participation in a supplier payment deferral scheme agreed across Industry on 2 June 2020, the expected impact of which is up to a £20m impact on the timing of cash flows. The impact in cash flows has been considered in the scenarios reviewed to determine the going concern and viability of the Group.

### **Future developments**

Details of the future developments of the Group can be found in the Chief Executive Officer's Statement of the ENWL Annual Report and Consolidated Financial Statements.

## **Directors' Report (continued)**

Approved by the Board on 3 June 2020 and signed on its behalf by:

### **Information given to the auditor**

Each of the persons who are a Director at the date of approval of this Annual Report confirms that:

- (1) so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (2) each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted within the provisions of s418 of the Companies Act 2006.

### **Independent auditor**

The Audit Committee have decided to commence a procurement exercise to review the provision of audit services for the Group. Deloitte LLP, Statutory Auditor, Manchester, United Kingdom has expressed its willingness to continue in office as auditor of the Group until such appointment is made. In accordance with section 487 of the Companies Act 2006, Deloitte LLP is deemed to be re-appointed as auditor of the Company.

### **Registered address**

The Company is registered in England, the United Kingdom, at the following address:

North West Electricity Networks (Holdings)  
Limited  
Borron Street  
Stockport  
Cheshire  
SK1 2JD

Registered number: 06428534



**D Brocksom**  
Director

## **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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

This responsibility statement was approved by the Board of Directors on 3 June 2020 and is signed on its behalf by:



**D Brocksom**  
Director

## **Independent Auditor's Report to the Members of North West Electricity Networks (Holdings) Limited**

### **Opinion**

In our opinion:

- the financial statements of North West Electricity Networks (Holdings) Limited (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2020 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Consolidated Statement of Profit or Loss and Other Comprehensive Income;
- the Consolidated and Parent Company Statement of Financial Position;
- the Consolidated and Parent Company Statements of Changes in Equity;
- the Consolidated and Parent Company Cash Flow Statement;
- the related Notes 1 to 33.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

### **Basis for opinion**

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

We are independent of the group and the parent 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.

### **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 group's or the parent 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.

## **Independent Auditor's Report to the Members of North West Electricity Networks (Holdings) Limited (continued)**

### **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. 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.

We have nothing to report in respect of these matters.

### **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 group's and the parent 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 group or the parent 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **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.

**Independent Auditor's Report to the  
Members of North West Electricity  
Networks (Holdings) Limited  
(continued)**

In the light of the knowledge and understanding of the group and of the parent company and their 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**

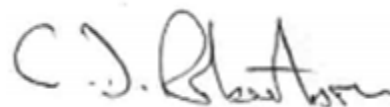
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.



**Christopher Robertson (Senior Statutory  
Auditor)**

For and on behalf of Deloitte LLP  
Statutory Auditor  
Manchester, United Kingdom  
3 June 2020

## Financial Statements

### Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 31 March 2020

|   | Note | Group<br>2020<br>£m | Group<br>2019<br>£m |
|---|------|---------------------|---------------------|
| <b>Revenue</b>  | 4    | <b>469.5</b>        | 449.6               |
| Employee costs  | 5,6  | <b>(57.0)</b>       | (58.1)              |
| Depreciation and amortisation expense   | 5    | <b>(121.6)</b>      | (116.9)             |
| Other operating costs   |      | <b>(87.6)</b>       | (93.2)              |
| <b>Total operating expenses</b>   |      | <b>(266.2)</b>      | (268.2)             |
| <b>Operating profit</b>   | 5    | <b>203.3</b>        | 181.4               |
| Investment income   | 8    | <b>0.3</b>          | 0.5                 |
| Finance expense   | 9    | <b>(115.8)</b>      | (149.4)             |
| <b>Profit before taxation</b>   |      | <b>87.8</b>         | 32.5                |
| Taxation  | 10   | <b>(39.6)</b>       | (7.0)               |
| <b>Profit for the year attributable to equity shareholders of the Company</b>                         |      | <b>48.2</b>         | <b>25.5</b>         |
| <b>Other comprehensive (expense)/ income:</b>   |      |                     |                     |
| <b>Items that will not be reclassified subsequently to profit or loss:</b>                            |      |                     |                     |
| Re-measurement of net defined benefit scheme  | 23   | <b>(74.1)</b>       | 41.4                |
| Deferred tax on re-measurement of defined benefit scheme  | 25   | <b>14.0</b>         | (7.0)               |
| Adjustment of brought forward deferred tax due to change in future tax rates                          | 25   | <b>1.7</b>          | -                   |
| <b>Other comprehensive (expense)/ income for the year</b>   |      | <b>(58.4)</b>       | 34.4                |
| <b>Total comprehensive (expense)/ income for the year attributable to shareholders of the Company</b> |      | <b>(10.2)</b>       | 59.9                |

The results for the current and prior year are derived from continuing operations.

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own Statement of Comprehensive Income. The profit after tax for the Company for the year ended 31 March 2020 was £26.3m (2019: £8.0m).



## North West Electricity Networks (Holdings) Limited

Annual Report and Consolidated Financial Statements for the year ended 31 March 2020

### Consolidated and Company Statement of Financial Position

as at 31 March 2020

|   | Note  | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|-------|---------------------|-----------------------|---------------------|-----------------------|
| <b>ASSETS</b>                           |       |                     |                       |                     |                       |
| <b>Non-current assets</b>               |       |                     |                       |                     |                       |
| Intangible assets and goodwill          | 12    | 240.7               | -                     | 239.2               | -                     |
| Property, plant and equipment           | 13    | 3,371.8             | -                     | 3,270.1             | -                     |
| Retirement benefit surplus              | 23    | -                   | -                     | 32.8                | -                     |
| Investments                             | 14    | -                   | 3.1                   | -                   | 3.1                   |
| Inter-company loan                      | 15    | -                   | 683.1                 | -                   | 676.4                 |
|   |       | <b>3,612.5</b>      | <b>686.2</b>          | <b>3,542.1</b>      | <b>679.5</b>          |
| <b>Current assets</b>                   |       |                     |                       |                     |                       |
| Inventories                             | 16    | 10.8                | -                     | 12.2                | -                     |
| Trade and other receivables             | 17    | 59.9                | 13.7                  | 54.2                | 13.1                  |
| Cash and cash equivalents               | 18,22 | 71.7                | 14.9                  | 34.4                | 11.2                  |
| Current tax asset                       |       | 3.5                 | 0.4                   | -                   | -                     |
|   |       | <b>145.9</b>        | <b>29.0</b>           | <b>100.8</b>        | <b>24.3</b>           |
| <b>Total assets</b>                     |       | <b>3,758.5</b>      | <b>715.2</b>          | <b>3,642.9</b>      | <b>703.8</b>          |
| <b>LIABILITIES</b>                      |       |                     |                       |                     |                       |
| <b>Current liabilities</b>              |       |                     |                       |                     |                       |
| Trade and other payables                | 19    | (143.0)             | (14.9)                | (136.1)             | (13.7)                |
| Borrowings                              | 20    | (8.9)               | -                     | (6.8)               | -                     |
| Provisions                              | 24    | (0.1)               | -                     | (0.8)               | -                     |
| Current tax liabilities                 |       | -                   | -                     | (1.6)               | -                     |
|   |       | <b>(152.0)</b>      | <b>(14.9)</b>         | <b>(145.3)</b>      | <b>(13.7)</b>         |
| <b>Net current assets/(liabilities)</b> |       | <b>(6.1)</b>        | <b>14.1</b>           | <b>(44.5)</b>       | <b>10.6</b>           |
| <b>Non-current liabilities</b>          |       |                     |                       |                     |                       |
| Borrowings                              | 20    | (2,261.9)           | (691.6)               | (2,194.9)           | (686.5)               |
| Derivative financial instruments        | 22    | (432.6)             | -                     | (422.8)             | -                     |
| Provisions                              | 24    | (1.7)               | -                     | (2.2)               | -                     |
| Retirement benefit obligations          | 23    | (26.3)              | -                     | -                   | -                     |
| Deferred tax                            | 25    | (245.5)             | -                     | (235.5)             | -                     |
| Customer contributions                  | 26    | (391.4)             | -                     | (363.9)             | -                     |
|   |       | <b>(3,359.4)</b>    | <b>(691.6)</b>        | <b>(3,219.3)</b>    | <b>(686.5)</b>        |
| <b>Total liabilities</b>                |       | <b>(3,511.4)</b>    | <b>(706.5)</b>        | <b>(3,364.6)</b>    | <b>(700.2)</b>        |
| <b>Total net assets</b>                 |       | <b>247.1</b>        | <b>8.7</b>            | <b>278.3</b>        | <b>3.6</b>            |
| <b>EQUITY</b>                           |       |                     |                       |                     |                       |
| Called up share capital                 | 28    | 3.1                 | 3.1                   | 3.1                 | 3.1                   |
| Retained earnings                       | 29    | 244.0               | 5.6                   | 275.2               | 0.5                   |
| <b>Total equity</b>                     |       | <b>247.1</b>        | <b>8.7</b>            | <b>278.3</b>        | <b>3.6</b>            |

The financial statements of North West Electricity Networks (Holdings) Limited (registered number 06428534) were authorised for issue and approved by the Board of Directors on 3 June 2020 and signed on its behalf by:

  
**D Brocksom**  
 Director

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2020

**Consolidated Statement of Changes in Equity**

for the year ended 31 March 2020

| <b>Group</b>  | <b>Note</b> | <b>Called up<br/>share<br/>capital<br/>£m</b> | <b>Retained<br/>earnings<br/>£m</b> | <b>Total<br/>equity<br/>£m</b> |
|---|-------------|---|-------------------------------------|--------------------------------|
| At 31 March 2018  |             | 3.1   | 169.3                               | 172.4                          |
| Opening adjustment on transition to IFRS 9                  |             |   | 71.0                                | 71.0                           |
| Tax impact on opening adjustment                            |             |   | (17.0)                              | (17.0)                         |
| Opening reserves  |             | 3.1   | 223.3                               | 226.4                          |
| Profit for the year   |             | -   | 25.5                                | 25.5                           |
| Other comprehensive income for the year                     |             | -   | 34.4                                | 34.4                           |
| <b>Total comprehensive income for the year</b>              |             | -   | 59.9                                | 59.9                           |
| <b>Transactions with owners recorded directly in equity</b> |             |   |                                     |                                |
| Equity dividends  | 11          | -   | (8.0)                               | (8.0)                          |
| At 31 March 2019  |             | 3.1   | 275.2                               | 278.3                          |
| Opening adjustment on transition to IFRS 16                 | 1           | -   | 0.2                                 | 0.2                            |
| Opening reserves  |             | 3.1   | 275.4                               | 278.5                          |
| Profit for the year   |             | -   | 48.2                                | 48.2                           |
| Other comprehensive expense for the year                    |             | -   | (58.4)                              | (58.4)                         |
| <b>Total comprehensive expense for the year</b>             |             | -   | (10.2)                              | (10.2)                         |
| <b>Transactions with owners recorded directly in equity</b> |             |   |                                     |                                |
| Equity dividends  | 11          | -   | (21.2)                              | (21.2)                         |
| <b>At 31 March 2020</b>                                     |             | <b>3.1</b>                                    | <b>244.0</b>                        | <b>247.1</b>                   |

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2020

**Company Statement of Changes in Equity**

for the year ended 31 March 2020

| <b>Company</b>  | <b>Note</b> | <b>Called up<br/>share<br/>capital<br/>£m</b> | <b>Retained<br/>earnings<br/>£m</b> | <b>Total<br/>equity<br/>£m</b> |
|---|-------------|---|-------------------------------------|--------------------------------|
| At 31 March 2018  |             | 3.1   | 0.5                                 | 3.6                            |
| Profit for the year   |             | -   | 8.0                                 | 8.0                            |
| <b>Total comprehensive income for the year</b>              |             | -   | 8.0                                 | 8.0                            |
| <b>Transactions with owners recorded directly in equity</b> |             |   |                                     |                                |
| Equity dividends  | 11          | -   | (8.0)                               | (8.0)                          |
| At 31 March 2019  |             | <b>3.1</b>                                    | <b>0.5</b>                          | <b>3.6</b>                     |
| Profit for the year   |             | -   | <b>26.3</b>                         | <b>26.3</b>                    |
| <b>Total comprehensive income for the year</b>              |             | -   | <b>26.3</b>                         | <b>26.3</b>                    |
| <b>Transactions with owners recorded directly in equity</b> |             |   |                                     |                                |
| Equity dividends  | 11          | -   | <b>(21.2)</b>                       | <b>(21.2)</b>                  |
| <b>At 31 March 2020</b>                                     |             | <b>3.1</b>                                    | <b>5.6</b>                          | <b>8.7</b>                     |

## Consolidated and Company Statement of Cash Flows

for the year ended 31 March 2020

|   | Note | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|------|---------------------|-----------------------|---------------------|-----------------------|
| <b>Operating activities</b>                                   |      |                     |                       |                     |                       |
| Cash generated from operations                                | 33   | 297.4               | (0.2)                 | 267.5               | -                     |
| Interest paid   |      | (96.2)              | (36.2)                | (90.5)              | (31.0)                |
| Tax paid  |      | (18.8)              | -                     | (21.6)              | -                     |
| <b>Net cash generated from/(used in) operating activities</b> |      | <b>182.4</b>        | <b>(36.4)</b>         | 155.4               | (31.0)                |
| <b>Investing activities</b>                                   |      |                     |                       |                     |                       |
| Interest received and similar income                          |      | 0.2                 | 31.6                  | 0.5                 | 31.5                  |
| Dividends received  |      | -                   | 28.4                  | -                   | 8.0                   |
| Purchase of property, plant and equipment                     |      | (202.6)             | -                     | (224.2)             | -                     |
| Purchase of intangible assets                                 |      | (8.0)               | -                     | (8.9)               | -                     |
| Customer contributions received                               |      | 32.9                | -                     | 37.8                | -                     |
| Proceeds from sale of property, plant and equipment           |      | 0.6                 | -                     | 0.4                 | -                     |
| <b>Net cash (used in)/from investing activities</b>           |      | <b>(176.9)</b>      | <b>60.0</b>           | (194.4)             | 39.5                  |
| <b>Net cash flow before financing activities</b>              |      | <b>5.5</b>          | <b>23.6</b>           | (38.9)              | 8.5                   |
| <b>Financing activities</b>                                   |      |                     |                       |                     |                       |
| Proceeds from external borrowings                             |      | 83.0                | 30.0                  | -                   | -                     |
| Repayment of external borrowings                              |      | (7.0)               | -                     | (6.7)               | -                     |
| Repayment of lease liabilities (Note 1)                       |      | (1.2)               | -                     | -                   | -                     |
| Issue of inter-company loan to subsidiary                     |      | -                   | (11.5)                | -                   | -                     |
| Movement of inter-company loan to subsidiary                  |      | -                   | 4.6                   | -                   | -                     |
| Movement of inter-company loan from parent                    |      | (21.8)              | (21.8)                | -                   | -                     |
| Movement in cash collateral held                              |      | -                   | -                     | (10.6)              | -                     |
| Dividends paid  | 11   | (21.2)              | (21.2)                | (8.0)               | (8.0)                 |
| <b>Net cash from/(used in) financing activities</b>           |      | <b>31.8</b>         | <b>(19.9)</b>         | (25.3)              | (8.0)                 |
| <b>Net increase/(decrease) in cash and cash equivalents</b>   |      | <b>37.3</b>         | <b>3.7</b>            | (64.2)              | 0.5                   |
| <b>Cash and cash equivalents at the beginning of the year</b> | 18   | <b>34.4</b>         | <b>11.2</b>           | 98.7                | 10.7                  |
| <b>Cash and cash equivalents at the end of the year</b>       | 18   | <b>71.7</b>         | <b>14.9</b>           | 34.4                | 11.2                  |

## Notes to the Financial Statements

North West Electricity Networks (Holdings) Limited is a Company incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006.

The financial statements are presented in sterling, which is the functional currency of the Company and Group. All values are rounded to the nearest million pounds (£'m) unless otherwise indicated.

The financial statements are prepared on the going concern basis. Further detail on the going concern assessment is contained in the Strategic Report.

### 1. Adoption of new and revised Standards

#### New and amended IFRS Standards that are effective for the current year

##### *IFRS 16: Leases*

In the current year, the Group has applied IFRS 16 (as issued by the IASB in January 2016) that is effective for annual periods that begin on or after 1 January 2019.

IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets. The impact of the adoption of IFRS 16 on the Group's consolidated financial statements is described below.

The date of initial application of IFRS 16 for the Group is 1 April 2019.

The Group has applied IFRS 16 using the modified retrospective approach, with no restatement of the comparative information.

##### *Impact of the new definition of a lease*

The change in definition of a lease mainly relates to the concept of control. IFRS 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for a period of time in exchange for consideration. This is in contrast to the focus on 'risks and rewards' in IAS 17 and IFRIC 4.

The Group applies the definition of a lease and related guidance set out in IFRS 16 to all contracts entered into or changed on or after 1 April 2019. In preparation for the first-time application of IFRS 16, the Group has carried out an implementation project. The project has shown that the new definition in IFRS 16 will not significantly change the scope of contracts that meet the definition of a lease for the Group.

##### *Impact on Lessee Accounting*

Lease incentives (e.g. rent-free period) are recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under IAS 17 they resulted in the recognition of a lease incentive, amortised as a reduction of rental expenses generally on a straight-line basis.

Under IFRS 16, right-of-use assets are tested for impairment in accordance with IAS 36.

## Notes to the Financial Statements (continued)

### 1. Adoption of new and revised Standards (continued)

The tables below show the amount of adjustment for each financial statement line item affected by the application of IFRS 16 for the current and prior years.

| <b>Impact on profit or loss</b>   | <b>2020</b>  |
|---|--------------|
|   | £m           |
| Increase in depreciation of right-of-use asset (Note 13)                | (1.2)        |
| Increase in finance costs – interest payable on leases (Note 9)         | (0.3)        |
| Decrease in other expenses – total lease payments, capital and interest | 1.4          |
| <b>Decrease in profit for the year</b>                                  | <b>(0.1)</b> |

| <b>Impact on assets, liabilities and equity</b>     | <b>31 March 2020</b> |
|---|----------------------|
|   | £m                   |
| Opening right-of-use assets (Note 13)               | 6.3                  |
| Depreciation (Note 13)                              | (1.2)                |
| <b>Net impact on total assets (Note 13)</b>         | <b>5.1</b>           |
| Opening lease liabilities (Note 20)                 | (6.7)                |
| Finance costs – interest payable on leases (Note 9) | (0.3)                |
| Lease payments – capital (Note 20)                  | 1.2                  |
| Lease payments – interest                           | 0.3                  |
| <b>Net impact on total liabilities (Note 21)</b>    | <b>(5.5)</b>         |

|                          |            |
|--------------------------|------------|
| <b>Retained earnings</b> | <b>0.2</b> |
|--------------------------|------------|

Expenses relating to short-term leases which are kept off the balance sheet for the year were £0.2m (2019: nil).

## **Notes to the Financial Statements (continued)**

### **1. Adoption of new and revised Standards (continued)**

The application of IFRS 16 has an impact on the consolidated statement of cash flows of the Group.

Under IFRS 16, lessees must present: Cash paid for the interest portion of a lease liability as either operating activities or financing activities, as permitted by IAS 7 (the Group has opted to include interest paid as part of financing activities); and Cash payments for the principal portion for a lease liability, as part of financing activities.

The adoption of IFRS 16 did not have an impact on net cash flows.

#### **Amendments to other standards:**

Amendments to other IFRS Standards and interpretations issued by the International Accounting Standards Board (IASB) that are effective in the year are listed below; their adoption has not had any material impact on the disclosures or the amounts reported in these financial statements:

- IFRS 9 (amendments) *Prepayment Features with Negative Compensation*,
- IAS 28 (amendments) *Long-term Interests in Associates and Joint Ventures*,
- *Annual Improvements to IFRS Standards 2015-2017 Cycle*,
- IAS 19 (amendments) *Employee Benefits Plan Amendment, Curtailment or Settlement*,
- IFRIC 23 *Uncertainty over Income Tax Treatments*.

#### **New and revised IFRS Standards in issue but not yet effective**

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective (and, in some cases, had not yet been adopted by the EU):

- IFRS 17 *Insurance Contracts*,
- Amendments to IFRS 10 and IAS 28: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*,
- Amendments to IFRS 3: *Definition of business*,
- Amendments to IAS 1 and IAS 8: *Definition of material*,
- *Conceptual Framework: Amendments to References to the Conceptual Framework in IFRS Standards*.

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods, except as noted below.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been applied consistently in the current year and the prior year.

#### **Basis of accounting**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Union (EU) and, therefore, comply with Article 4 of the EU IAS Regulation.

The financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. More details on the fair value measurements of financial instruments are given in Note 22.

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries), made up to 31 March each year.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. There have been no acquisitions or disposals of subsidiaries in the current or prior year.

Accounting policies are consistent in all Group companies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between Group members are eliminated on consolidation.

The Directors have taken advantage of the exemption available under Section 408 of the Companies Act and not presented an Statement of Comprehensive Income for the Company alone.

#### **Business combinations and goodwill**

Acquisitions of subsidiaries are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in profit or loss as incurred.

Goodwill is measured as the excess of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed, and is recognised as an asset. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the consideration transferred, the excess is recognised immediately in profit or loss.

Goodwill is allocated to cash-generating units and is not amortised but reviewed for impairment annually, or more frequently when there is an indication that it may be impaired.



## Notes to the Financial Statements (continued)

### 2. Significant accounting policies (continued)

#### Investments (Company only)

Investments in subsidiary undertakings are stated at cost less any provisions for permanent diminution in value. Dividends received and receivable are credited to the Statement of Comprehensive Income to the extent that they represent a realised profit for the Company.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable primarily for the distribution of electricity in the normal course of business, net of VAT.

The recognition of revenue from the distribution of electricity includes an assessment of the volume of unbilled energy distributed as at the year end. Non-distribution sales relate to the invoice value of other goods and services provided which also relate to the electricity network.

Where turnover received or receivable in the year exceeds the maximum amount permitted by regulatory agreement adjustments will be made to future prices to reflect this over-recovery; no liability is recognised as such an adjustment to future prices relates to the provision of future services. Similarly no asset is recognised where a regulatory agreement permits adjustments to be made to future prices in respect of an under-recovery.

Incentive income earned or adjustments for under or over spend on totex, or over or under delivery of outputs, all in the financial year are not adjusted as adjustments to revenues in the period. These are adjusted through the regulatory mechanism in revenues two years later. Similarly adjustments in respect of comparable performance measures are reflected in the current year's financial statements.

The Group recognises revenue generally at the time of delivery and when collection of the resulting receivable is reasonably assured. Payments received in advance of revenue recognition are recorded as deferred revenue. The treatment of revenue from distribution of electricity remains the same under provisions of IFRS 15 and is, therefore, not impacted by the transition to the new standard.

#### Customer contributions

The current accounting treatment for customer contributions towards distribution system assets is to defer revenue and release over the life of the asset. The income is released to the statement of profit or loss on a straight-line basis, in line with the useful economic life of the distribution system assets. This amortisation of contributions received is recognised in revenue.

Under IFRS 15, revenue is recognised as each performance obligation within the contract is satisfied. If performance obligations are not satisfied over time, revenue will not be recognised.

*Identification of contract with customer:* The written quotation provided by ENWL and accepted by the customer (the Agreement), has commercial substance in that ENWL's future cash flows are expected to change as a result and it is considered probable that ENWL will collect the consideration to which it is entitled under the Agreement in exchange for completion of the connection.

## Notes to the Financial Statements (continued)

### 2. Significant accounting policies (continued)

#### Customer contributions (continued)

*Identification of performance obligation:* As the performance obligation relating to the ongoing maintenance is not covered by the Agreement, so in relation to the revenue arising from the customer contribution, there is only one performance obligation. This obligation is considered to be distinct because the following criteria are met:

- the customer can benefit from the good or service either on its own or together with other resources that are readily available to the customer; and readily available other resources being the existing network
- the entity's promise to transfer the good or service to the customer is separately identifiable from other promises in the contract. The connection is separately identifiable from maintenance as maintenance is not covered by the Agreement.

The existing distribution network is considered to be a readily available resource.

*Determination of transaction price:* All other factors being equal and the completion of the job is on budget, the expected transaction price will be that of the quoted price in the Agreement. Generally the price is fixed by Ofgem regulations. Variations may arise when the customer has certain specifications and changes are reviewed on a contract by contract basis to establish whether they should be treated as variable consideration. Variable consideration is accounted for based on the best estimate of the transaction price if it is highly probable that the revenue will be received. Given the variations on contracts are relating to a single performance obligation and do not constitute distinct services, these should be accounted for as a continuation of the original contract resulting in additional or reduced revenue.

*Allocation of transaction price:* For the Agreements being considered there is only one performance obligation to allocate the transaction price to. The transaction price is stated within the Agreement.

*Recognition of revenue when performance obligation is satisfied:* The performance obligation is regarded as satisfied over time as ENWL creates a bespoke asset for which they have no alternative use other than to provide electricity to the customer's premises. ENWL has an enforceable right to payment for the performance completed to date. Revenue is, therefore, recognised over the life of the asset.

#### Refundable customer deposits

Refundable customer deposits received in respect of property, plant and equipment are held as a liability until repayment conditions come into effect and the amounts are repaid to the customer or otherwise credited to customer contributions.

#### Dividend income

Dividend income is recognised when the Company's right to receive payment is established.

#### Investment income

Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Leases**

The Group has adopted IFRS 16 ('Leases') during the year. The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using either the rate implicit in the lease, or our incremental borrowing rate.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line "Other expenses" in profit or loss.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## Notes to the Financial Statements (continued)

### 2. Significant accounting policies (continued)

#### Retirement benefit costs

Payments to the defined contribution retirement benefit scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

The defined benefit retirement benefit scheme is provided through a division of the Electricity Supply Pension Scheme (ESPS). The most recent actuarial valuation for the scheme for funding purposes was carried out at 31 December 2019; agreed actuarial valuations are carried out thereafter at intervals of not more than three years.

Results are affected by the actuarial assumptions used, which are disclosed in Note 23. Actual experience may differ from the assumptions made, for example, due to changing market and economic conditions and longer or shorter lives of participants.

Defined benefit costs are split into three categories:

- current service cost, past service cost and gains and losses on curtailments and settlements, recognised in employee costs (see Note 6) in the Consolidated Statement of Comprehensive Income;
- net interest expense or income, recognised within finance costs (see Note 9); and
- re-measurement comprising actuarial gains and losses and the return on scheme assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to the statement of comprehensive income in the period in which they occur.

Defined benefit assets are measured at fair value while liabilities are measured at present value. The difference between the two amounts is recognised as a surplus or obligation in the Statement of Financial Position.

IFRIC14: *'The limit on a defined benefit asset, minimum funding requirements and their interaction'* was published by the interpretations committee of the International Accounting Standards Board in July 2007 and was adopted during the year ended 31 March 2008. IFRIC14 provides guidance on the extent to which a pension scheme surplus should be recognised as an asset and may also require additional liabilities to be recognised where minimum funding requirements exist. Legal opinion was obtained that a pension surplus could be recovered on wind up of the scheme and could therefore be recognised, along with associated liabilities.

The Group has concluded that, when a defined benefit asset exists, as was the case in the prior year, it can recognise the full amount of this surplus on the grounds that it could gain sufficient economic benefit from the refund of the surplus assets that would be available to it following the final payment to the last beneficiary of the Scheme.

The COVID-19 pandemic began to unfold in early 2020 and continues to progress. The negative impact on asset valuations through March was significant. For traded asset classes, a value as at 31 March was available and has been used in the pension scheme asset valuation. However, the scheme also contains a number of unquoted asset classes, especially in real estate, the valuation of which is less certain. Independent investment manager expertise has guided the asset valuations used for these less liquid assets.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Taxation**

The tax expense represents the sum of current and deferred tax charges for the financial year, adjusted for prior year items.

#### **Current taxation**

Current tax is based on taxable profit for the year and is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Taxable profit differs from the net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

#### **Deferred taxation**

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

#### **Intangible assets**

Intangible assets with finite useful economic lives are measured initially at cost and are amortised on a straight-line basis over their estimated useful lives. The carrying amount is reduced by any provision for impairment where necessary.

## **Notes to the Financial Statements (continued)**

### **Intangible assets (continued)**

Amortisation periods for categories of intangible assets are:

|                   |            |
|-------------------|------------|
| Computer software | 1-12 years |
|-------------------|------------|

Intangible assets under construction are not amortised. Amortisation commences from the date the intangible asset is available for use.

The Licence has an indefinite useful economic life and, therefore, is tested annually for impairment.

### **Property, plant and equipment**

Property, plant and equipment comprise operational structures, non-operational land and buildings, fixtures and equipment, vehicles and other assets.

#### **Operational structures**

Infrastructure assets are depreciated by writing off their deemed cost less the estimated residual value, evenly over their useful lives, which range from 5 to 80 years. Employee costs incurred in implementing the capital schemes of the Group are capitalised within operational structure assets.

#### **Assets other than operational structures**

All other property, plant and equipment is stated at historical cost less accumulated depreciation.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement of during the financial year in which they are incurred.

Freehold land and assets in the course of construction are not depreciated until the asset is available for use.

Other assets are depreciated by writing off their cost evenly over their estimated useful lives, based on management's judgement and experience, which are principally as follows:

|  |             |
|--|-------------|
| Buildings                                  | 30-60 years |
| Fixtures and equipment, vehicles and other | 2-40 years  |

Depreciation methods and useful lives are re-assessed annually and, if necessary, changes are accounted for prospectively.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the income statement.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Impairment of tangible and intangible fixed assets**

Tangible and intangible assets are reviewed for impairment at each balance sheet date to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An intangible asset with an indefinite life is tested for impairment at least annually and whenever there is an indication of impairment.

The recoverable amount is the higher of fair value less costs of disposal, and value in use. Value in use represents the net present value of expected future cash flows discounted on a pre-tax basis using a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the reversal is recognised immediately in profit or loss and the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not so as to exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years.

#### **Research and development**

Research costs are recognised in the income statement as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Group can demonstrate: the technical feasibility of completing the intangible asset so that it will be available for use, its intention to complete and its ability to use the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to reliably measure the expenditure incurred during development.

#### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is based on weighted average cost and includes expenditure incurred in acquiring the inventories, conversion costs and other costs in bringing them to their present location and condition. Net realisable value represents the estimated selling price, net of estimated costs of selling.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Financial instruments**

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

If the transaction price differs from fair value at initial recognition, the Group will account for such difference as follows:

- if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised as a gain or loss on initial recognition (i.e. day 1 profit or loss);
- in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss such that it reaches a value of zero at the time when the contract can be valued using active market quotes or verifiable objective market information. The Group policy for the amortisation of day 1 gain or loss is to release it in a reasonable fashion based on the facts and circumstances (e.g. using a straight line amortisation).

#### **Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.



## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Classification of financial assets**

Financial assets that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

#### **Amortised cost and effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. The Group has no financial assets purchased or originated credit-impaired, or that have subsequently become credit-impaired.

Interest income is recognised in profit or loss and is included in the 'Investment income' line item.

## Notes to the Financial Statements (continued)

### 2. Significant accounting policies (continued)

#### Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or at FVTOCI are measured at FVTPL. Specifically, the financial assets held by the Group classified as at FVTPL are derivatives and are stated at fair value, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. Fair value is determined in the manner described in Note 22.

#### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables and contract assets; the Group holds no lease receivables or financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime expected credit losses (ECL) for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

#### a) *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if the financial instrument has a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term.

## Notes to the Financial Statements (continued)

### 2. Significant accounting policies (continued)

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying a significant increase in credit risk before the amount becomes past due.

#### b) *Definition of default*

The Group considers that default has occurred when a financial asset is more than 90 days past due, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### c) *Credit-impaired financial assets*

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred.

#### d) *Measurement and recognition of expected credit losses*

The measurement of expected credit losses is a function of the probability of default, loss given default and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. The exposure at default is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

### Cash and cash equivalents

In the consolidated cash flow statement and related notes, cash and cash equivalents includes cash at bank and in hand, deposits, other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of three months or less and which are subject to an insignificant risk of change in value.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Money market deposits**

Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the Statement of Financial Position.

#### **Financial liabilities and equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

#### **Financial liabilities**

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

#### **Financial liabilities at FVTPL**

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The Group has no financial liabilities designated at FVTPL. Fair value is determined in the manner described in Note 22.

#### **Financial liabilities measured subsequently at amortised cost**

Financial liabilities that are not at FVTPL are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums and discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

#### **Trade payables**

Trade payables are initially recorded at fair value and subsequently at amortised cost.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Derecognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability, or part of it, as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability.

#### **Derivative financial instruments**

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and inflation risk. Further details of derivative financial instruments are disclosed in Note 22.

Derivatives are recognised initially at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated in a hedging relationship.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### **Embedded derivatives**

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host, with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of IFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

## **Notes to the Financial Statements (continued)**

### **2. Significant accounting policies (continued)**

#### **Hedge accounting**

The Group considers hedge accounting when entering any new derivative, however, there are currently no formal hedging relationships in the Group.

#### **Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

### **3. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, which are described in Note 2, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period; or in the period of the revision and future periods if the revision affects both current and future periods.

#### **Critical judgements in applying the group's accounting policies**

The following are the critical judgements, apart from those involving estimations (which are presented separately below), that the directors have made in applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### **Property Plant and Equipment**

The Group recognises infrastructure assets where the expenditures incurred enhance or increase the capacity of the network, whereas any expenditure classed as maintenance is expensed in the period it is incurred. Capital projects often contain a combination of enhancement and maintenance activity which are not distinct and, therefore, the allocation of costs between capital and operating expenditure is inherently judgemental. The costs capitalised include an allocation of overhead costs, relating to the proportion of time spent by support function staff, which is also inherently judgemental. See Note 6 for details on value of employee costs capitalised in the year.

## **Notes to the Financial Statements (continued)**

### **3. Critical accounting judgements and key sources of estimation uncertainty (continued)**

#### **Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below.

#### **Impairment of tangible and intangible assets (including goodwill)**

Management assesses the recoverability of tangible and intangible assets on an annual basis. Determining whether any of those assets are impaired requires an estimation of the value in use of the asset to the Group. This value in use calculation requires the Group to estimate the future cash flows expected to arise from the asset and a suitable discount rate in order to calculate present value for the asset and compare that to its carrying value. This concluded that no impairment loss is required against those assets. Details of the impairment loss calculation are set out in Note 13.

#### **Impairment of financial assets**

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each Balance Sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated cash flows of the investment have been affected.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance are recognised in profit or loss.

#### **Fair values of derivative financial instruments**

In estimating the fair value of derivative financial instruments, the Group uses market-observable data (Level 1 and 2 inputs) to the extent it is available. Where such data is not available, certain estimates (Level 3 inputs) regarding inputs to the valuation are required to be made. Level 3 inputs form a significant part of the fair value of the financial instruments held by the Group. Information about the valuation techniques and inputs used are disclosed in Note 22.

#### **Retirement benefit schemes**

The Group's defined benefit obligation is derived using various assumptions, as disclosed in Note 23. Results can be affected significantly by the assumptions used, which management decide based on advice by a firm of actuaries.

The valuation of the assets held within the scheme has been impacted by the COVID-19 pandemic. Where available, market data is used to value assets, however for some less liquid assets, up-to-date data is not available, certain estimates regarding inputs to the valuation are required to be made, as disclosed in Note 23.

## Notes to the Financial Statements (continued)

### 4. Revenue

| Group   | 2020<br>£m   | 2019<br>£m |
|---------|--------------|------------|
| Revenue | <b>469.5</b> | 449.6      |

Predominantly all Group revenues arise from electricity distribution in the North West of England and associated activities. Only one operating segment is, therefore, regularly reviewed by the Chief Executive Officer and Executive Leadership Team. Included within the above are revenues from three customers (2019: three), each of which represented more than 10% of the total revenue. Revenue from these customers totalled £171.7m (2019: £174.3m). No other customer represented more than 10% of revenues either this year or in the prior year.

In the current year £9.7m (2019: £8.9m) of customer contributions amortisation has been amortised through revenue in line with IFRS 15 (Note 26).

### 5. Operating profit

The following items have been included in arriving at the Group's operating profit:

| Group  | 2020<br>£m   | 2019<br>£m |
|--|--------------|------------|
| <b>Employee costs</b> (see Note 6)                           | <b>57.0</b>  | 58.1       |
| <b>Depreciation and amortisation expense (net)</b>           |              |            |
| Depreciation of property, plant and equipment                |              |            |
| Owned and right of use assets (see Note 13)                  | <b>115.1</b> | 110.7      |
| Amortisation of intangible assets and customer contributions |              |            |
| Software (see Note 12)                                       | <b>6.5</b>   | 6.2        |
| <b>Depreciation and amortisation expense</b>                 | <b>121.6</b> | 116.9      |
| <b>Other income</b>  |              |            |
| Profit on disposal of property, plant and equipment          | <b>(0.6)</b> | (0.4)      |
| <b>Provision (credit)/charge</b> (see Note 24)               | <b>(0.2)</b> | 0.5        |
| <b>Other operating costs include:</b>                        |              |            |
| Research and development                                     | <b>3.1</b>   | 2.9        |



## Notes to the Financial Statements (continued)

### 5. Operating profit (continued)

Analysis of the auditor's remuneration is as follows:

| Group  | 2020<br>£m | 2019<br>£m |
|--|------------|------------|
| Fees payable to the company's auditor and their associates for the audit of the company's annual financial statements *            | -          | -          |
| Fees payable to the company's auditor and their associates for the audit of the company's subsidiaries annual financial statements | 0.1        | 0.1        |
| <b>Total audit fees</b>  | <b>0.1</b> | <b>0.1</b> |
| Audit-related assurance services   | 0.1        | 0.1        |
| <b>Total fees</b>  | <b>0.2</b> | <b>0.2</b> |

\* Fees payable for the audit of the Company's Financial Statements are £4,252 (2019: £4,152).

Fees payable to Deloitte LLP and their associates for non-audit services to the Company are not required to be disclosed because the Consolidated Financial Statements are only required to disclose such fees on a consolidated basis.

### 6. Employee costs

| Group  | 2020<br>£m  | 2019<br>£m  |
|--|-------------|-------------|
| Wages and salaries                                 | 97.8        | 94.8        |
| Social security costs                              | 10.7        | 10.3        |
| Pension costs (see Note 23)                        | 21.7        | 21.2        |
| Employee costs (including Directors' remuneration) | 130.2       | 126.3       |
| Costs transferred directly to fixed assets         | (73.2)      | (68.2)      |
| <b>Charged to operating expenses</b>               | <b>57.0</b> | <b>58.1</b> |

The average monthly number of employees during the year (including Executive Directors):

| Group                           | 2020<br>Number | 2019<br>Number |
|---------------------------------|----------------|----------------|
| <b>Electricity distribution</b> | <b>1,913</b>   | <b>1,880</b>   |

There are no employees of the Company (2019: nil).

## Notes to the Financial Statements (continued)

### 7. Directors' remuneration

| Group  | 2020<br>£m | 2019<br>£m |
|--|------------|------------|
| Salaries   | 0.8        | 0.8        |
| Accrued bonus  | 0.5        | 0.5        |
| Amounts receivable under long-term incentive schemes | 0.5        | 0.4        |
| <b>Total fees</b>                                    | <b>1.8</b> | <b>1.7</b> |

The aggregate emoluments of the Directors in 2020 amounted to £1,786,000 (2019: £1,691,000). Emoluments comprise salaries, fees, taxable benefits and the value of short-term and long-term incentive awards. The aggregated emoluments of the highest paid Director in 2020 in respect of services to the Group amounted to £1,025,000 (2019: £955,000). Under the Executive Incentive Plan bonuses are awarded and either paid in the following financial year (accrued bonus) or paid in subsequent years (amounts receivable under long-term incentive schemes). There were no amounts payable for compensation for loss of office in the year (2019: £nil). Not included in the amounts shown above are further payments made in respect of Directors' services, as detailed in Note 32.

The pension contributions for the highest paid Director for 31 March 2020 were £nil (2019: £nil). The accrued pension at 31 March 2020 for the highest paid Director was £nil (2019: £nil).

As at 31 March 2020 the Directors have no interests in the ordinary shares of the Company (2019: same). All remuneration was borne by ENWL (2019: same).

### 8. Investment income

| Group   | 2020<br>£m | 2019<br>£m |
|---|------------|------------|
| Interest receivable on short-term bank deposits | 0.3        | 0.5        |
| <b>Total investment income</b>                  | <b>0.3</b> | <b>0.5</b> |

## Notes to the Financial Statements (continued)

### 9. Finance expense

| Group   | 2020<br>£m   | 2019<br>£m   |
|---|--------------|--------------|
| <b>Interest payable:</b>                                      |              |              |
| Interest payable on Group borrowings (Note 32)                | 20.5         | 20.5         |
| Interest payable on borrowings held at amortised cost         | 79.3         | 76.7         |
| Net interest settlements on derivatives                       | (8.3)        | (8.6)        |
| Indexation of index-linked debt (Note 20)                     | 16.2         | 17.0         |
| Impairment of inter-company loan asset (Note 15 & 32)         | 0.3          | -            |
| Reimbursement of inter-company loan impairment (Note 15 & 32) | (0.2)        | -            |
| Interest payable on leases (Note 1)                           | 0.3          | -            |
| Interest cost/ (credit) on pension plan obligations (Note 23) | (1.0)        | 0.3          |
| Capitalisation of borrowing costs under IAS 23                | (1.1)        | (1.1)        |
| <b>Total interest expense</b>                                 | <b>106.0</b> | <b>104.8</b> |
| <b>Fair value movements on financial instruments:</b>         |              |              |
| Fair value movement on derivatives                            | 9.8          | 44.6         |
| <b>Total fair value movements</b>                             | <b>9.8</b>   | <b>44.6</b>  |
| <b>Total finance expense</b>                                  | <b>115.8</b> | <b>149.9</b> |

Borrowing costs capitalised in the year under IAS 23 were £1.1m (2019: £1.1m), using an average annual capitalisation rate of 4.0% (2019: 4.1%), derived from the total general borrowing costs for the year divided by the average total general borrowings outstanding for the year.

The fair value movements on the derivatives are derived using a discounted cash flow technique using both market expectations of future interest rates and future inflation levels, obtained from Bloomberg, and calibrations to observable market transactions evidencing fair value; these are Level 2 inputs and Level 3 inputs under IFRS 13. Note 22 provides more detail on this.

There has been £nil (2019: £nil) accretion payments on the index-linked swaps in the year; these are scheduled five-yearly, seven-yearly and ten-yearly with the next payment due in July 2022. No swaps have been entered or closed out in the year (2019: same).

## Notes to the Financial Statements (continued)

### 10. Taxation

| Group                               | 2020<br>£m  | 2019<br>£m   |
|-------------------------------------|-------------|--------------|
| <b>Current tax</b>                  |             |              |
| Current year                        | 15.2        | 16.8         |
| Adjustment in respect of prior year | (1.4)       | (1.6)        |
|                                     | <b>13.8</b> | <b>15.2</b>  |
| <b>Deferred tax (Note 25)</b>       |             |              |
| Current year                        | (0.7)       | (8.5)        |
| Adjustment in respect of prior year | (2.1)       | 0.3          |
| Impact of change in tax rates       | 28.6        |              |
|                                     | <b>25.8</b> | <b>(8.2)</b> |
| <b>Tax charge for the year</b>      | <b>39.6</b> | <b>7.0</b>   |

Corporation tax is calculated at 19% (2019: 19%) of the estimated assessable profit for the year. The rate applicable from 1 April 2020 now remains at 19%, rather than the previously enacted reduction to 17%. This was substantively enacted on 17 March 2020.

Deferred tax is calculated using the rate at which it is expected to reverse. Accordingly, the deferred tax has been calculated on the basis that it will reverse in future at the 19% rate.

The table below reconciles the notional tax charge at the UK corporation tax rate to the effective tax rate for the year:

| Group   | 2020<br>£m  | 2019<br>£m  |
|---|-------------|-------------|
| <b>Profit before tax</b>                                  | <b>87.8</b> | <b>32.5</b> |
| Tax at the UK corporation tax rate of 19% (2019: 19%)     | 16.7        | 6.2         |
| Non-taxable expense                                       | 0.7         | 3.2         |
| Prior year tax adjustments                                | (3.5)       | (1.3)       |
| Reduction in current year deferred tax due to rate change | 0.2         | (1.1)       |
| Impact from change in future tax rates                    | 28.6        | -           |
| Other   | (3.1)       | -           |
| <b>Tax charge for the year</b>                            | <b>39.6</b> | <b>7.0</b>  |

**Notes to the Financial Statements (continued)****11. Dividends**

Amounts recognised as distributions to equity holders in the year comprise:

| <b>Group and Company</b>   | <b>2020</b> | 2019 |
|--|-------------|------|
|  | <b>£m</b>   | £m   |
| Final dividends for the year ended 31 March 2019 of 268.85 pence per share (31 March 2018 of 16.39 pence per share)  | <b>8.2</b>  | 0.5  |
| Interim dividends for the year ended 31 March 2020 of 426.23 pence per share (31 March 2019: 245.90 pence per share) | <b>13.0</b> | 7.5  |
|  | <b>21.2</b> | 8.0  |

In the year ended 31 March 2020, the Company declared interim dividends of £13.0m, which were paid in December 2019 (31 March 2019: £7.5m). The final dividend for the year ended 31 March 2019 of £8.2m was paid in June 2019; the final dividend for the year ended 31 March 2018 of £16.0m was paid in June 2018

The Directors do not propose a final dividend for the year ended 31 March 2020.

Notes to the Financial Statements (continued)

12. Intangible assets and goodwill

| Group                   | Goodwill<br>£m | Licence<br>£m | Software<br>£m | Assets<br>under the<br>course of<br>construction<br>£m | Total<br>£m  |
|-------------------------|----------------|---------------|----------------|--|--------------|
| <b>Cost</b>             |                |               |                |  |              |
| At 1 April 2018         | 10.1           | 186.9         | 78.0           | 23.5   | 298.5        |
| Additions               | -              | -             | 1.6            | 7.3  | 8.9          |
| Transfers               | -              | -             | 2.7            | (2.7)  | -            |
| At 31 March 2019        | <b>10.1</b>    | <b>186.9</b>  | <b>82.3</b>    | <b>28.1</b>  | <b>307.4</b> |
| Additions               | -              | -             | <b>1.0</b>     | <b>7.0</b>   | <b>8.0</b>   |
| Transfers               | -              | -             | <b>6.9</b>     | <b>(6.9)</b>   | -            |
| <b>At 31 March 2020</b> | <b>10.1</b>    | <b>186.9</b>  | <b>90.2</b>    | <b>28.2</b>  | <b>315.4</b> |
| <b>Amortisation</b>     |                |               |                |  |              |
| At 1 April 2018         | -              | -             | 62.0           | -  | 62.0         |
| Charge for the year     | -              | -             | 6.2            | -  | 6.2          |
| At 31 March 2019        | -              | -             | <b>68.2</b>    | -  | <b>68.2</b>  |
| Charge for the year     | -              | -             | <b>6.5</b>     | -  | <b>6.5</b>   |
| <b>At 31 March 2020</b> | -              | -             | <b>74.7</b>    | -  | <b>74.7</b>  |
| <b>Net book value</b>   |                |               |                |  |              |
| <b>At 31 March 2020</b> | <b>10.1</b>    | <b>186.9</b>  | <b>15.5</b>    | <b>28.2</b>  | <b>240.7</b> |
| At 31 March 2019        | 10.1           | 186.9         | 14.1           | 28.1   | 239.2        |

Goodwill arose on the acquisition of assets and liabilities of Electricity North West Number 1 Company Ltd in the year ended 31 March 2011. This value reflects the excess of the investment over the book value of the trade and assets at the date of acquisition.

The licence held by the Group, identified as an intangible asset on the acquisition of Electricity North West Number 1 Company Limited and measured at fair value at that date, to distribute electricity is viewed as having an indefinite life as the Directors' believe the licence would only be revoked if there were a serious breach of the terms and conditions of the licence. The licence is held subject to 25 years notice in writing from the Authority to the licensee.

At 31 March 2020, the Group had entered into contractual commitments for the acquisition of software amounting to £9.2m (2019: £9.5m).

At each balance sheet date the Group reviews the carrying amounts of its goodwill and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss (see Note 13).

Notes to the Financial Statements (continued)

13. Property, plant and equipment

| Group  | Operational Structures<br>£m | Non-operational land and buildings<br>£m | Fixtures and equipment, vehicles and other<br>£m | Assets under the course of construction<br>£m | Right of Use Assets*<br>£m | Total<br>£m    |
|--|------------------------------|--|--|---|----------------------------|----------------|
| <b>Cost or valuation</b>                       |                              |  |  |   |                            |                |
| At 1 April 2018                                | 4,519.7                      | 33.5                                     | 116.5  | 131.4   | -                          | 4,801.1        |
| Additions                                      | 176.3                        | 0.2                                      | 9.5  | 46.3  | -                          | 232.3          |
| Transfers                                      | 26.8                         | -  | 3.3  | (30.1)  | -                          | -              |
| Disposals                                      | (5.7)                        | -  | (1.3)  | -   | -                          | (7.0)          |
| At 31 March 2019                               | <b>4,717.1</b>               | <b>33.7</b>                              | <b>128.0</b>                                     | <b>147.6</b>                                  | -                          | <b>5,026.4</b> |
| Adoption of IFRS 16                            | -                            | -  | -  | -   | <b>6.3</b>                 | <b>6.3</b>     |
| Additions                                      | <b>174.4</b>                 | <b>0.3</b>                               | <b>13.4</b>                                      | <b>22.4</b>                                   | -                          | <b>210.5</b>   |
| Transfers                                      | <b>40.5</b>                  | <b>0.2</b>                               | <b>9.0</b>                                       | <b>(49.7)</b>                                 | -                          | -              |
| Disposals                                      | <b>(3.8)</b>                 | -  | <b>(0.8)</b>                                     | -   | -                          | <b>(4.6)</b>   |
| <b>At 31 March 2020</b>                        | <b>4,928.2</b>               | <b>34.2</b>                              | <b>149.6</b>                                     | <b>120.3</b>                                  | <b>6.3</b>                 | <b>5,238.6</b> |
| <b>Accumulated depreciation and impairment</b> |                              |  |  |   |                            |                |
| At 1 April 2018                                | 1,561.0                      | 9.3                                      | 82.3   | -   | -                          | 1,652.6        |
| Charge for the year                            | 97.4                         | 1.1                                      | 12.2   | -   | -                          | 110.7          |
| Disposals                                      | (5.7)                        | -  | (1.3)  | -   | -                          | (7.0)          |
| At 31 March 2019                               | <b>1,652.7</b>               | <b>10.4</b>                              | <b>93.2</b>                                      | -   | -                          | <b>1,756.3</b> |
| Charge for the year                            | <b>100.5</b>                 | <b>1.0</b>                               | <b>12.4</b>                                      | -   | <b>1.2</b>                 | <b>115.1</b>   |
| Disposals                                      | <b>(3.8)</b>                 | -  | <b>(0.8)</b>                                     | -   | -                          | <b>(4.6)</b>   |
| <b>At 31 March 2020</b>                        | <b>1,749.4</b>               | <b>11.4</b>                              | <b>104.8</b>                                     | -   | <b>1.2</b>                 | <b>1,866.8</b> |
| <b>Net book value</b>                          |                              |  |  |   |                            |                |
| <b>At 31 March 2020</b>                        | <b>3,178.8</b>               | <b>22.8</b>                              | <b>44.8</b>                                      | <b>120.3</b>                                  | <b>5.1</b>                 | <b>3,371.8</b> |
| At 31 March 2019                               | 3,064.3                      | 23.3                                     | 34.8   | 147.7   | -                          | 3,270.1        |

\*IFRS 16 was implemented by the Group on 1 April 2019 recognising opening right-of-use assets of £6.3m, and depreciation on those assets of £1.2m (See Note 1).

At 31 March 2020, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £99.6m (2019: £86.6m).

The Company had not entered into any contractual commitments for the acquisition of property, plant and equipment at 31 March 2020 (2019: same).

## **Notes to the Financial Statements (continued)**

### **13. Property, plant and equipment (continued)**

#### **Impairment testing of intangible assets and property plant and equipment**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money, and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purposes of impairment testing the Group have determined that there is only one cash generating unit (CGU). The key assumptions for the value in use calculations are those regarding discount rates and the outcomes of future Ofgem price control settlements.

The Group has prepared cash flow forecasts for a 28 year period, including a terminal value, which represents the planning horizon used for management purposes being aligned to the end of an eight year RIIO regulatory period. The rate used to discount cash flows was 5.84% (2019: 5.84%) reflecting an assumed level of risk associated with the cash flows generated from the licence. Cash flow projections for the three-year period to 2023 are based on the Ofgem final determination and the Company's latest approved business plan (2019: same) and reflect recent RPI forecasts. Forecasts beyond this point are projected forward based on expected levels of expenditure to maintain the health of the network and long-term inflation assumptions, excluding any long-term growth factors that we'd normally assume in future regulatory periods. The forecasts have been sensitised to an increase in the discount rate of 0.5%, and that analysis indicates that there is sufficient headroom and that no impairment would be required.

Based on the impairment testing performed, management believe that sufficient headroom exists between the value in use and the carrying value of the assets such that no impairment loss is required to be booked.



## Notes to the Financial Statements (continued)

### 14. Investments

| Company                        | 2020<br>£m | 2019<br>£m  |
|--------------------------------|------------|-------------|
| <b>Cost and carrying value</b> | <b>3.1</b> | <b>3.1-</b> |

Details of the investments as at 31 March 2020, all of which were incorporated in the UK, and the principal place of business of each is in the UK, are as follows.

| Investment   | Description of holding      | Proportion held | Nature of business  |
|--|-----------------------------|-----------------|---------------------|
| <i>Subsidiary undertakings</i>                     |                             |                 |                     |
| NWEN Group Ltd                                     | Ordinary shares of £1 each  | 100%            | Holding company     |
| NWEN Finance plc                                   | Ordinary shares of £1 each  | 100%            | Financing company   |
| <i>Indirect subsidiaries</i>                       |                             |                 |                     |
| North West Electricity Networks plc                | Ordinary shares of £1 each  | 100%            | Financing company   |
| Electricity North West Ltd                         | Ordinary shares of 50p each | 100%            | Energy distribution |
| ENW Capital Finance plc                            | Ordinary shares of £1 each  | 100%            | Financing company   |
| ENW Finance plc                                    | Ordinary shares of £1 each  | 100%            | Financing company   |
| Electricity North West Number 1<br>Company Limited | Ordinary shares of £1 each  | 100%            | Dormant             |
| ENW (ESPS) Pensions Trustees Ltd                   | Ordinary shares of £1 each  | 100%            | Dormant             |
| <i>Joint venture</i>                               |                             |                 |                     |
| Nor.Web DPL Limited                                | Ordinary shares of £1 each  | 50%             | Dormant             |

There have been no changes to these shareholdings during the year and the address of the registered office of the investments above is Borrton Street, Stockport, SK1 2JD, with the exception of Nor.Web DPL Limited whose registered office is 304 Bridgewater Place, Birchwood Park, Warrington, WA3 6XG.

## Notes to the Financial Statements (continued)

### 15. Inter-company loan

| Company                         | 2020<br>£m | 2019<br>£m |
|---------------------------------|------------|------------|
| Loans to subsidiary undertaking | 683.4      | 676.4      |
| Impairment of loan (Note 9)     | (0.3)      | -          |
| Inter-company loans             | 683.1      | 676.4      |

The loans to subsidiary undertaking comprise amounts loaned to North West Electricity Networks plc, of £683.4m (2019: £676.4m). Of this, £200.0m carries interest at 10% per annum, maturing in 2027, £322.4m is interest free, maturing in 2027, and £161.0m carries interest at 7.37%, maturing in 2021.

#### Impairment

Financial assets measured at amortised cost are subject to impairment. The credit risk of the inter-company loan has been assessed as low. Accordingly, any loss allowance is measured at an amount equal to 12-month ECL. In determining the expected credit losses for this asset, the directors of the Company have taken into account the historical default experience, the financial position of the counterparty, as well as the future prospects of the industry, as appropriate, in estimating the probability of default and loss upon default.

In accordance with provisions within the inter-company loan agreement, the Company has requested the reimbursement of the impairment charges incurred to date (see Note 9). Similarly, NWEN (Finance), the parent company, has requested the reimbursement of the impairment charges it has incurred on the loan with the Company (Note 32)

### 16. Inventories

| Group                         | 2020<br>£m | 2019<br>£m |
|-------------------------------|------------|------------|
| Raw materials and consumables | 10.8       | 12.2       |

There is no inventory held in the Company (2019: same).

## Notes to the Financial Statements (continued)

### 17. Trade and other receivables

| Current assets                                    | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|---------------------|-----------------------|---------------------|-----------------------|
| Trade receivables (Note17)                        | 7.9                 | -                     | 5.3                 | -                     |
| Amounts owed by affiliated undertakings (Note 32) | 2.1                 | 13.5                  | 0.9                 | 13.1                  |
| Prepayments and accrued income                    | 49.8                | 0.1                   | 48.0                | -                     |
| Other taxation and social security                | 0.1                 | 0.1                   | -                   | -                     |
| <b>Balance at 31 March</b>                        | <b>59.9</b>         | <b>13.7</b>           | 54.2                | 13.1                  |

#### Group

The average credit period taken on sales is 14 days (2019: 14 days). Trade receivables do not carry interest and are stated net of allowances for doubtful receivables of £1.3m (2019: £1.3m) estimated by management based on known specific circumstances, past default experience and their assessment of the current economic environment.

At 31 March 2020, 44% of the Group trade receivables are past due but not impaired (2019: 69%); a balance of £2.4m (2019: £1.7m) is less than 30 days past due; a balance of £2.2m is greater than 30 days past due at 31 March 2020 (2019: £3.1m), against which an allowance for doubtful debt of £1.3m (2019: £1.3m) has been made.

The movement on the provision for impairment of Group trade receivables is as follows:

|  | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| Balance at 1 April                         | 1.3                 | -                     | 0.9                 | -                     |
| Amounts written off in the year            | (0.3)               | -                     | -                   | -                     |
| Amounts recognised in the income statement | 0.3                 | -                     | 0.4                 | -                     |
| <b>Balance at 31 March</b>                 | <b>1.3</b>          | -                     | 1.3                 | -                     |

The Group is required by Ofgem to accept any company as a counterparty that has obtained a trading licence regardless of their credit status. To mitigate the risk posed by this, all transactions with customers are governed by a contract which all customers are required by Ofgem to sign and adhere to.

Under the terms of the contract, the maximum unsecured credit that the Group may be required to give is 2% of the Regulatory Asset Value (RAV) of the Company. In addition, the contract makes provisions for the credit quality of customers and adjusts the credit value available to them based on credit ratings and payment history. Where a customer exceeds their agreed credit level, under the contract, the customer must provide collateral to mitigate the increased risk posed. As at 31 March 2020 £3.3m (2019: £2.2m) of cash had been received as security.

The RAV is calculated using the methodology set by Ofgem for each year of RIIO-ED1 (1 April 2015 to 31 March 2023) and for the year ended 31 March 2020 is £1,896m (2019: £1,820m) based on the actual retail price index (RPI) for March.

## Notes to the Financial Statements (continued)

### 17. Trade and other receivables (continued)

At 31 March 2020 £132.0m (2019: £133.8m) of unsecured credit limits had been granted to customers and the highest unsecured credit limit given to any single customer was £7.2m (2019: £6.9m). All of the customers granted credit of this level must have a credit rating of at least A- from Standard and Poor's and A3 from Moody's Investor Services or a guarantee from a parent company of an equivalent rating. Alternatively, the customer must be able to prove their creditworthiness on an ongoing basis.

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

#### Company

For further details of the amounts owed by Group undertakings see Note 32. There are no provisions against these receivables. No element of the balance is overdue.

### 18. Cash and cash equivalents and money market deposits

|                            | <b>Group</b> | <b>Company</b> | Group | Company |
|----------------------------|--------------|----------------|-------|---------|
|                            | <b>2020</b>  | <b>2020</b>    | 2019  | 2019    |
|                            | <b>£m</b>    | <b>£m</b>      | £m    | £m      |
| Cash and cash equivalents  | <b>71.7</b>  | <b>14.9</b>    | 34.4  | 11.2    |
| <b>Balance at 31 March</b> | <b>71.7</b>  | <b>14.9</b>    | 34.4  | 11.2    |

Cash and cash equivalents comprise cash at bank and in hand, deposits and other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of three months or less, net of any bank overdrafts which are payable on demand. Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the Statement of Financial Position.

The effective interest rate on all short-term deposits was a weighted average of 0.6% (2019: 0.9%) and these deposits had an average maturity of 64 days (2019: 81 days).

## Notes to the Financial Statements (continued)

### 19. Trade and other payables

|   | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|---------------------|-----------------------|---------------------|-----------------------|
| Trade payables                                    | 13.9                | -                     | 14.0                | -                     |
| Amounts owed to Group undertakings (Note 32)      | 11.2                | 13.3                  | 10.7                | 13.0                  |
| Amounts owed to subsidiary undertakings (Note 32) | -                   | 0.7                   | -                   | 0.7                   |
| Other taxation and social security                | 13.7                | -                     | 8.5                 | -                     |
| Customer contributions (Note 26)                  | 20.3                | -                     | 24.6                | -                     |
| Refundable customer deposits (Note 27)            | 3.3                 | -                     | 2.2                 | -                     |
| Accruals and deferred income                      | 80.6                | 0.9                   | 76.1                | -                     |
| <b>Balance at 31 March</b>                        | <b>143.0</b>        | <b>14.9</b>           | <b>136.1</b>        | <b>13.7</b>           |

Trade payables and accruals principally comprise amounts outstanding for capital purchases and ongoing costs. The average credit period in the year was 19 days from receipt of invoice (2019: 19 days).

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

### 20. Borrowings

This note provides information about the contractual terms of the Group's loans and borrowings. For more information about the Group's financial risk management and exposure to credit risk, liquidity risk and market risk see Note 22.

| Group and Company                      | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| <b>Current liabilities</b>             |                     |                       |                     |                       |
| Bank and other term borrowings         | 7.0                 | -                     | 6.8                 | -                     |
| Lease liabilities (Note 21)            | 1.9                 | -                     | -                   | -                     |
|  | <b>8.9</b>          | <b>-</b>              | <b>6.8</b>          | <b>-</b>              |
| <b>Non-current liabilities</b>         |                     |                       |                     |                       |
| Bonds                                  | 1,441.4             | -                     | 1,434.7             | (0.7)                 |
| Bank and other term borrowings         | 331.5               | 26.6                  | 253.0               | -                     |
| Lease liabilities (Note 21)            | 3.6                 | -                     | -                   | -                     |
| Amounts owed to parent undertaking     | 485.4               | 485.4                 | 507.2               | 507.2                 |
| Amounts owed to subsidiary undertaking | -                   | 179.6                 | -                   | 180.0                 |
|  | <b>2,261.9</b>      | <b>691.6</b>          | <b>2,194.9</b>      | <b>686.5</b>          |
| <b>Total borrowings</b>                | <b>2,270.8</b>      | <b>691.6</b>          | <b>2,201.7</b>      | <b>686.5</b>          |

## Notes to the Financial Statements (continued)

### 20. Borrowings (continued)

#### Carrying value by category

The carrying values by category of financial instruments were as follows:

|  | Nominal<br>value<br>£m | Interest<br>rate<br>% | Maturity<br>year | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|------------------------|-----------------------|------------------|---------------------|-----------------------|---------------------|-----------------------|
| <b>Borrowings measured at amortised cost</b> |                        |                       |                  |                     |                       |                     |                       |
| Bond   | 200.0                  | 8.875%                | 2026             | <b>197.5</b>        | -                     | 197.1               | -                     |
| Bond   | 250.0                  | 8.875%                | 2026             | <b>286.5</b>        | -                     | 291.5               | -                     |
| Bond   | 200.0                  | 6.125%                | 2021             | <b>199.3</b>        | -                     | 198.7               | -                     |
| Bond   | 180.0                  | 5.875%                | 2021             | <b>179.6</b>        | -                     | 179.3               | (0.7)                 |
| Index-linked bond                            | 100.0                  | 1.4746%+RPI           | 2046             | <b>150.3</b>        | -                     | 146.3               | -                     |
| Index-linked loan                            | 135.0                  | 1.5911%+RPI           | 2024             | <b>172.5</b>        | -                     | 168.8               | -                     |
| Index-linked loan                            | 50.0                   | 0.38% +RPI            | 2032             | <b>41.8</b>         | -                     | 44.1                | -                     |
| Index-linked loan                            | 50.0                   | 0%+RPI                | 2033             | <b>44.8</b>         | -                     | 46.9                | -                     |
| USPP bond                                    | 100.0                  | 4.07%                 | 2029             | <b>99.4</b>         | -                     | 99.3                | -                     |
| USPP bond                                    | 100.0                  | 4.17%                 | 2029             | <b>99.4</b>         | -                     | 99.3                | -                     |
| Index-linked USPP bond                       | 20.0                   | 1.40%+RPI             | 2034             | <b>22.4</b>         | -                     | 21.8                | -                     |
| Index-linked USPP bond                       | 85.0                   | 1.50%+RPI             | 2034             | <b>95.3</b>         | -                     | 92.7                | -                     |
| Index-linked PP bond                         | 100.0                  | 1.265%+RPI            | 2040             | <b>111.7</b>        | -                     | 108.9               | -                     |
| Bank facility                                | 210.0                  | Libor+2.75%           | 2026             | <b>26.6</b>         | <b>26.6</b>           | -                   | -                     |
| Revolving credit facility                    | 50.0                   | Libor+0.35%           | 2022             | <b>29.9</b>         | -                     | (0.1)               | -                     |
| Revolving credit facility                    | 50.0                   | Libor+0.73%           | 2022             | <b>22.9</b>         | -                     | (0.1)               | -                     |
| Lease liabilities (Note 21)                  |                        |                       |                  | <b>5.5</b>          | -                     | -                   | -                     |
| Amounts owed to parent undertaking           | 327.0                  | 0.0%                  | 2027             | <b>285.4</b>        | <b>285.4</b>          | 307.2               | 307.2                 |
| Amounts owed to parent undertaking           | 200.0                  | 10.0%                 | 2027             | <b>200.0</b>        | <b>200.0</b>          | 200.0               | 200.0                 |
| Amounts owed to subsidiary undertaking       | 180.0                  | 5.875%                | 2021             | -                   | <b>179.6</b>          | -                   | 180.0                 |
| <b>Total borrowings</b>                      |                        |                       |                  | <b>2,270.8</b>      | <b>691.6</b>          | 2,201.7             | 686.5                 |

## Notes to the Financial Statements (continued)

### 20. Borrowings (continued)

The following table provides a reconciliation of the opening and closing debt amounts.

|  | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| <b>At 1 April</b>  | <b>2,201.7</b>      | <b>686.5</b>          | 2,265.9             | 686.1                 |
| Remeasurement on transition to IFRS 9                              | -                   | -                     | (71.0)              | -                     |
| Recognition of lease liabilities on transition to IFRS 16 (Note 1) | <b>6.7</b>          | -                     | -                   | -                     |
| Proceeds from external borrowings                                  | <b>83.0</b>         | <b>30.0</b>           | -                   | -                     |
| Repayments of external borrowings                                  | <b>(7.0)</b>        | -                     | (6.7)               | -                     |
| Repayments of lease liabilities - capital (Note 1)                 | <b>(1.2)</b>        | -                     | -                   | -                     |
| Movement of inter-company loan from parent                         | <b>(21.8)</b>       | <b>(21.8)</b>         | -                   | -                     |
| Indexation (Note 9)  | <b>16.2</b>         | -                     | 17.0                | -                     |
| Amortisation of transaction costs, etc                             | <b>(6.8)</b>        | <b>(3.1)</b>          | (3.5)               | 0.4                   |
| <b>At 31 March</b>   | <b>2,270.8</b>      | <b>691.6</b>          | 2,201.7             | 686.5                 |

The 6.125% £200m bonds issued by ENW Finance plc are guaranteed by Electricity North West Ltd.

The 4.07% £100m tranche, 4.17% £100m tranche, 1.40%+RPI £20m tranche and 1.50%+RPI £85m tranche of the USPP and 1.265%+RPI £100m tranche PP are secured and guaranteed by ENW Capital Finance plc and NWEN Group Ltd.

The 5.875% £180m bonds are secured and guaranteed by both the Company and North West Electricity Networks (Finance) Ltd.

As at 31 March 2020, all other loans and borrowings are unsecured and are in sterling (2019: same). There were no formal bank overdraft facilities in place (2019: same). The fair values of the Group's financial instruments are shown in Note 22.

#### Borrowing facilities

The Group had £251.0m (2019: £124.0m) in unutilised committed bank facilities at 31 March 2020 of which £24.0m (2019: £24.0m) expires within one year, £227.0m (2019: £nil) expires after one year but less than two years and £nil (2019: £100.0m) expires in more than two years.

The Company had £180.0m (2019: £nil) in unutilised committed bank facilities at 31 March 2020, all of which expires after one year but less than two years.

Notes to the Financial Statements (continued)

21. Leases

|                                    | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|------------------------------------|---------------------|-----------------------|---------------------|-----------------------|
| <b>Lease assets:</b>               |                     |                       |                     |                       |
| Land and buildings                 | 2.5                 | -                     | -                   | -                     |
| Telecom                            | 0.2                 | -                     | -                   | -                     |
| Vehicles                           | 2.4                 | -                     | -                   | -                     |
| <b>Total assets (Note 13)</b>      | <b>5.1</b>          | <b>-</b>              | <b>-</b>            | <b>-</b>              |
| <b>Lease liabilities:</b>          |                     |                       |                     |                       |
| Land and buildings                 | 2.9                 | -                     | -                   | -                     |
| Telecom                            | 0.2                 | -                     | -                   | -                     |
| Vehicles                           | 2.4                 | -                     | -                   | -                     |
| <b>Total liabilities (Note 21)</b> | <b>5.5</b>          | <b>-</b>              | <b>-</b>            | <b>-</b>              |

IFRS 16 was adopted on 1 April 2019 and the modified retrospective approach has been applied without restatement of comparatives. The lease liabilities have been discounted at 5% for telecom, land and buildings, and at 6% for vehicles.

The following is an analysis of the maturity profile of the lease liabilities.

| Group and Company        | <1<br>year<br>£m | 1 – 2<br>years<br>£m | 2 – 3<br>years<br>£m | 3 – 4<br>years<br>£m | >4<br>years<br>£m | Total<br>£m |
|--------------------------|------------------|----------------------|----------------------|----------------------|-------------------|-------------|
| <b>At 31 March 2020:</b> |                  |                      |                      |                      |                   |             |
| <b>Total liabilities</b> | <b>1.9</b>       | <b>2.0</b>           | <b>0.7</b>           | <b>0.2</b>           | <b>0.7</b>        | <b>5.5</b>  |



## Notes to the Financial Statements (continued)

### 22. Financial instruments

The Group uses financial instruments to invest liquid asset balances, raise funding and manage the risks arising from its operations.

The principal risks to which the Group is exposed and which arise in the normal course of business include credit risk, liquidity risk and market risk, in particular interest rate risk and inflation risk. Derivative financial instruments are used to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile.

The Board has authorised the use of derivatives by the Group to reduce the risk of loss arising from changes in market risks, and for economic hedging reasons.

The accounting policy for derivatives is provided in Note 2.

#### Categories of financial instruments

| Group and Company                                  | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| <b>Financial assets:</b>                           |                     |                       |                     |                       |
| Cash and cash equivalents (Note 18)                | 71.7                | 14.9                  | 34.4                | 11.2                  |
| Trade and other receivables (Note 17)              | 50.3                | -                     | 47.3                | -                     |
| <b>Financial liabilities:</b>                      |                     |                       |                     |                       |
| Derivative instruments at FVTPL                    | (432.6)             | -                     | (422.8)             | -                     |
| Financial liabilities at amortised costs (Note 20) | (2,270.8)           | (691.6)               | (2,201.7)           | (686.5)               |
| Trade and other payables (Note 19)                 | (64.2)              | -                     | (66.0)              | -                     |

#### Control over financial instruments

The Group has a formal risk management structure, which includes the use of risk limits, reporting and monitoring requirements, mandates, and other control procedures. It is currently the responsibility of the Board to set and approve the risk management procedures and controls.

#### Risk management

All of the Group's activities involve analysis, acceptance and management of some degree of risk or combination of risks. The most significant types of financial risk are credit risk, liquidity risk and market risk. Market risk includes foreign exchange, interest rate, inflation and equity price risks.

The only material exposure the Group has to foreign exchange risk, or equity price risk, relates to the assets of the defined benefit pension scheme that are managed by the pension scheme investment managers.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and limits continually by means of reliable and up-to-date systems. The Group modifies and enhances its risk management policies and systems to reflect changes in markets and products. The Audit Committee is responsible for independently overseeing the activities in relation to Group risk management. The Group's treasury function, which is authorised to conduct the day-to-day treasury activities of the Group, reports on a regular basis to the Committee.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Risk management (continued)

The Group's processes for managing risk and the methods used to measure risk have not changed since the prior year. In the year, the Group's policies in relation to the management of credit risk, risk limits and minimum credit ratings of counterparties have been reviewed and updated as appropriate to reflect changes to market conditions and the associated level of perceived risks.

#### Credit risk

The Group takes on exposure to credit risk, which is the risk that financial loss arises from the failure of a customer or counterparty to meet its obligations under a contract as they fall due. Credit risk arises principally from trade finance and treasury activities. The Group has dedicated standards, policies and procedures to control and monitor credit risk.

#### Treasury activities

The counterparties under treasury activities consist of financial institutions. In accordance with IFRS, the Directors have considered and quantified the exposure of the Group to counterparty credit risk and a credit risk adjustment is made where required (see the section on Fair Values below). The exposure to counterparty credit risk is updated at each reporting date. Although the Group is potentially exposed to credit loss in the event of non-performance by counterparties, such credit risk is controlled through regular credit rating reviews of the counterparties and by limiting the total amount of exposure to any one party. Management does not anticipate any counterparty will fail to meet its obligations.

The Directors do not believe that the Group is exposed to any material concentrations of credit risk in relation to treasury investments, including amounts on deposit with counterparties. As at 31 March 2020, none (2019: none) of the Group's treasury portfolio exposure was either past due or impaired, and no terms had been re-negotiated with any counterparty. The Group has limits in place to ensure counterparties have a certain minimum credit rating, and individual exposure limits to ensure there is no concentration of credit risk.

The table below provides details of the ratings of the Group's treasury portfolio, including cash and cash equivalents, money market deposits and derivative asset positions (prior to IFRS 13 credit risk adjustment):

| Group | 2020<br>£m  | 2020<br>%    | 2019<br>£m | 2019<br>% |
|-------|-------------|--------------|------------|-----------|
| AAA   | 23.4        | 24.9         | 13.3       | 21.0      |
| AA    | -           | -            | -          | -         |
| AA-   | 2.8         | 3.0          | 15.3       | 24.2      |
| A+    | 33.7        | 35.9         | 10.0       | 15.8      |
| A     | 33.9        | 36.2         | 24.7       | 39.1      |
|       | <b>93.8</b> | <b>100.0</b> | 63.4       | 100.0     |

At 31 March 2020, £0.8m (2019: £11.2m) of the Company's treasury portfolio was invested with AA- and £14.2m (2019: nil) with A rated counterparties.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Trade receivables

Significant changes in the economy or in the utilities sector could result in losses not necessarily provided for at the Statement of Financial Position date. Credit risk in relation to trade receivables is considered to be relatively low, due to the small number of principal customers; there are only three (2019: three) principal customers, see Note 4. Each of these customers has a contract in place with the Group, and is required to provide collateral in the form of a cash deposit subject to the amounts due and their credit rating. Whilst the loss of one of the principal customers could have a significant impact on the Group, due to the small number of these, the exposure to such credit losses would be mitigated in most cases by the protection the regulator provides to cover such losses. Nonetheless, the credit management process must be closely adhered to, to avoid such circumstances, and the Group's management, therefore, closely monitor adherence to this process, including closely monitoring the credit worthiness of each of these customers.

At 31 March 2020 there were £4.6m receivables past due (2019: £4.8m) against which an allowance for doubtful debts of £1.3m has been made (2019: £1.3m).

#### Exposure to credit risk

The table below shows the maximum exposure to credit risk, represented by the carrying amount of each financial asset, in the Statement of Financial Position. For trade receivables, the value is net of any collateral held in cash deposits (see Note 17 for further details).

|  | 2020<br>Group<br>£m | 2020<br>Company<br>£m | 2019<br>Group<br>£m | 2019<br>Company<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| Trade receivables (Note 17)                  | 7.9                 | -                     | 5.3                 | -                     |
| Amounts owed by Group undertakings (Note 17) | 2.2                 | 13.5                  | 0.9                 | 13.1                  |
| Cash and cash equivalents (Note 18)          | 71.7                | 14.9                  | 34.4                | 11.2                  |
| <b>Balance at 31 March</b>                   | <b>81.8</b>         | <b>28.4</b>           | 40.6                | 24.3                  |

#### Liquidity risk

Liquidity risk is the risk that the Group will not have sufficient funds to meet the obligations or commitments resulting from its business operations or associated with its financial instruments, as they fall due. The Group manages the liquidity profile of its assets, liabilities and commitments so that cash flows are appropriately balanced and all funding obligations are met when due. This is achieved through maintaining a prudent level of liquid assets, and arranging funding facilities.

The Board is responsible for monitoring the maturity of liquidity and deposit funding balances and taking any action as appropriate. A long-term view of liquidity is provided by Group financial models which currently project cash flows out 28 years ahead, to the end of the Regulatory Period ending 31 March 2048. A medium-term view is provided by the Group business plan covering the remainder of the current Regulatory Period ending 31 March 2023, which is updated and approved annually by the Board. The Board has approved a liquidity framework within which the business operates, including the maintenance of a minimum of 18 months liquidity, subject to excluding any ENWL and ENW Finance plc debt maturing between 12 and 18 months whilst maintaining appropriate credit ratings.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

Available liquidity at 31 March was as follows:

|   | 2020<br>Group<br>£m | 2020<br>Company<br>£m | 2019<br>Group<br>£m | 2019<br>Company<br>£m |
|---|---------------------|-----------------------|---------------------|-----------------------|
| Cash and cash equivalents (Note 18)         | 71.7                | 14.9                  | 34.4                | 11.2                  |
| Committed undrawn bank facilities (Note 20) | 251.0               | 180.0                 | 124.0               | -                     |
| <b>Balance at 31 March</b>                  | <b>322.7</b>        | <b>194.9</b>          | 158.4               | 11.2                  |

Cash and cash equivalents comprise cash at bank and in hand, deposits and other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of less than three months, net of any un-presented cheques. There was no formal bank overdraft facility in place during the year (2019: none).

At 31 March 2020, the Group had committed undrawn bank facilities of £251.0m (2019: £124.0m), including £24.0m (2019: £24.0m) expiring within one year, £227m (2019: £nil) expiring after one year but less than two years and £nil (2019: £100.0m) expiring in more than two years.

At 31 March 2020, the Company had £180.0m (2019: £nil) in committed undrawn bank facilities, all expiring after one year but less than two years.

The Group gives consideration to the timing of scheduled payments to avoid the risks associated with the concentration of large cash flows within particular time periods. The Group uses economic hedges to ensure that certain cash flows can be matched.

The following is an analysis of the maturity profile of contractual cash flows of financial liabilities, including principal and interest payable under financial liabilities and derivative financial instruments on an undiscounted basis. Derivative cash flows have been shown net; all other cash flows are shown gross.

Notes to the Financial Statements (continued)

22. Financial instruments (continued)

| Group                              | <1 year<br>£m | 1 – 2<br>years<br>£m | 2 – 3<br>years<br>£m | 3 – 4<br>years<br>£m | >4<br>years<br>£m | Total<br>£m |
|------------------------------------|---------------|----------------------|----------------------|----------------------|-------------------|-------------|
| <b>At 31 March 2020:</b>           |               |                      |                      |                      |                   |             |
| Trade payables                     | (13.9)        | -                    | -                    | -                    | -                 | (13.9)      |
| Refundable customer deposits       | (3.3)         | -                    | -                    | -                    | -                 | (3.3)       |
| Amounts owed to parent undertaking | (30.3)        | (20.0)               | (20.0)               | (20.1)               | (559.8)           | (650.2)     |
| Bonds                              | (76.4)        | (445.0)              | (53.6)               | (53.6)               | (1,253.9)         | (1,882.5)   |
| Borrowings and overdrafts          | (64.2)        | (10.9)               | (10.9)               | (183.5)              | (92.4)            | (361.9)     |
| Derivative financial instruments   | 8.2           | 2.7                  | (11.0)               | (43.5)               | (272.4)           | (316.0)     |
|                                    | (179.9)       | (473.2)              | (95.5)               | (300.7)              | (2,178.5)         | (3,227.8)   |

|                                    |         |        |         |        |           |           |
|------------------------------------|---------|--------|---------|--------|-----------|-----------|
| <b>At 31 March 2019:</b>           |         |        |         |        |           |           |
| Trade payables                     | (14.0)  | -      | -       | -      | -         | (14.0)    |
| Refundable customer deposits       | (2.2)   | -      | -       | -      | -         | (2.2)     |
| Amounts owed to parent undertaking | (30.3)  | (20.0) | (20.0)  | (20.0) | (601.6)   | (691.9)   |
| Bonds                              | (76.3)  | (76.3) | (444.9) | (53.5) | (1,296.4) | (1,947.4) |
| Borrowings and overdrafts          | (9.6)   | (9.6)  | (9.6)   | (9.6)  | (236.3)   | (274.7)   |
| Derivative financial instruments   | 8.5     | 8.4    | 3.3     | (9.4)  | (275.8)   | (265.0)   |
| Cash collateral                    | -       | -      | -       | -      | -         | -         |
|                                    | (123.9) | (97.5) | (471.2) | (92.5) | (2,410.1) | (3,195.2) |

| Company                            | <1 year<br>£m | 1 – 2<br>years<br>£m | 2 – 3<br>years<br>£m | 3 – 4<br>years<br>£m | >4 years<br>£m | Total<br>£m |
|------------------------------------|---------------|----------------------|----------------------|----------------------|----------------|-------------|
| <b>At 31 March 2020:</b>           |               |                      |                      |                      |                |             |
| Amounts owed to parent undertaking | (30.3)        | (20.0)               | (20.0)               | (20.1)               | (559.8)        | (650.2)     |
| Amount owed to subsidiary          | (10.6)        | (185.3)              | -                    | -                    | -              | (195.9)     |
| Borrowings and overdrafts          | (1.1)         | (1.1)                | (1.1)                | (1.1)                | (32.7)         | (37.1)      |
|                                    | (42.0)        | (206.4)              | (21.1)               | (21.2)               | (592.5)        | (883.2)     |

|                                    |        |        |         |        |         |         |
|------------------------------------|--------|--------|---------|--------|---------|---------|
| <b>At 31 March 2019:</b>           |        |        |         |        |         |         |
| Amounts owed to parent undertaking | (30.3) | (20.0) | (20.0)  | (20.0) | (601.6) | (691.9) |
| Amount owed to subsidiary          | (10.6) | (10.6) | (185.3) | -      | -       | (206.5) |
|                                    | (40.9) | (30.6) | (205.3) | (20.0) | (601.6) | (898.4) |

## **Notes to the Financial Statements (continued)**

### **22. Financial instruments (continued)**

#### **Market risk**

Market risk is the risk that future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market prices. Market prices include foreign exchange rates, interest rates, inflation, equity and commodity prices. The main types of market risk to which the Group is exposed are interest rate risk and inflation risk, and these are explained below.

The Board is required to review and approve policies for managing these risks on an annual basis. The Board approves all new interest rate swaps and index-linked swaps entered into. The management of market risk is undertaken by reference to risk limits, approved by the Chief Financial Officer or Treasurer under delegated authority from the Board.

The Group has no significant foreign exchange, equity or commodity exposure.

The Group borrows in the major global debt markets at fixed, index-linked and floating rates of interest, using derivatives, where appropriate, to generate the desired effective interest basis.

#### **Interest rate risk**

Interest rate risk is the risk that either future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market interest rates. The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. The Group's fixed rate borrowings and derivatives are exposed to a risk of change in their fair value due to changes in interest rates. Investments in short-term receivables and payables are not exposed to interest rate risk due to their short-term nature.

The Group uses derivative financial instruments to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile. The cash flows exchanged under the derivatives are calculated by reference to a notional principal amount. The notional principal reflects the extent of the Group's involvement in the instruments, but does not represent its exposure to credit risk, which is assessed by reference to the fair value.

#### **Sensitivity analysis on interest**

The following sensitivity analysis is used by Group management to monitor interest rate risk and shows the amount by which the fair value of items recorded on the Statement of Financial Position at fair value would be adjusted for a given interest rate movement. As fair value movements are taken to the income statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve, a range in outcomes that management deem reasonably possible within the next financial year.

| Group                               | 2020          |             |             | 2019          |             |             |
|-------------------------------------|---------------|-------------|-------------|---------------|-------------|-------------|
|                                     | -0.5%         | +0.5%       | +1%         | -0.5%         | +0.5%       | +1%         |
| Change in interest rates            | £m            | £m          | £m          | £m            | £m          | £m          |
| Interest rate swaps                 | (0.3)         | 0.3         | 0.6         | (0.4)         | 0.3         | 0.7         |
| Inflation-linked swaps              | (57.7)        | 52.0        | 99.0        | (66.7)        | 46.3        | 94.5        |
| <b>Total finance expense impact</b> | <b>(58.0)</b> | <b>52.3</b> | <b>99.6</b> | <b>(67.1)</b> | <b>46.6</b> | <b>95.2</b> |

The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. At 31 March 2020, the Group had £83.0m floating rate borrowings (2019: £nil). The analysis below shows the impact on profit for the year if interest rates over the course of the year had been different from the actual rates.

| Group and Company             | 2020         |            |            | 2019     |          |          |
|-------------------------------|--------------|------------|------------|----------|----------|----------|
|                               | -0.5%        | +0.5%      | +1%        | -0.5%    | +0.5%    | +1%      |
| Change in interest rates      | £m           | £m         | £m         | £m       | £m       | £m       |
| Floating rate borrowings      | (0.1)        | 0.1        | 0.3        | -        | -        | -        |
| <b>Total cash flow impact</b> | <b>(0.1)</b> | <b>0.1</b> | <b>0.3</b> | <b>-</b> | <b>-</b> | <b>-</b> |

Although the above measures provide an indication of the Group's exposure to market risk, such measures are limited due to the long-term nature of many of the financial instruments and the uncertainty over future market rates.

Index-linked debt is carried at amortised cost and as such the Statement of Financial Position in relation to this debt is not exposed to movements in interest rates.

#### Inflation risk

The Group's revenues are linked to movements in inflation, as measured by the Retail Prices Index (RPI). To economically hedge exposure to RPI, the company links a portion of its funding costs to RPI by either issuing RPI linked bonds or by using derivative financial instruments. The Group's index-linked swaps are exposed to a risk of change in their fair value and future cash flows due to changes in inflation rates. The Group's revenues are linked to RPI via returns on the Regulated Asset Value (RAV) and an increase in RPI would increase revenues, mitigating any increase in finance expense.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Sensitivity analysis on inflation

The Group's inflation-linked derivatives are exposed to a risk of change in their fair value due to changes in inflation rates. The following sensitivity analysis is used by Group management to monitor inflation rate risk. The analysis below shows forward-looking projections of market risk assuming certain market conditions occur. The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve, a range in outcomes that managements deem reasonably possible within the next financial year.

| Group<br>Change in inflation rates  | 2020        |               |                | 2019        |               |                |
|-------------------------------------|-------------|---------------|----------------|-------------|---------------|----------------|
|                                     | -0.5%<br>£m | +0.5%<br>£m   | +1%<br>£m      | -0.5%<br>£m | +0.5%<br>£m   | +1%<br>£m      |
| Inflation-linked swaps              | 66.6        | (73.2)        | (153.7)        | 42.8        | (45.3)        | (100.6)        |
| <b>Total finance expense impact</b> | <b>66.6</b> | <b>(73.2)</b> | <b>(153.7)</b> | <b>42.8</b> | <b>(45.3)</b> | <b>(100.6)</b> |

The sensitivity analysis above shows the amount by which the fair value of items recorded on the Statement of Financial Position at fair value would be adjusted for a given inflation rate movement. As fair value movements are taken to the Income Statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

The Group's inflation-linked borrowings and derivatives are exposed to a risk of change in cash flows due to changes in inflation rates. The analysis below shows the impact on profit for the year if inflation rates over the course of the year had been different from the actual rates. The change in indexation has a corresponding impact on the carrying value of the inflation-linked debt.

| Group<br>Change in inflation rates                 | 2020        |              |              | 2019        |              |              |
|--|-------------|--------------|--------------|-------------|--------------|--------------|
|  | -0.5%<br>£m | +0.5%<br>£m  | +1%<br>£m    | -0.5%<br>£m | +0.5%<br>£m  | +1%<br>£m    |
| Inflation-linked borrowings –<br>indexation charge | 3.2         | (3.2)        | (6.4)        | 3.2         | (3.2)        | (4.0)        |
| Inflation-linked borrowings – interest<br>charge   | -           | -            | (0.1)        | -           | -            | (0.1)        |
| Inflation-linked swaps – interest<br>charge        | 0.1         | (0.1)        | (0.1)        | 0.1         | (0.1)        | (0.1)        |
| <b>Total finance expense impact</b>                | <b>3.3</b>  | <b>(3.3)</b> | <b>(6.6)</b> | <b>3.3</b>  | <b>(3.3)</b> | <b>(4.2)</b> |



## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Change in liabilities arising from financing activities

The table below shows changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

| Group                     | Non-cash changes             |                               |   |                              |                  |                        | At 31<br>March<br>2020<br>£m |
|---------------------------|------------------------------|-------------------------------|---|------------------------------|------------------|------------------------|------------------------------|
|                           | At 31<br>March<br>2019<br>£m | Financing<br>cash flows<br>£m | Amounts<br>on<br>transition<br>to IFRS 16<br>£m | Fair value<br>movement<br>£m | Indexation<br>£m | Other<br>changes<br>£m |                              |
| Bonds                     | 1,434.7                      | -                             | -   | -                            | 10.1             | (3.4)                  | 1,441.4                      |
| Bank borrowings           | 259.8                        | 76.0                          | -   | -                            | 6.1              | (3.4)                  | 338.5                        |
| Lease liabilities         | -                            | (1.2)                         | 6.7   | -                            | -                | -                      | 5.5                          |
| Amounts owed<br>to parent | 507.2                        | (21.8)                        | -   | -                            | -                | -                      | 485.4                        |
| Derivatives               | 422.8                        | -                             | -   | 9.8                          | -                | -                      | 432.6                        |
|                           | <b>2,624.5</b>               | <b>53.0</b>                   | <b>6.7</b>                                      | <b>9.8</b>                   | <b>16.2</b>      | <b>(6.8)</b>           | <b>2,703.4</b>               |

| Group                     | Non-cash changes             |                               |  |                              |                  |                        | At 31<br>March<br>2019<br>£m |
|---------------------------|------------------------------|-------------------------------|--|------------------------------|------------------|------------------------|------------------------------|
|                           | At 31<br>March<br>2018<br>£m | Financing<br>cash flows<br>£m | Amounts<br>on<br>transition<br>to IFRS 9<br>£m | Fair value<br>movement<br>£m | Indexation<br>£m | Other<br>changes<br>£m |                              |
| Bonds                     | 1,498.9                      | -                             | (71.0)   | -                            | 10.2             | (3.4)                  | 1,434.7                      |
| Bank borrowings           | 259.8                        | (6.7)                         | -  | -                            | 6.8              | (0.1)                  | 259.8                        |
| Lease liabilities         | -                            | -                             | -  | -                            | -                | -                      | -                            |
| Amounts owed<br>to parent | 507.2                        | -                             | -  | -                            | -                | -                      | 507.2                        |
| Derivatives               | 378.2                        | -                             | -  | 44.6                         | -                | -                      | 422.8                        |
|                           | <b>2,644.1</b>               | <b>(6.7)</b>                  | <b>(71.0)</b>                                  | <b>44.6</b>                  | <b>17.0</b>      | <b>(3.5)</b>           | <b>2,624.5</b>               |

Notes to the Financial Statements (continued)

22. Financial instruments (continued)

| Company                    | Non-cash changes       |                            |  |                           |                  |                     | At 31 March 2020<br>£m |
|----------------------------|------------------------|----------------------------|--|---------------------------|------------------|---------------------|------------------------|
|                            | At 31 March 2019<br>£m | Financing cash flows<br>£m | Amounts on transition to IFRS 16<br>£m | Fair value movement<br>£m | Indexation<br>£m | Other changes<br>£m |                        |
| Bonds                      | (0.7)                  | -                          | -                                      | -                         | -                | 0.7                 | -                      |
| Bank borrowings            | -                      | 30.0                       | -                                      | -                         | -                | (3.4)               | 26.6                   |
| Amounts owed to parent     | 507.2                  | (21.8)                     | -                                      | -                         | -                | -                   | 485.4                  |
| Amounts owed to subsidiary | 180.0                  | -                          | -                                      | -                         | -                | (0.4)               | 179.6                  |
|                            | <b>686.5</b>           | <b>8.2</b>                 | -                                      | -                         | -                | <b>(3.1)</b>        | <b>691.6</b>           |

| Company                    | Non-cash changes       |                            |                                       |                           |                  |                     | At 31 March 2019<br>£m |
|----------------------------|------------------------|----------------------------|---------------------------------------|---------------------------|------------------|---------------------|------------------------|
|                            | At 31 March 2018<br>£m | Financing cash flows<br>£m | Amounts on transition to IFRS 9<br>£m | Fair value movement<br>£m | Indexation<br>£m | Other changes<br>£m |                        |
| Bonds                      | -                      | -                          | -                                     | -                         | -                | (0.7)               | (0.7)                  |
| Bank borrowings            | -                      | -                          | -                                     | -                         | -                | -                   | -                      |
| Amounts owed to parent     | 507.2                  | -                          | -                                     | -                         | -                | -                   | 507.2                  |
| Amounts owed to subsidiary | 178.9                  | -                          | -                                     | -                         | -                | 1.1                 | 180.0                  |
|                            | <b>686.1</b>           | -                          | -                                     | -                         | -                | <b>0.4</b>          | <b>686.5</b>           |

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Derivative financial instruments

The Group uses derivative financial instruments to change the basis of interest cash flows from fixed to inflation-linked to more accurately match the revenue profile. The table below summarises the various external derivatives held by the Group at 31 March 2020 (2019: same); each category includes multiple instruments and the pay leg rate stated is the aggregate rate for that category.

| Notional | Number | Type          | Maturity | Pay Leg                     | Receive Leg            | Accretion  |
|----------|--------|---------------|----------|-----------------------------|------------------------|--|
| £200m*   | 14     | Index-linked  | 2038     | 3.56% + RPI,<br>semi-annual | 6.125%,<br>semi-annual | 5-yearly,<br>next due July 2022<br>7-yearly,<br>next due July 2023 |
| £100m**  | 4      | Index-linked  | 2050     | 1.51%+RPI,<br>semi-annual   | 8.875%,<br>annual      | 10-yearly,<br>next due Sept 2030                                   |
| £150m    | 5      | Interest rate | 2029     | 3.52%,<br>semi-annual       | 2.60%,<br>Semi-annual  | n/a  |

\*6.125% up to and including the 21 July 2021 settlement date, then changes to 6m Libor for the remaining term of the instruments.

\*\*8.875% up to and including the 26 March 2026 settlement date, then changes to 6m Libor for the remaining term of the instruments.

#### Hedging

The Group does not use derivative financial instruments for speculative purposes, and has not pledged collateral in relation to any of its derivative instruments. At 31 March 2020, the Group's derivatives are not designated in formal hedging relationships (2019: same), and instead are measured at fair value through the Income Statement.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

#### Fair values

The tables below provide a comparison of the book values and fair values of the Group's financial instruments by category as at the Statement of Financial Position date. Cash and cash equivalents, trade and other receivables and trade and other payables are excluded as the book values approximate to the fair values because of their short-term nature.

| Group   | 2020<br>Carrying<br>value<br>£m | 2020<br>Fair<br>value<br>£m | 2019<br>Carrying<br>value<br>£m | 2019<br>Fair<br>value<br>£m |
|---|---------------------------------|-----------------------------|---------------------------------|-----------------------------|
| <b>Non-current liabilities:</b>                 |                                 |                             |                                 |                             |
| Borrowings measured at amortised cost (Note 20) | (1,779.9)                       | (2,044.7)                   | (2,208.5)                       | (2,479.5)                   |
| Amounts due to parent undertaking (Note 20)     | (485.4)                         | (485.4)                     | (507.2)                         | (507.2)                     |
| Derivative financial instruments                | (432.6)                         | (432.6)                     | (422.8)                         | (422.8)                     |
|   | <b>(2,697.9)</b>                | <b>(2,962.7)</b>            | <b>(3,138.5)</b>                | <b>(3,409.5)</b>            |

The value of derivatives is disclosed gross of any collateral held. At 31 March 2020, the group held £nil (2019: £nil) as collateral in relation to derivative financial instruments, included within current liabilities (see Note 19). The cash collateral does not meet the offsetting criteria in IAS 32:42, but it can be set off against the net amount of the derivatives in the case of default and insolvency or bankruptcy, in accordance with associated collateral arrangements.

| Company   | 2020<br>Carrying<br>value<br>£m | 2020<br>Fair<br>value<br>£m | 2019<br>Carrying<br>value<br>£m | 2019<br>Fair<br>value<br>£m |
|---|---------------------------------|-----------------------------|---------------------------------|-----------------------------|
| <b>Non-current liabilities</b>                  |                                 |                             |                                 |                             |
| Borrowings measured at amortised cost (Note 20) | 26.6                            | 26.6                        | -                               | -                           |
| Amounts due to parent undertaking (Note 20)     | (485.4)                         | (485.4)                     | (507.2)                         | (507.2)                     |
| Amounts due to subsidiary undertaking (Note 20) | (179.6)                         | (179.6)                     | (180.0)                         | (180.0)                     |
|   | <b>(638.4)</b>                  | <b>(638.4)</b>              | <b>(687.2)</b>                  | <b>(687.2)</b>              |

## **Notes to the Financial Statements (continued)**

### **22. Financial instruments (continued)**

#### **Fair value measurements recognised in the Statement of Financial Position**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from 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); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Where available, market values have been used to determine fair values (see Level 1 in the fair value hierarchy above).

Where market values are not available, fair values have been calculated by discounting future cash flows at prevailing interest and RPI rates sourced from market data (see Level 2 in the fair value hierarchy above) in accordance with IFRS 13, an adjustment for non-performance risk has then been made to give the fair value.

The non-performance risk has been quantified by calculating either a credit valuation adjustment (CVA) based on the credit risk profile of the counterparty, or a debit valuation adjustment (DVA) based on the credit risk profile of the relevant group entity, using market-available data.

Whilst the majority of the inputs to the CVA and DVA calculations meet the criteria for Level 2 inputs, certain inputs regarding the Group's credit risk are deemed to be Level 3 inputs, due to the lack of market-available data. The credit risk profile of the Group has been built using the few market-available data points, e.g. credit spreads on the listed bonds, and then extrapolated over the term of the derivatives. It is this extrapolation that is deemed to be Level 3. All other inputs to both the underlying valuation and the CVA and DVA calculations are Level 2 inputs.

For certain derivatives, the Level 3 inputs form an insignificant part of the fair value and, as such, these derivatives are disclosed as Level 2. Otherwise, the derivatives are disclosed as Level 3.

The adjustment for non-performance risk, as at 31 March 2020, is £107.3m (2019: £101.1m), of which £106.3m (2019: £100.3m) is classed as Level 3.

On entering certain derivatives, the valuation technique used resulted in a fair value loss. As this, however, was neither evidenced by a quoted price nor based on a valuation technique using only data from observable markets, this loss on initial recognition was not recognised. This was supported by the transaction price of nil. This difference is being recognised in profit or loss on a straight-line basis over the life of the derivatives. The aggregate difference yet to be recognised in profit or loss is £53.8m (2019: £56.2m). The movement in the period all relates to the straight-line release to profit or loss.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

| Group                                    | 2020<br>£m | 2019<br>£m |
|--|------------|------------|
| FV of derivatives pre IFRS 13 adjustment | (593.7)    | (580.1)    |
| CVA/DVA                                  | 107.3      | 101.1      |
| Day 1                                    | 53.8       | 56.2       |
| IFRS 13 FV of derivatives                | (432.6)    | (422.8)    |

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

| Group                                   | Level 1<br>£m | Level 2<br>£m | Level 3<br>£m | Total<br>£m |
|---|---------------|---------------|---------------|-------------|
| <b>At 31 March 2020</b>                 |               |               |               |             |
| Derivative financial liabilities        |               |               |               |             |
| - £300m notional inflation-linked swaps | -             | (12.6)        | (407.1)       | (419.7)     |
| - £150m notional interest rate swaps    | -             | (12.9)        | -             | (12.9)      |
|   | -             | (25.5)        | (407.1)       | (432.6)     |
| <b>At 31 March 2019</b>                 |               |               |               |             |
| Derivative financial liabilities        |               |               |               |             |
| - £300m notional inflation-linked swaps | -             | (9.2)         | (399.9)       | (409.1)     |
| - £150m notional interest rate swaps    | -             | (13.7)        | -             | (13.7)      |
|   | -             | (22.9)        | (399.9)       | (422.8)     |

The Company holds no derivative financial instruments (2019: same).

The following table provides a reconciliation of the fair value amounts disclosed as Level 3.

| Group                                       | 2020<br>£m     | 2019<br>£m     |
|---|----------------|----------------|
| <b>At 1 April</b>                           | <b>(399.9)</b> | <b>(329.1)</b> |
| Transfers into Level 3 from Level 2         | -              | (30.0)         |
| Transfers from Level 3 into Level 2         | -              | 2.3            |
| Total gains or losses in profit or loss;    |                |                |
| - On transfers into Level 3 from Level 2    | -              | (8.2)          |
| - On instruments carried forward in Level 3 | (7.2)          | (34.9)         |
| <b>At 31 March</b>                          | <b>(407.1)</b> | <b>(399.9)</b> |

The movement in the fair values of the derivative portfolio was solely due to fair value movements; there were no additional swaps entered, nor any swaps closed out, during the year.

## Notes to the Financial Statements (continued)

### 22. Financial instruments (continued)

The following table shows the sensitivity of the fair values of derivatives disclosed as Level 3 to the Level 3 inputs, determined by applying a 10bps shift to the credit curve used to calculate the DVA.

| Group                  | 2020   | 2020   | 2019   | 2019   |
|------------------------|--------|--------|--------|--------|
|                        | -10bps | +10bps | -10bps | -10bps |
|                        | £m     | £m     | £m     | £m     |
| Inflation-linked swaps | (2.0)  | 1.9    | (2.2)  | 2.1    |

### Fair value measurements disclosed but not recognised in the Statement of Financial Position

| Group and Company                     | Level 1   | Level 2 | Level 3 | Total     |
|---------------------------------------|-----------|---------|---------|-----------|
|                                       | £m        | £m      | £m      | £m        |
| <b>At 31 March 2020:</b>              |           |         |         |           |
| Borrowings measured at amortised cost | (2,044.7) | -       | -       | (2,044.7) |
| <b>At 31 March 2019:</b>              |           |         |         |           |
| Borrowings measured at amortised cost | (2,472.7) | -       | -       | (2,472.7) |

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes

#### Group

##### Nature of Scheme

The Group's defined benefit arrangement is the Electricity North West Group of the ESPS ("the Scheme") and forms part of the Electricity Supply Pension Scheme (ESPS). Up to 31 March 2011 the Scheme was split into two sections. However, following the 'hive-up' of the assets and liabilities of Electricity North West Number 1 Company Ltd to the Company and the termination of the Asset Services Agreement between the two companies on 31 March 2011, the two sections were merged as at that date.

The Scheme contains both a defined benefit section and a defined contribution section. The defined benefit section of the Scheme closed to new entrants on 1 September 2006, with new employees of the Group subsequently provided with access to the defined contribution section.

The defined benefit section is a UK funded final salary arrangement providing pensions and lump sums to members and dependants. The defined benefit section is a separate fund that is legally separated from the entity. The Trustee board of the Scheme is composed of representatives from both the employer and members of the Scheme. Under the Pensions Act 2004 at least one third of the Trustee Board must be member nominated and the Trustee Board has made the necessary arrangements to fulfil this obligation. The Trustee Board of the Scheme is required by law to act in the interest of the Scheme and all relevant stakeholders of the Scheme, i.e. active employees, retirees and employers. The Trustee Board is responsible for the operation, funding and investment strategy of the Scheme.

During the year, the scheme completed a pensioner buy-in for around 80% of the its pensioner liabilities. This has the effect of removing longevity and investment risks for this part of the membership. The gross liability remains recognised on the balance sheet, with an equivalent insurance asset recognised. The impact of the purchase of the pensioner buy-in has been recognised as part of Other Comprehensive Income in the year.

During the year the Group made contributions of £30.3m (2019: £30.8m) to the defined benefit section of the Scheme. This includes £18.3m (2019: £17.8m) of deficit contributions. The Group estimates that contributions for the year ending 31 March 2021 will amount to around £29.8m which includes £18.9m of expected deficit contribution payments. The total defined benefit pension expense for the year was £15.2m(2019: £21.2m). No Executive Directors were part of the defined benefit scheme.

As at 31 March 2020 contributions of £2.5m (2019: £2.5m) relating to the current reporting period had not been paid over to the defined benefit Scheme.

Defined benefit assets are measured at fair value while liabilities are measured at present value. The difference between the two amounts is recognised as a surplus or obligation in the Statement of Financial Position.

The most recent triennial funding valuation of the scheme was carried out as at 31 March 2019 and identified a shortfall of £69.5m against the Trustee Board's statutory funding objective. In addition to the timing of the two valuations, the contributions made in the period and the return on assets, the main difference is due to the different assumptions used by the IAS 19 and the funding valuation. In the event of underfunding, the Group must agree a deficit recovery plan with the Trustee Board within statutory deadlines. As part of the 2019 actuarial valuation, the Group agreed to eliminate the shortfall by paying additional annual contributions in the period to March 2023.



## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

#### Funding the liabilities

UK legislation requires the Trustee Board to carry out valuations at least every three years and to target full funding against a basis that prudently reflects the Scheme's risk exposure. The most recent valuation was carried out as at 31 December 2019 and identified a shortfall of £69.5m against the Trustee Board's statutory funding objective. In the event of underfunding the Group must agree a deficit recovery plan with the Trustee Board within statutory deadlines. As part of the 2019 actuarial valuation the Group agreed to remove the shortfall by paying annual contributions to 2023.

The results of the 2019 funding valuation have been projected forward by an independent actuary to take account of the requirements of revised IAS 19 'Employee Benefits' in order to assess the position as at 31 March 2020 for the purpose of these financial statements. The present value of the defined benefit obligation, the related current service cost and the past service cost were measured using the projected unit credit method. A pension deficit under IAS 19 (revised 2011) of £26.2m is included in the Statement of Financial Position at 31 March 2020 (2019: surplus of £32.8m).

The weighted average duration of the defined benefit obligation is approximately 17 years (2019: 19 years).

#### Investment risks

The Scheme has an investment strategy to aim to match pensioner and other liabilities with lower risk cash flow investments and to invest liabilities in respect of active members into return seeking assets. As active members retire, then a switch of investments would be carried out.

The Company recognises that the interests of customers, who ultimately fund pension costs, should be given full recognition in determining the investment strategy. The Company works in collaboration with the Independent Scheme Trustee to ensure these interests are considered alongside those of the members of the pension scheme.

#### Other risks

The Scheme exposes the Group to risks, such as longevity risk, inflation risk, interest rate risk and investment risk. As the Scheme's obligation is to provide lifetime pension benefits to members upon retirement, increases in life expectancy will result in an increase in the Scheme's liabilities. Other assumptions used to value the defined benefit obligation are also uncertain.

These risks are managed through de-risking and hedging strategies and are measured and reported at Board level. In particular in October 2019 the Scheme completed a pensioner buy-in with Scottish Widows for around 80% of the Scheme's pensioner liabilities. This had the effect of removing longevity and investment risks for this part of the membership.

#### Winding up

Although currently there are no plans to do so, the Scheme could be wound up in which case the benefits would have to be bought out with an insurance company. The cost of buying-out benefits would be significantly more than the defined benefit surplus calculated in accordance with IAS 19 (revised 2011).

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

#### COVID-19 risks

The COVID-19 pandemic began to unfold in early 2020 and continues to progress. The negative impact on asset valuations through March was significant. For traded asset classes, a value as at 31 March was available and has been used in the pension scheme asset valuation. However, the scheme also contains a number of unquoted asset classes, especially in real estate, the valuation of which is less certain. Independent investment manager expertise has guided the asset valuations used for these less liquid assets.

#### Defined Contribution arrangements

All assets within the defined contribution section of the Scheme are held independently from the Group.

The total cost charged to the Income Statement in relation to the defined contribution section for the year ended 31 March 2020 was £5.6m (2019: £4.9m) and represents contributions payable to the Scheme at rates specified in the rules of the Scheme. As at 31 March 2020 contributions of £nil (2019: £nil) due in respect of the current reporting period had not been paid over to the defined contribution Scheme.

#### Defined Benefits employee benefits

The reconciliation of the opening and closing Statement of Financial Position is as follows:

| Group   | 2020<br>£m    | 2019<br>£m |
|---|---------------|------------|
| <b>At 1 April</b>   | <b>32.8</b>   | (18.2)     |
| Expense recognised in the Statement of Comprehensive Income | (15.2)        | (21.2)     |
| Contributions paid  | 30.3          | 30.8       |
| Total re-measurement included in Other Comprehensive Income | (74.1)        | 41.4       |
| <b>At 31 March</b>  | <b>(26.2)</b> | 32.8       |

The balance recognised in the Statement of Financial Position is as follows:

| Group and Company  | 2020<br>£m | 2019<br>£m |
|--|------------|------------|
| Present value of defined benefit obligations                   | (1,317.9)  | (1,372.1)  |
| Fair value of plan assets                                      | 1,291.7    | 1,405.9    |
| Net (liability)/ asset arising from defined benefit obligation | (26.2)     | 32.8       |

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

Movements in the fair value of the Group defined benefit obligations are as follows:

| Group  | 2020<br>£m     | 2019<br>£m |
|--|----------------|------------|
| <b>At 1 April</b>                            | <b>1,372.1</b> | 1,388.2    |
| Current service cost                         | <b>15.0</b>    | 15.5       |
| Interest expense                             | <b>32.3</b>    | 35.4       |
| Member contributions                         | <b>1.6</b>     | 1.7        |
| Past service cost:                           |                |            |
| Augmentation                                 | -              | 0.6        |
| GMP equalisation                             | -              | 4.1        |
| Re-measurement:                              |                |            |
| Effect of changes in demographic assumptions | <b>12.4</b>    | (68.2)     |
| Effect of changes in financial assumptions   | <b>(43.4)</b>  | 71.3       |
| Effect of experience adjustments             | <b>(6.5)</b>   | -          |
| Benefits paid                                | <b>(65.6)</b>  | (76.5)     |
| <b>At 31 March</b>                           | <b>1,317.9</b> | 1,372.1    |

The liability value as at 31 March is made up of the following approximate splits:

| Group                                  | 2020<br>£m     | 2019<br>£m |
|--|----------------|------------|
| Liabilities owing to active members    | <b>394.0</b>   | 473.6      |
| Liabilities owing to deferred members  | <b>83.0</b>    | 70.5       |
| Liabilities owing to pensioner members | <b>840.9</b>   | 828.0      |
| <b>Total liability at 31 March</b>     | <b>1,317.9</b> | 1,372.1    |

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

Movements in the fair value of the Group Pension Scheme assets were as follows:

| Group  | 2020<br>£m     | 2019<br>£m     |
|--|----------------|----------------|
| At 1 April                                     | 1,404.9        | 1,370.0        |
| Interest income                                | 33.3           | 35.1           |
| Return on plan assets (net of interest income) | (111.6)        | 44.5           |
| Employer contributions                         | 30.3           | 30.8           |
| Member contributions                           | 1.6            | 1.7            |
| Benefits paid                                  | (65.6)         | (76.5)         |
| Administration expenses                        | (1.2)          | (0.7)          |
| <b>At 31 March</b>                             | <b>1,291.7</b> | <b>1,404.9</b> |

The net pension expense before taxation recognised in the Income Statement, before capitalisation, in respect of the Scheme is summarised as follows:

| Group                                      | 2020<br>£m    | 2019<br>£m    |
|--|---------------|---------------|
| Current service cost                       | (15.0)        | (15.5)        |
| Past service cost:                         |               |               |
| Augmentation                               | -             | (0.6)         |
| GMP equalisation                           | -             | (4.1)         |
| Interest income on plan assets             | 33.3          | 35.1          |
| Interest (expense) on Scheme obligations   | (32.3)        | (35.4)        |
| Administration expenses                    | (1.2)         | (0.7)         |
| <b>Net pension expense before taxation</b> | <b>(15.2)</b> | <b>(21.2)</b> |

The above amounts are recognised in arriving at operating profit except for the interest on Scheme assets and interest on Scheme obligations which have been recognised within finance expense (Note 9).

The amounts recognised in Other Comprehensive Income is as follows:

| Group and Company   | 2020<br>£m    | 2019<br>£m  |
|---|---------------|-------------|
| Return on scheme assets excluding interest income                         | (111.6)       | 44.4        |
| Actuarial (losses)/ gains arising from changes in demographic assumptions | (12.4)        | 68.4        |
| Actuarial gains/ (losses) arising from changes in financial assumptions   | 43.4          | (71.3)      |
| Experience gains on liabilities   | 6.5           | -           |
| <b>Total (loss)/ gain recognised in Other Comprehensive Income</b>        | <b>(74.1)</b> | <b>41.5</b> |

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

In the prior year, past-service costs of £4.1m have been recognised relating to the estimated cost of equalising Guaranteed Minimum Pensions (GMPs) earned after 17 May 1990 between men and women. The Scheme has to provide GMPs which, as a result of statutory rules, have been calculated differently for men and women. Although equal treatment in pension provision for males and females has been required since 1990, there has been uncertainty on whether, and how, pension schemes are required to equalise GMPs. A High Court judgement on the Lloyds Banking Group hearing was published on 26 October 2018. The judgement confirmed that GMPs earned from 1990 must be equalised and highlighted an acceptable range of methods. The estimated cost of this equalisation is £4.1m. This represents the Directors' best estimate of the cost, based on actuarial advice. However, the final cost will differ from this amount when the actual method of equalisation is agreed with the Trustee and subsequently implemented.

The main financial assumptions used by the actuary (in determining the deficit) were as follows:

| Group                        | 2020<br>% | 2019<br>% |
|------------------------------|-----------|-----------|
| Discount rate                | 2.20      | 2.40      |
| Pensionable salary increases | 2.70      | 3.25      |
| Pension increases            | 2.70      | 3.10      |
| Price inflation (RPI)        | 2.70      | 3.25      |

The mortality rates utilised in the valuation are based on the standard actuarial tables SAPS S2 (birth year) tables with a loading of 100% for male pensioners (2019: 95%), 95% for female pensioners (2019: 90%), 110% for male non-pensioners/future pensioners (2019: 105%) and 105% for female non-pensioners/future pensioners (2019: 100%). These loading factors allow for differences in expected mortality between the Scheme population and the population used in the standard tables. A long-term improvement rate of 1.5% p.a. is assumed within the underlying CMI 2019 model (2019: CMI 2018 model).

The current life expectancies underlying the value of the accrued liabilities for the Scheme are:

| Group                                 | 2020<br>Years | 2019<br>Years |
|---------------------------------------|---------------|---------------|
| <b>Male life expectancy at age 60</b> |               |               |
| Retired member                        | 27.1          | 26.8          |
| Non-retired member (current age 45)   | 27.6          | 27.3          |

## Notes to the Financial Statements (continued)

### 23. Retirement benefit schemes (continued)

The following table presents a sensitivity analysis for each significant actuarial assumption, showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumption that were reasonably possible at the Statement of Financial Position date. This sensitivity analysis applies to the defined benefit obligation only and not to the net defined benefit pension liability, the measurement of which depends on a number of factors including the fair value of Scheme assets. The calculations alter the relevant assumption by the amount specified, whilst assuming that all other variables remained the same. This approach is not necessarily realistic, since some assumptions are related: for example, if the scenario is to show the effect if inflation is higher than expected, it might be reasonable to expect that nominal yields on corporate bonds will also increase.

| Group   | 2020 | 2019 |
|---|------|------|
| Increase in Defined Benefit Obligation        | £m   | £m   |
| Discount rate: decrease by 25 basis points    | 57.9 | 65.0 |
| Price inflation: increase by 25 basis points  | 52.5 | 60.6 |
| Life expectancy: increase longevity by 1 year | 59.0 | 52.5 |

As at 31 March 2020, the fair value of the Scheme's assets and liabilities recognised in the Statement of Financial Position were as follows:

| Group                                    | Scheme assets | Quoted on exchange / liquid | Unquoted | Value         | Scheme assets | Value       |
|--|---------------|-----------------------------|----------|---------------|---------------|-------------|
| Group and Company At 31 March            | 2020 %        |                             |          | 2020 £m       | 2019 %        | 2019 £m     |
| Cash and Cash equivalents                | 0.8           | 10.6                        | -        | 10.6          | 1.0           | 13.6        |
| Equity instruments                       | 2.7           | 35.3                        | -        | 35.3          | 2.7           | 38.3        |
| Debt instruments                         | 32.1          | 321.2                       | 93.3     | 414.5         | 84.5          | 1,187.1     |
| Real estate                              | 11.3          | -                           | 146.4    | 146.4         | 10.0          | 140.6       |
| Distressed debt                          | 1.3           | -                           | 16.2     | 16.2          | 1.7           | 23.5        |
| Hedge funds                              | 0.0           | -                           | -        | -             | 0.1           | 1.8         |
| Pensioner buy-in                         | 51.8          | -                           | 668.7    | 668.7         |               |             |
| Total fair value of assets               | 100.0         | 367.1                       | 924.6    | 1,291.7       | 100.0         | 1,404.9     |
| Present value of liabilities             |               |                             |          | (1,317.9)     |               | (1,372.1)   |
| <b>Net retirement benefit obligation</b> |               |                             |          | <b>(26.2)</b> |               | <b>32.8</b> |

The fair values of the assets set out above are as per the quoted market prices in active markets.

## Notes to the Financial Statements (continued)

### 24. Provisions

| Group  | 2020<br>£m | 2019<br>£m |
|--|------------|------------|
| At 1 April   | 3.0        | 3.1        |
| Amounts charged to the income statement (Note 5)         | -          | 0.7        |
| Amounts released to the income statement (Note 5)        | (0.2)      | (0.2)      |
| Reclassified under IFRS 16 as property lease liabilities | (0.6)      | -          |
| Utilisation of provision                                 | (0.4)      | (0.6)      |
| <b>At 31 March</b>                                       | <b>1.8</b> | <b>3.0</b> |

| Group              | 2020<br>£m | 2019<br>£m |
|--------------------|------------|------------|
| Current            | 0.1        | 0.8        |
| Non-current        | 1.7        | 2.2        |
| <b>At 31 March</b> | <b>1.8</b> | <b>3.0</b> |

During the year ended 31 March 2020 a provision was created in connection with a portfolio of retail properties for which Electricity North West Ltd (ENWL) was liable under privity of contract. The closing provision of £0.1m at 31 March 2020 (2019: £1.1m), which now relates to one out of town retail property, has been evaluated by management, is supported by relevant external property specialists, and reflects the ENWL's best estimate as at the Statement of Financial Position date of the amounts that could become payable by the ENWL, on a discounted basis. During the year, £0.6m of the provision was reclassified under IFRS 16 as property lease liabilities. The estimate is a result of a detailed risk assessment process, which considers a number of variables including the location and size of the stores, expectations regarding the ability of the ENWL to both defend its position and also to re-let the properties, conditions in the local property markets, demand for retail warehousing, likely periods of vacant possession and the results of negotiations with individual landlords, letting agents and tenants, and is hence inherently judgemental.

ENWL is part of a Covenanter Group (CG) which is party to a Deed of Covenant under which certain guarantees over the benefits of members of the EATL Group of the Electricity Supply Pension Scheme have been given. The closing provision at 31 March 2020 of £1.7m (2019: £1.9m) on a discounted basis relates to the ENWL's 6.7% share of the liabilities.

## Notes to the Financial Statements (continued)

### 25. Deferred tax

The following are the major deferred tax liabilities and assets recognised by the Group and Company, and the movements thereon, during the current and prior years.

| Group  | Accelerated<br>tax<br>depreciation<br>£m | Retirement<br>benefit<br>obligations<br>£m | Other<br>£m   | Total<br>£m   |
|--|--|--|---------------|---------------|
| <b>At 1 April 2018</b>   | 276.6                                    | (3.3)                                      | (53.8)        | 219.5         |
| Opening reserve adjustment on transition to IFRS 9                               | -  | -  | 17.1          | 17.1          |
| Charged/(credited) to the Income Statement                                       | (1.3)                                    | 1.6  | (8.5)         | (8.2)         |
| Deferred tax on re-measurement of defined benefit pension schemes                | -  | 7.0  | -             | 7.0           |
| Adjustment due to change in future tax rates of brought forward deferred tax OCI | -  | -  | -             | -             |
| <b>At 1 April 2019</b>   | <b>275.3</b>                             | <b>5.3</b>                                 | <b>(45.2)</b> | <b>235.4</b>  |
| Charged/(credited) to the Income Statement                                       | <b>31.8</b>                              | <b>5.2</b>                                 | <b>(11.2)</b> | <b>25.8</b>   |
| Deferred tax on re-measurement of defined benefit pension schemes                | -  | <b>(14.0)</b>                              | -             | <b>(14.0)</b> |
| Adjustment due to change in future tax rates of brought forward deferred tax OCI | -  | <b>(1.7)</b>                               | -             | <b>(1.7)</b>  |
| <b>At 31 March 2020</b>  | <b>307.1</b>                             | <b>(5.2)</b>                               | <b>(56.4)</b> | <b>245.5</b>  |

There is no deferred tax in the Company.

There are no significant unrecognised deferred tax assets or liabilities for either the Group or Company in either the current or prior year.

Other timing differences relates primarily to derivative instruments, but also includes general provision, pension contributions not paid, rollover relief, IFRS9 and IFRS16 transitional adjustments.



## Notes to the Financial Statements (continued)

### 26. Customer Contributions

Customer contributions are amounts received from a customer in respect of the provision of a new connection to the network. Customer contributions are amortised through the Income Statement over the expected lifetime of the relevant asset.

| Group                                       | 2020<br>£m   | 2019<br>£m   |
|---|--------------|--------------|
| At 1 April                                  | 388.5        | 359.3        |
| Additions during the year (Note 33)         | 32.9         | 38.1         |
| Amortised through revenue (Note 4)          | (9.7)        | (8.9)        |
| <b>At 31 March</b>                          | <b>411.7</b> | <b>388.5</b> |
| <b>Split:</b>                               |              |              |
| Amounts due in less than one year (Note 19) | 20.3         | 24.6         |
| Amounts due after more than one year        | 391.4        | 363.9        |
| <b>At 31 March</b>                          | <b>411.7</b> | <b>388.5</b> |

### 27. Refundable customer deposits

Refundable customer deposits are those customer contributions which may be partly refundable, dependent on contractual obligations.

| Group                                       | 2020<br>£m | 2019<br>£m |
|---|------------|------------|
| Amounts due in less than one year (Note 19) | 3.3        | 2.2        |
| Amounts due after more than one year        | -          | -          |
| <b>At 31 March</b>                          | <b>3.3</b> | <b>2.2</b> |

## Notes to the Financial Statements (continued)

### 28. Called up share capital

| Group and Company                                 | 2020<br>£m | 2019<br>£m |
|---|------------|------------|
| <b>Authorised:</b>                                |            |            |
| 3,050,000 (2019: same) ordinary shares of £1 each | 3.1        | 3.1        |
| <b>At 31 March</b>                                | <b>3.1</b> | <b>3.1</b> |

| Group and Company                                 | 2020<br>£m | 2019<br>£m |
|---|------------|------------|
| <b>Allotted, called up and fully paid:</b>        |            |            |
| 3,050,000 (2019: same) ordinary shares of £1 each | 3.1        | 3.1        |
| <b>At 31 March</b>                                | <b>3.1</b> | <b>3.1</b> |

No person has any special rights of control over the Company's share capital and all allotted shares are fully paid.

See Note 30 for voting rights of each share.

### 29. Shareholders' Equity

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own income statement. The profit after tax for the Company for the year ended 31 March 2020 was £26.3m (2019: £25.5m).

### 30. Capital structure

Details of the authorised and allotted share capital, together with details of the movements in the Company's issued share capital during the year are shown in Note 28. The Company has Ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company.

There are no specific restrictions on the size of a holding or on the transfer of shares which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions in the transfer of securities or on voting rights.

No person has any special rights of control over the Company's share capital and all issued shares are fully paid up.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the Companies Act and related legislation. The Articles themselves may be amended by special resolution of the shareholders. The powers of Directors are described in the Articles of Association, copies of which are available on request.

## **Notes to the Financial Statements (continued)**

### **31. Ultimate parent undertaking and controlling party**

The immediate parent undertaking is North West Electricity Networks (Finance) Ltd, a company incorporated and registered in the United Kingdom. The registered address of the immediate parent is Borron Street, Stockport, Cheshire SK1 2JD.

The ultimate parent undertaking is NWEN (Jersey), a company incorporated and registered in Jersey. The address of the ultimate parent company is: 44 Esplanade, St Helier, Jersey, Channel Islands, JE4 9WG.

This Group is the smallest group in which the results of the Company are consolidated. The registered address of the Group is Borron Street, Stockport, Cheshire SK1 2JD. The largest group in which the results of the Company are consolidated is that headed by NWEN (Jersey).

Following a staged acquisition, there was a change in ownership of the shares in NWEN (Jersey) during the year and, therefore, a change in the ultimate controlling parties of the Company.

Following completion of the sale on 3 December 2019, the ultimate shareholdings are:

- KDM Power Limited (40.0%);
- Equitix ENW 6 Limited (25.0%)
- Equitix MA North HoldCo Limited (15.0%)
- Swingford Holding Corporation Limited (20.0%)

Notes to the Financial Statements (continued)

32. Related party transactions

During the year the following transactions with related parties were entered into:

|   | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|---------------------|-----------------------|---------------------|-----------------------|
| <b>Recharges to:</b>  |                     |                       |                     |                       |
| Electricity North West (Construction and Maintenance) Ltd       | 1.6                 | -                     | 1.6                 | -                     |
| Electricity North West Services Ltd                             | 1.8                 | -                     | 1.8                 | -                     |
| <b>Recharges from:</b>  |                     |                       |                     |                       |
| Electricity North West (Construction and Maintenance) Ltd       | (0.1)               | -                     | (0.1)               | -                     |
| Electricity North West Services Ltd                             | (6.7)               | -                     | (7.6)               | -                     |
| <b>Interest payable to:</b>                                     |                     |                       |                     |                       |
| North West Electricity Networks (Finance) plc (Note 9)          | (20.5)              | (20.5)                | (20.5)              | (20.5)                |
| NWEN Finance plc  | -                   | (10.6)                | -                   | (10.6)                |
| <b>Interest receivable from:</b>                                |                     |                       |                     |                       |
| North West Electricity Networks plc                             | -                   | 31.8                  | -                   | 31.5                  |
| Dividends paid to North West Electricity Networks (Finance) Ltd | (21.2)              | (21.2)                | (8.0)               | (8.0)                 |
| Dividends received from NWEN (Group) Ltd                        | -                   | 28.4                  | -                   | 8.0                   |
| Directors' remuneration (Note 7)                                | (1.8)               | -                     | (1.7)               | -                     |
| Directors' services   | -                   | -                     | (0.2)               | -                     |

Notes to the Financial Statements (continued)

32. Related party transactions (continued)

Amounts outstanding with related parties are as follows:

|   | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|---|---------------------|-----------------------|---------------------|-----------------------|
| <b>Amounts owed by:</b>                                   |                     |                       |                     |                       |
| North West Electricity Networks (Jersey) Ltd              | -                   | -                     | -                   | -                     |
| Electricity North West (Construction and Maintenance) Ltd | 0.6                 | -                     | 0.5                 | -                     |
| Electricity North West Services Ltd                       | 0.6                 | -                     | 0.4                 | -                     |
| North West Electricity Networks plc                       | 0.7                 | -                     | -                   | -                     |
| North West Electricity Networks (Finance) plc             | 0.3                 | -                     | -                   | -                     |
| Total (Note 17)   | 2.2                 | -                     | 0.9                 | -                     |
| Interest owed by North West Electricity Networks plc      | -                   | 13.3                  | -                   | 13.1                  |
| Reimbursement of inter-company loan impairment            | -                   | 0.2                   | -                   | -                     |
| Total (Note 17)   |                     | 13.5                  |                     | 13.1                  |
| <b>Amounts owed to:</b>                                   |                     |                       |                     |                       |
| North West Electricity Networks plc                       | -                   | (0.5)                 | -                   | (0.5)                 |
| Electricity North West Ltd                                | -                   | (0.2)                 | -                   | (0.2)                 |
| Total (Note 19)   | -                   | (0.7)                 | -                   | (0.7)                 |
| North West Electricity Networks plc                       | (11.2)              | (10.3)                | (10.7)              | (10.0)                |
| Interest owed to NWEN Finance plc                         | -                   | (3.0)                 | -                   | (3.0)                 |
| Total (Note 19)   | (11.2)              | (13.3)                | (10.7)              | (13.0)                |
| <b>Group tax relief owed by:</b>                          |                     |                       |                     |                       |
| North West Electricity Networks (UK) Ltd                  | 0.1                 | 0.1                   | -                   | -                     |
| Electricity North West (Construction and Maintenance) Ltd | 0.2                 | 0.2                   | -                   | -                     |
| North West Electricity Networks (Jersey) Ltd              | 0.1                 | 0.1                   | -                   | -                     |
| <b>Borrowings owed to:</b>                                |                     |                       |                     |                       |
| North West Electricity Networks (Finance) Ltd             | (485.4)             | (485.4)               | (507.2)             | (507.2)               |
| NWEN Finance plc  | -                   | (179.6)               | -                   | (180.0)               |
| Borrowings owed by North West Electricity Networks plc    | -                   | 683.4                 | -                   | 676.5                 |

## Notes to the Financial Statements (continued)

### 32. Related party transactions (continued)

The loans from related parties comprise amounts loaned from the immediate parent undertaking, North West Electricity Networks (Finance) Ltd, of £485.4m (2019: £507.2m). Of this, £200.0m (2019: £200m) carries interest at 10% per annum and £285.4m (2019: £307.2m) is interest free. There is also £180m borrowed from NWEN Finance plc, which carries interest at 5.875% per annum.

The loans to related parties comprise amounts loaned to North West Electricity Networks plc, of £683.4m. Of this, £200.0m carries interest at 10% per annum, £322.4 million is interest free, £161.0m carries interest at 7.37%. All other related party balances bear no interest.

Fees of £nil (2019: £0.1m) were payable to Colonial First State in respect of the provision of Directors' services. Colonial First State is part of the Commonwealth Bank of Australia which was identified as a related party in the prior year and for a portion of the current year, prior to the acquisition as per Note 31.

Fees of £0.1m (2019: £0.1m) were payable to IIF Int'l Holding GP Ltd ('IIF') in respect of the provision of Directors' services. IIF was identified as a related party in the prior year and for a portion of the current year, prior to the acquisition as per Note 31.

For disclosure relating to executive directors remuneration see Note 7. The Company's key management personnel comprise solely of its directors.

### 33. Cash generated from operations

|  | Group<br>2020<br>£m | Company<br>2020<br>£m | Group<br>2019<br>£m | Company<br>2019<br>£m |
|--|---------------------|-----------------------|---------------------|-----------------------|
| <b>Operating profit/(loss)</b>                                     | <b>203.3</b>        | <b>(0.1)</b>          | 181.4               | -                     |
| Adjustments for:   |                     |                       |                     |                       |
| Depreciation of property, plant and equipment                      | 115.1               | -                     | 110.7               | -                     |
| Amortisation of intangible assets                                  | 6.5                 | -                     | 6.2                 | -                     |
| Amortisation of customer contributions                             | (9.7)               | -                     | (8.9)               | -                     |
| Profit on disposal of property, plant and equipment                | (0.6)               | -                     | (0.4)               | -                     |
| Cash contributions in excess of pension charge to operating profit | (22.5)              | -                     | (18.0)              | -                     |
| <b>Operating cash flows before movements in working capital</b>    | <b>292.1</b>        | <b>(0.1)</b>          | 271.0               | -                     |
| Changes in working capital:  |                     |                       |                     |                       |
| Decrease/(increase) in inventories                                 | 1.5                 | -                     | (1.8)               | -                     |
| (Increase)/decrease in trade and other receivables                 | (5.7)               | -                     | 5.2                 | -                     |
| Increase/(decrease) in payables and provisions                     | 9.5                 | (0.1)                 | (6.9)               | -                     |
| <b>Cash generated from operations</b>                              | <b>297.4</b>        | <b>(0.2)</b>          | 267.5               | -                     |