Registration number: 11294507

Anglian Water Services UK Parent Co Limited

Annual Report and Financial Statements

for the year ended 31 March 2020

Contents

Company Information	1
Strategic Report	2 to 3
Directors' Report	4 to 5
Statement of Directors' Responsibilities	6
Independent Auditor's Report	7 to 9
Profit and Loss Account	10
Balance Sheet	11
Statement of Changes in Equity	12
Statement of Cash Flows	13
Notes to the Financial Statements	14 to 18

Company Information

Registered office

Lancaster House Lancaster Way Ermine Business Park Huntingdon Cambridgeshire PE29 6XU

Company secretary

Claire Russell

Auditor

Deloitte LLP Statutory Auditor 2 New Street Square London EC4A 3BZ United Kingdom

Strategic Report for the Year Ended 31 March 2020

The directors present their strategic report for the year ending 31 March 2020.

Fair review of the business

The company was incorporated on 5 April 2018. The principal activity of the company is to hold the shares of Anglian Water Services Limited and it forms part of the group of four companies referred to as the Anglian Water Services Financing Group ("AWSFG").

The company is a second holding company in the ring-fenced structure, providing protection for the customers and bond holders of the principal trading company in the group, Anglian Water Services Limited, from risks associated with other non-regulated Anglian Water Group companies outside of the ring-fence.

Other than receiving and paying dividends, the company does not trade and therefore the directors are of the opinion that key performance indicators are not relevant for an understanding of the company's performance. During the year to 31 March 2020, the company received a dividend of £67.8 million (2019: £68.0 million) from its subsidiary undertaking, Anglian Water Services Limited, and paid a dividend of £67.8 million (2019: £68.0 million) to its immediate parent, Anglian Water Services Holdings Limited.

The Directors expect the activities of the Company to continue in the foreseeable future without material change.

The outbreak of Covid-19 has had little impact on the company as it has no employees and it does not trade. The annual report for the company's principal subsidiary, Anglian Water Services Limited, sets out the key actions undertaken by that business in response to the outbreak. The conditions present at the balance sheet date did not indicate any material adverse effect on the carrying amount of the company's investments. Going forwards, as with other principal risks and uncertainties, any future impact on the company will be integrated with those of Anglian Water Services Limited.

Section 172 Statement

Section 172 of the Companies Act 2006 requires the directors to act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. Whilst this duty is not new, this year companies are required to report explicitly how the Board has had regard to the matters set out in section 172.

As a holding company within AWSFG, the day to day operation of the business is managed by employees of AWSL. Due to this relationship, the Company's values and reputation are highly integrated with that of AWSL and therefore, interested parties should read the disclosures within the consolidated group annual report and financial statements.

The Company does not trade, has no employees, customers or suppliers. The Company's stakeholders are therefore considered to be limited to other group companies with whom there are intercompany relationships.

Principal decisions made by the Board

Approval of annual financial statements

Annually the Board approves the Company's financial statements. The Board is engaged on any key issues impacting the Company throughout the year and gives appropriate time and consideration to the approval.

To give support to the Directors and enable them to discharge their duties, all new Directors receive a thorough induction programme on appointment which includes receiving a full background information pack, visits to operational sites and briefings from Executive Directors and senior managers.

The Company offers the Directors in-house training as necessary to aid their professional development and awareness of business and sector-specific issues. In addition, the Company offers to fund participation on externally provided training courses. All Directors are entitled to receive, at the Company's expense, independent professional advice on any matters relating to their responsibilities as a Director.

Strategic Report for the Year Ended 31 March 2020

Principal risks and uncertainties

From the perspective of the company, principal risks and uncertainties are integrated with the principal risks and uncertainties of the AWSFG, which are discussed in the Anglian Water Services Limited consolidated group annual report and financial statements.

Approved by the board on 26 June 2020 and signed on its behalf by:

Claire Russell

Company Secretary

Directors' Report for the Year Ended 31 March 2020

The directors present their report and the audited financial statements for the year ended 31 March 2020.

Directors of the company

The directors who held office during the year, and up to the date of signing the financial statements unless otherwise stated, were as follows:

Stephen Billingham (Resigned 31st March 2020) Steven Buck (appointed 1st August 2019) Natalie Ceeney Polly Courtice John Hirst Scott Longhurst (Resigned 31st July 2019) Zarin Patel Jane Pilcher Alex Plant Peter Simpson

Dividends received

Paul Whittaker

Dividends received during the year which flow up to the ultimate parent company amounted to £67.8 million (2019: £68.0 million).

Dividends paid

Dividends paid during the year which were available for distribution to investors in the ultimate parent company amounted to £67.8 million (2019: £68.0 million).

Directors' liabilities

The company maintains Directors' and Officers' liability insurance which gives appropriate cover for legal action brought against its directors. The company has also provided an indemnity for its directors, which is a qualifying third party indemnity provision for the purpose of section 234 ((2) - (6)) of the Companies Act 2006. This was in force for the full period and up to the date of signing.

Financial risk management policies and objectives

Objectives and policies

The company does not operate externally to the Anglian Water Services Financing Group ("AWSFG") and therefore its financial risks are governed by AWSFG's policies and procedures. These policies and procedures are discussed within the Anglian Water Services Limited consolidated group financial statements.

Future developments

The directors expect the activities as detailed in the Strategic Report to continue for the foreseeable future without material change.

Carbon reporting

The Company has a very limited direct impact on the environment and is not a significant producer of greenhouse gas emissions. The Company consumed less than 40,000 kilowatt hours of energy in the financial year and is therefore exempt from the new streamlined energy and carbon reporting disclosure requirements.

Directors' Report for the Year Ended 31 March 2020

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware;
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself 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 in accordance with the provisions of s418 of the Companies Act 2006.

Going concern

The directors believe, after due and careful enquiry that the company has sufficient resources to continue in operational existence for at least one year after the financial statements were authorised for issue and, therefore, consider it appropriate to adopt the going concern basis in preparing the 2020 financial statements. In making this statement, the Directors have considered that the company has no liabilities, significant assets, and pays out dividends only when dividends are received from subsidiary undertakings.

Appointment of auditors

Deloitte LLP have indicated their willingness to continue in office and a resolution that they be reappointed will be proposed to the Board.

Approved by the board on 26 June 2020 and signed on its behalf by:

Claire Russell

Company Secretary

Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

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

Independent auditor's report to the members of Anglian Water Services UK Parent Co Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Anglian Water Services UK Parent Co Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity;
- the statement of cash flows; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

We have nothing to report in respect of these matters.

Independent auditor's report to the members of Anglian Water Services UK Parent Co Limited

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

Auditor's responsibilities for the audit of the financial statements

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

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

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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

Independent auditor's report to the members of Anglian Water Services UK Parent Co Limited

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

James Leigh (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

26 June 2020

Profit and Loss Account for the Year Ended 31 March 2020

	Note	2020 £ 000	2019 £ 000
Revenue	_	-	
Operating profit		-	-
Income from shares in group undertakings	5	67,800	68,000
Profit before tax		67,800	68,000
Tax on profit on ordinary activities	7	-	_
Profit for the financial year	<u></u>	67,800	68,000

The company has no recognised gains or losses for the year other than the results above and therefore no separate statement of comprehensive income has been presented.

The above results were derived from continuing operations.

(Registration number: 11294507) Balance Sheet as at 31 March 2020

	Note	2020 £ 000	2019 £ 000
Non-current assets			
Investments	9	322,000	322,000
Net assets		322,000	322,000
Capital and reserves			
Share capital	10	322,000	322,000
Total equity		322,000	322,000

Approved by the Board on 26 June 2020 and signed on its behalf by:

Steven Buck Director

Peter Simpson Director

Statement of Changes in Equity for the Year Ended 31 March 2020

	Note	Share capital £ 000	Retained earnings £ 000	Total equity £ 000
At 1 April 2019		322,000	-	322,000
Profit for the year			- 67,800	67,800
Total comprehensive income				
Dividends paid	8		- (67,800)	(67,800)
At 31 March 2020		322,000	-	322,000
	Note	Share capital £ 000	Retained earnings £ 000	Total equity £ 000
At 5 April 2018				-
Profit for the period			- 68,000	68,000
Total comprehensive income			- 68,000	68,000
Issue of share capital	10	322,000) -	322,000
Dividends paid	8		- (68,000)	(68,000)
At 31 March 2019		322,000	-	322,000

Statement of Cash Flows for the Year Ended 31 March 2020

	Note	2020 £ 000	2019 £ 000
Cash flows from operating activities			
Profit for the year		67,800	68,000
Adjustments for:			
Dividend income	_	(67,800)	(68,000)
Net cash flow from operating activities		-	_
Cash flows from investing activities			
Increase in investment in subsidiary		-	(22,000)
Dividends received		67,800	68,000
Net cash flow from investing activities	-	67,800	46,000
Cash flows from financing activities			
Proceeds from issue of share capital		-	22,000
Dividends paid	8	(67,800)	(68,000)
Net cash flow used in financing activities	·	(67,800)	(46,000)
Net increase/(decrease) in cash and cash equivalents			-
Cash and cash equivalents at 1 April 2019			-
Cash and cash equivalents at 31 March 2020	- -	-	-

The company held no cash or cash equivalents as at 31 March 2019 and 31 March 2020.

Notes to the Financial Statements for the Year Ended 31 March 2020

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England and Wales.

The address of its registered office is:

Lancaster House Lancaster Way Ermine Business Park Huntingdon Cambridgeshire PE29 6XU

These financial statements were authorised for issue by the Board on 26 June 2020.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements is set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

These financial statements are prepared in accordance with the historical cost convention and have been prepared on the going concern basis as noted the Director's Report on page 5.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Summary of disclosure exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

The company has taken advantage of the following exemptions in its individual financial statements:

- i. from the financial instrument disclosures, required under FRS 102 paragraphs, 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures;
- ii. from disclosing share based payment arrangements, required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23, concerning its own equity instruments. The company financial statements are presented with the consolidated financial statements and the relevant disclosures are included therein; and
- iii. from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Notes to the Financial Statements for the Year Ended 31 March 2020

Exemption from preparing group financial statements

The financial statements contain information about Anglian Water Services UK Parent Co Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Osprey Acquisitions Limited, a company incorporated in England.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 April 2019 have had a material effect on the financial statements.

Dividend income

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

Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

Taxation

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income.

Dividends

Dividends are recognised in the period in which they are paid or when the company has a constructive or legal commitment to pay the dividend.

Capital management

The company's objectives when managing capital is to safeguard the company's ability to continue as a going concern and continue to pay dividends. The company's capital is represented by its share capital as detailed in note 10.

3 Key assumptions and significant judgements

Significant judgements

No key assumptions or significant judgements were required in the preparation of these financial statements.

Areas involving estimation

No significant estimates were required in the preparation of these financial statements.

Notes to the Financial Statements for the Year Ended 31 March 2020

4 Employee information and Directors' remuneration

The directors received no remuneration for the services to the company. The directors are remunerated through another group company and no recharges are made.

There were no employees of the company during the year.

5 Income from shares in group undertakings

Income from shares in group undertakings relates to dividends received from subsidiary undertakings.

6 Auditor's remuneration

The remuneration for the audit of the company financial statements of £2,000 (2019: £2,000) is borne by Anglian Water Services Limited and not recharged to the company.

7 Taxation

The company is subject to UK tax law. The company's income in the year relates entirely to non-taxable dividends and therefore no tax charge arises in the year.

8 Dividends

	2020	2019
	£ 000	£ 000
Dividends available for distribution to investors in the ultimate parent company		
Dividend of 21.1p per ordinary share (2019: 21.1p per ordinary share)	67,800	68,000

Anglian Water Services UK Parent Co Limited is an intermediate holding company in the Anglian Water Services Financing Group. All dividends received were from the company's subsidiary, Anglian Water Services Limited (AWSL), and were equal to the dividends paid by the company.

The final dividend of £67.8 million for the year ended 31 March 2019 was approved on 23 May 2019 and paid 30 May 2019. This distribution was not accounted for within the 2019 financial statements as it was proposed and approved after the year end.

The Directors have not proposed to pay a final dividend, for the year ended 31 March 2020, in line with their de-gearing target.

Notes to the Financial Statements for the Year Ended 31 March 2020

9 Investments

Shares in subsidiary undertaking Cost and carrying amount	2020 £ 000
At 31 March 2020	322,000
At 1 April 2019	322,000

The investment represents 100 per cent of the ordinary share capital of Anglian Water Services Limited ("AWSL"), whose principal activity is the provision of drinking water and the treatment of waste water. AWSL in turn holds 100 per cent of the ordinary shares in Anglian Water Services Financing Plc ("AWSF") whose principal activity is the raising of listed debt to on-lend to AWSL. AWSL and AWSF are incorporated in England and Wales, the registered office of: Lancaster House, Lancaster Way, Ermine Business Park, Huntingdon, Cambridgeshire PE29 6XU.

In the year to 31 March 2019, under s611 of the Companies Act 2006, the company applied group reconstruction relief in the initial measurement of the investment. This relief is available to UK wholly owned companies that issue shares in order to acquire non-cash assets from a fellow group company, and allows the company to record the cost of investment at the nominal value of the shares plus a premium (the premium being calculated as the excess in the investment carrying value above the nominal value of shares issued).

This resulted in the investment being initially recorded at £300.0 million, the existing carrying value of the investment in the accounts of Anglian Water Services Overseas Holding Limited, and was acquired as payment for the issue of 300 million £1 ordinary shares to Anglian Water Services Holdings Limited ("AWSH").

In the year to 31 March 2019, the company purchased a further 22 million newly issued £1 ordinary shares in AWSL for cash. On the same day the company issued 22 million £1 shares to AWSH for cash consideration totalling £22.0 million. These steps form the first stage of an equity injection programme intended by the directors to reduce the gearing of AWSL over the period to 2025.

10 Share capital

	2019
Allotted, called up and fully paid ordinary shares £1 each	£ 000
At 1 April 2019	322,000
Shares issued	-
At 31 March 2020	322,000

Notes to the Financial Statements for the Year Ended 31 March 2020

11 Contingent liabilities

The company, as part of the Anglian Water Services Financing Group of companies, guarantees unconditionally and irrevocably all the borrowings and derivatives of Anglian Water Services Financing Plc, which at 31 March 2020 amounted to £8,724.3million (2019: £7,921.6 million). In addition there is a fixed charge over the issued share capital of the company in respect of these borrowings.

The borrowings of Anglian Water Services Limited and Anglian Water Services Holdings Limited are also guaranteed unconditionally and irrevocably by the company which at 31 March 2020 amounted to £18.5 million (2019: £21.3 million). These borrowings relate to finance leases owed by Anglian Water Services Limited to third parties.

12 Parent and ultimate parent undertaking

The company's immediate parent undertaking is Anglian Water Services Holdings Limited, a company registered in England and Wales.

Osprey Acquisitions Limited is the parent company of the smallest group to consolidate the financial statements of the company, copies of which can be obtained from the Company Secretary at the registered office: Lancaster House, Lancaster Way, Ermine Business Park, Huntingdon, Cambridgeshire PE29 6XU.

Anglian Water Group Limited is the parent company of the largest group to consolidate the financial statements of the company, copies of which can be obtained from the Company Secretary at its registered address: 44 Esplanade, St Helier, Jersey JE4 9WG.

The Directors consider Anglian Water Group Limited, a company registered in Jersey but domiciled in the UK, to be the ultimate parent undertaking. Anglian Water Group Limited is owned and ultimately controlled by a consortium of investors consisting of the Canada Pension Plan Investment Board, First Sentier Investors ('First Sentier', previously known as Colonial First State Global Asset Management), IFM Investors, Camulodunum Investments Ltd ('CIL'), and Infinity Investments S.A. ('Infinity').