

Yorkshire Water Services Odsal Finance Limited

Annual report and financial statements

Registered number MC-222763

Year ended 31 March 2015

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Directors and advisers

Directors

K I Whiteman (resigned 31 March 2015)
R Flint
S D McFarlane (resigned 31 December 2014)
E M Barber
C Forrest (appointed 31 December 2014)

Company secretary

C Forrest

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Benson House
33 Wellington Street
Leeds
LS1 4JP

Registered office

Maples & Calder Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman
Cayman Islands
KY1-1104

Bankers

National Westminster Bank
Leeds City Office
8 Park Row
Leeds
LS1 1QS

Strategic report

The directors present their strategic report on the company for the year ended 31 March 2015.

Principal activities and business review

The principal activity of the company during the year is that of raising finance for use in the business of Yorkshire Water Services Limited ('Yorkshire Water'). This is expected to continue for the foreseeable future. On 24 July 2009 the whole business securitisation ('WBS') of Yorkshire Water and its subsidiaries was completed, providing a permanent and stable platform for the long-term financing of Yorkshire Water. The WBS created the Yorkshire Water financing group, which includes Yorkshire Water Services Odsal Finance Limited.

Financial performance and outlook

During the year to 31 March 2015 the company continued to focus on delivering excellent internal services and performed in line with management expectations.

It is anticipated that the company will continue to follow the same model for the foreseeable future, a view which is supported by the value of its investments, with the balance sheet strength being underpinned by the performance of its investments.

Principal risks and uncertainties

The directors do not consider there to be any material risks or uncertainties which require disclosure. The principal risks and uncertainties of Yorkshire Water are disclosed in that company's financial statements.

Key performance indicators

Due to the nature of the business, disclosure of the company's key performance indicators is not considered to be necessary.

Financial risk management

The objectives when managing capital are to safeguard the Yorkshire Water financing group's ability to continue as a going concern in order to provide benefits to stake-holders and returns to shareholders and to maintain an optimal capital structure. In order to do this, the company considers the amount of debt and assets held and their liquidity.

When monitoring capital risk, the company considers its interest cover measures and its gearing expressed as the ratio of net debt to Regulatory capital value ('RCV').

Centrally managed funds are invested entirely with counter-parties whose credit rating is A or better.

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



C Forreast
Director
14 July 2015

Directors' report

The directors present their annual report and audited financial statements of the company for the year ended 31 March 2015.

Results

The company's loss for the financial year is £30,000 (2014: profit £19,000).

Proposed dividend

The directors do not recommend the payment of any dividends (2014: £nil).

Future developments

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

Financial instruments

The company is exposed to interest rate, credit, liquidity and market risk in relation to financial instruments. These risks are discussed in detail in note 13 to these financial statements.

Directors

The directors listed below have served the company throughout the year and up to the date of approval of the financial statements, unless otherwise stated:

K I Whiteman (resigned 31 March 2015)
R Flint
S D McFarlane (resigned 31 December 2014)
E M Barber
C Forrest (appointed 31 December 2014)

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

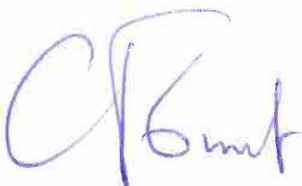
Disclosure of information to auditors

As at the date of this report, as far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware and the directors have taken all the steps that they ought to have as directors, in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of this information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, a resolution concerning their reappointment will be proposed by the directors.

By order of the board



C Forrest
Director
14 July 2015

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with the basis of preparation and accounting policies in note 1 to fulfil management's stewardship obligations in relation to compliance with the terms of the Deutsche Bank AG Common Terms Agreement. The directors must not approve the financial statements unless they are satisfied that they have been properly prepared, in all material respects, in accordance with the basis of preparation and accounting policies in the financial statements. In preparing these financial statements, the directors have:

- selected suitable accounting policies and then applied them consistently;
- made judgements and accounting estimates that are reasonable and prudent;
- stated the basis of preparation and accounting policies applied;
- prepared 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. 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.

Independent auditors' report to the members of Yorkshire Water Services Odsal Finance Limited

Report on the financial statements

Opinion on financial statements

In our opinion, Yorkshire Water Services Odsal Finance Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its loss for the year then ended; and
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice.

What we have audited

Yorkshire Water Services Odsal Finance Limited's financial statements comprise:

- the balance sheet as at 31 March 2015;
- the profit and loss account for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinion, has been prepared for and only for the company's directors as a body to fulfil management's stewardship obligations in relation to compliance with the terms of the Deutsche Bank AG Common Terms Agreement in accordance with our engagement letter dated 28 April 2015 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come, including without limitation under any contractual obligations of the company, save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements

Independent auditors' report to the members of Yorkshire Water Services Odsal Finance Limited
(continued)

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants
Leeds

14 July 2015

Profit and Loss Account
for the year ended 31 March 2015

| | <i>Note</i> | 2015 £'000 | 2014 £'000 |
|---|-------------|----------------------|---------------|
| Interest receivable and similar income | 5 | 49,315 | 51,294 |
| Interest payable and similar charges | 6 | (49,345) | (51,275) |
| | | <hr/> | <hr/> |
| Operating (loss)/profit on ordinary activities before taxation | | (30) | 19 |
| Tax on (loss)/profit on ordinary activities | 7 | - | - |
| | | <hr/> | <hr/> |
| (Loss)/profit for the financial year | | (30) | 19 |
| | | <hr/> <hr/> | <hr/> <hr/> |

Balance Sheet
for the year ended 31 March 2015

| | <i>Note</i> | 2015 £'000 | 2014 £'000 |
|--|-------------|----------------------|---------------|
| Current assets | | | |
| Debtors (including £745,312,000 (2014: £905,627,000) due after more than one year) | 8 | 774,924 | 933,375 |
| Cash at bank and in hand | | 28 | 24 |
| | | <hr/> 774,952 | <hr/> 933,399 |
| Creditors: amounts falling due within one year | 9 | (21,562) | (183,707) |
| | | <hr/> 753,390 | <hr/> 749,692 |
| Net current assets | | | |
| | | <hr/> 753,390 | <hr/> 749,692 |
| Total assets less current liabilities | | | |
| | | <hr/> 753,390 | <hr/> 749,692 |
| Creditors: amounts falling due after more than one year | 10 | (752,622) | (748,894) |
| | | <hr/> 768 | <hr/> 798 |
| Net assets | | | |
| | | <hr/> 768 | <hr/> 798 |
| Capital and reserves | | | |
| Called up share capital | 12 | - | - |
| Share premium account | | 42,132 | 42,132 |
| Profit and loss account | | (41,364) | (41,334) |
| | | <hr/> 768 | <hr/> 798 |
| Shareholders' funds | | | |
| | | <hr/> 768 | <hr/> 798 |

These financial statements on pages 7 to 21 were approved by the board of directors on 14 July 2015 and were signed on its behalf by:


C Forrest

Director

Company registered number: MC-222763

Statement of Changes in Equity

| | Called up Share capital £'000 | Share Premium account £'000 | Profit and loss account £'000 | Total equity £'000 |
|---|-------------------------------------|--------------------------------------|-------------------------------------|--------------------------|
| Balance at 1 April 2013 | - | 42,132 | (41,353) | 779 |
| Total comprehensive income for the year | | | | |
| Profit for the financial year | - | - | 19 | 19 |
| Total comprehensive income for the financial year | - | - | 19 | 19 |
| Balance at 31 March 2014 | - | 42,132 | (41,334) | 798 |

| | Called up share capital £'000 | Share Premium Account £'000 | Profit and loss account £'000 | Total equity £'000 |
|--|-------------------------------------|--------------------------------------|-------------------------------------|--------------------------|
| Balance at 1 April 2014 | - | 42,132 | (41,334) | 798 |
| Total comprehensive expense for the year | | | | |
| Loss for the financial year | - | - | (30) | (30) |
| Total comprehensive expense for the financial year | - | - | (30) | (30) |
| Balance at 31 March 2015 | - | 42,132 | (41,364) | 768 |

Notes

(forming part of the financial statements)

1 Accounting policies

Yorkshire Water Services Odsal Finance Limited (the "Company") is a private company incorporated in the Cayman Islands and resident for tax in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In the transition to FRS 101 from IFRS, the Company has made no measurement and recognition adjustments.

IFRS 1 grants certain exemptions from the full requirements of Adopted IFRSs in the transition period. The following exemptions have been taken in these financial statements:

- Business combinations - Business combinations that took place prior to 1 April 2013 have not been restated.

Kelda Eurobond Co Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Kelda Eurobond Co Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Western House, Halifax Road, Bradford BD6 2SZ.

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

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Kelda Eurobond Co Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures.

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet at 1 April 2013 for the purposes of the transition to FRS 101.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 17.

Measurement convention

The financial statements are prepared on a going concern basis under the historical cost convention.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

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

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Index-linked borrowings are adjusted for movements in the Retail Prices Index (RPI) with reference to a base RPI established at trade date. The subsequent gain or loss on this adjustment is recognised in the income statement.

Notes (continued)

1 Accounting policies (continued)

Fair value estimation

The fair value of any financial instruments traded in active markets is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

Quoted market prices or dealer quotes for similar instruments are used for long-term debt. The fair value calculations have been adjusted to incorporate own and counter-party credit risk.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate to their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the group for similar financial instruments.

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions. Other interest receivable and similar income include interest receivable on funds invested.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established.

Notes (continued)

1 Accounting policies (continued)

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive loss, in which case it is recognised directly in equity or other comprehensive loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2 Expenses and auditors' remuneration

Auditors' remuneration has been borne by Yorkshire Water Services Limited.

3 Staff numbers and costs

The company did not have any employees during the year ended 31 March 2015 (2014: nil).

4 Directors' remuneration

The directors did not receive any emoluments in respect of their services to Yorkshire Water Services Odsal Finance Limited (2014: £nil).

5 Other interest receivable and similar income

| | 2015 £'000 | 2014 £'000 |
|--|---------------|---------------|
| Interest income on unimpaired financial assets | 49,315 | 51,294 |
| Total interest income on financial assets not at fair value through profit or loss | <u>49,315</u> | <u>51,294</u> |
| Total interest receivable and similar income | <u>49,315</u> | <u>51,294</u> |

Interest receivable and similar income includes income from group undertakings of £49,315,000 (2014: £51,294,000).

Notes (continued)

6 Interest payable and similar charges

| | 2015 | 2014 |
|--|---------------|--------|
| | £'000 | £'000 |
| Total interest expense on financial liabilities measured at amortised cost | 49,345 | 51,275 |
| Total other interest payable and similar charges | 49,345 | 51,275 |

Interest payable and similar charges includes interest payable and similar on bank loans and overdrafts of £1,164,000 (2014: £2,459,000) and on all other loans of £48,181,000 (2014:£48,816,000). Of the above amount £nil (2014:£nil) was payable to group undertakings.

7 Taxation

There is no tax charge for the year on (loss)/profit on ordinary activities (2014: £nil). The tax for the year is higher (2014: lower) than the standard rate of corporation tax in the UK of 21% (2014: 23%). The differences are explained below:

Reconciliation of effective tax rate

| | 2015 | 2014 |
|--|--------------|-------|
| | £'000 | £'000 |
| (Loss)/profit for the year | (30) | 19 |
| (Loss)/profit excluding taxation | (30) | 19 |
| Tax using the UK corporation tax rate of 21% (2014: 23%) | (6) | 4 |
| Income not taxable for tax purposes | (421) | (414) |
| Tax losses surrendered for no payment | 427 | 410 |
| Total tax expense | - | - |

The Finance Act 2013 introduced a reduction in the rate of corporation tax from 23% to 21% from 1 April 2014 and from 21% to 20% from 1 April 2015. These rates were substantively enacted on 2 July 2013 and, therefore, are included in these financial statements.

Notes (continued)

8 Debtors

| | 2015 | 2014 |
|------------------------------------|----------------|---------|
| | £'000 | £'000 |
| Amounts owed by group undertakings | 774,924 | 933,375 |
| | 774,924 | 933,375 |
| Due within one year | 29,612 | 27,748 |
| Due after more than one year | 745,312 | 905,627 |

9 Creditors: amounts falling due within one year

| | 2015 | 2014 |
|------------------------------------|---------------|---------|
| | £'000 | £'000 |
| Bank loans and overdrafts | - | 162,000 |
| Amounts owed to group undertakings | 2 | - |
| Other creditors | - | 161 |
| Interest payable | 21,560 | 21,546 |
| | 21,562 | 183,707 |

Amounts owed to group undertakings are unsecured, interest-free and payable on demand.

10 Creditors: amounts falling due after more than one year

| | 2015 | 2014 |
|---|----------------|---------|
| | £'000 | £'000 |
| Interest-bearing loans and borrowings (see note 11) | 752,622 | 748,894 |
| | 752,622 | 748,894 |

Notes (continued)

11 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost.

| | 2015 £'000 | 2014 £'000 |
|---|----------------|----------------|
| Creditors falling due more than one year | | |
| Interest-bearing loans and borrowings | 752,622 | 748,894 |
| | <u>752,622</u> | <u>748,894</u> |

Included within interest-bearing loans and borrowings are amounts repayable after five years by instalments and otherwise than by instalments include £nil (2014:£nil) and £752,622,000 (2014:£748,894,000) respectively. Borrowings are secured against the assets of the Yorkshire Water financing group.

Terms and debt repayment schedule

| | Currency | Nominal interest rate | Year of maturity | Face value 2015 £'000 | Carrying amount 2015 £'000 | Face value 2014 £'000 | Carrying amount 2014 £'000 |
|---|----------|--------------------------|---------------------|-----------------------------|-------------------------------------|-----------------------------|-------------------------------------|
| Guaranteed bonds (Exchange bonds) | GBP | 6.588% | 2023 | 29,898 | 29,898 | 29,898 | 29,898 |
| Guaranteed bonds (Exchange bonds) | GBP | 6.588% | 2023 | 180,794 | 180,794 | 180,794 | 180,794 |
| Guaranteed bonds (Exchange bonds) | GBP | 6.454% | 2027 | 135,476 | 135,476 | 135,476 | 135,476 |
| Guaranteed bonds (Exchange bonds) | GBP | 6.601% | 2031 | 254,974 | 254,974 | 254,974 | 254,974 |
| Indexed linked guaranteed bonds (Exchange bonds) | GBP | 3.307% | 2033 | 127,811 | 151,480 | 127,811 | 147,752 |
| | | | | <u>728,953</u> | <u>752,622</u> | <u>728,953</u> | <u>748,894</u> |

12 Called-up share capital

| | 2015 £'000 | 2014 £'000 |
|---|---------------|---------------|
| <i>Allotted, called up and fully paid</i> | | |
| 1 (2014: 1) ordinary share at £1 each (2014 at £1 each) | - | - |
| | <u>-</u> | <u>-</u> |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Notes (continued)

13 Financial instruments

Fair values of financial instruments

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

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

| | Carrying value 2015 £'000 | Fair value 2015 £'000 | Level 1 2015 £'000 | Level 2 2015 £'000 | Carrying value 2014 £'000 | Fair value 2014 £'000 | Level 1 2014 £'000 | Level 2 2014 £'000 |
|---|------------------------------------|--------------------------------|--------------------------|--------------------------|------------------------------------|--------------------------------|--------------------------|--------------------------|
| Financial liabilities measured at amortised cost | | | | | | | | |
| 6.588% £29.9m bond 2023 | 29,898 | 38,039 | 38,039 | - | 29,898 | 35,896 | 35,896 | - |
| 6.588% £180.8m bond 2023 | 180,794 | 230,024 | 230,024 | - | 180,794 | 217,061 | 217,061 | - |
| 6.454% £135.5m bond 2027 | 135,476 | 182,607 | 182,607 | - | 135,476 | 164,477 | 164,477 | - |
| 6.601% £255.0m bond 2031 | 254,974 | 361,658 | 361,658 | - | 254,974 | 314,811 | 314,811 | - |
| 3.307% £127.8m index linked bond 2033 | 151,480 | 174,767 | - | 174,767 | 147,752 | 152,317 | - | 152,317 |
| Total financial liabilities measured at amortised cost | 752,622 | 987,095 | 812,328 | 174,767 | 748,894 | 884,562 | 732,245 | 152,317 |
| Total financial instruments | 752,622 | 987,095 | 812,328 | 174,767 | 748,894 | 884,562 | 732,245 | 152,317 |

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

Notes (continued)

13 Financial instruments (continued)

The following table show the valuation techniques used for Level 2 fair values.

| Financial instruments not measured at fair value | Valuation technique |
|--|---|
| Bonds | The fair values of the bonds have been determined by reference to quoted prices in active markets for identical assets or liabilities that the company can access at the measurement date. The fair values of the bonds have been determined by reference to market values for similar instruments. |

Credit risk

Financial risk management

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

The repayment terms of amounts due after more than one year are consistent with those disclosed for financial instruments in note 11. Since the amounts are secured against the assets of the Yorkshire Water financing group, the directors consider the credit risk to be minimal.

All receivables are reviewed regularly to assess any associated credit risk. All long-term receivables are due from Yorkshire Water Services Finance Limited or Yorkshire Water Services Limited. Any impairment considered necessary has been made to the amounts included above.

All current receivables are not past due and have not been impaired. All non-current receivables fall due in more than 5 years.

Notes (continued)

13 Financial instruments (continued)

Liquidity risk

Financial risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements. It is assumed that LIBOR and indexation remain constant at the year end position:

| | 2015 | | | | | | 2014 | | | | | |
|--|--------------------------|---------------------------------|-------------------------|-----------------------|-----------------------|--------------------------|--------------------------|---------------------------------|-------------------------|-----------------------|-----------------------|--------------------------|
| | Carrying amount £'000 | Contractual cash flows £'000 | 1 year or less £'000 | 1 to <2years £'000 | 2 to <5years £'000 | 5years and over £'000 | Carrying amount £'000 | Contractual cash flows £'000 | 1 year or less £'000 | 1 to <2years £'000 | 2 to <5years £'000 | 5years and over £'000 |
| Non-derivative financial liabilities | | | | | | | | | | | | |
| Secured bank loans | - | - | - | - | - | - | 162,000 | 162,000 | 162,000 | - | - | - |
| 6.588% guaranteed bonds £210.692m 2023 (Exchange bonds) | 210,692 | 320,283 | 13,880 | 13,880 | 41,639 | 250,884 | 210,692 | 334,163 | 13,880 | 13,880 | 41,639 | 264,764 |
| 6.454% guaranteed bonds £135.476m 2027 (Exchange bonds) | 135,476 | 241,789 | 8,744 | 8,744 | 26,231 | 198,070 | 135,476 | 250,532 | 8,744 | 8,744 | 26,231 | 206,813 |
| 6.601% guaranteed bonds £254.974m 2031 (Exchange bonds) | 254,974 | 525,055 | 16,831 | 16,831 | 50,493 | 440,900 | 254,974 | 541,886 | 16,831 | 16,831 | 50,493 | 457,731 |
| 3.307% indexed linked guaranteed bonds £127.811m 2033 (Exchange bonds) | 151,480 | 243,287 | 5,009 | 5,009 | 15,027 | 218,242 | 147,752 | 234,355 | 4,495 | 4,495 | 13,485 | 211,880 |
| | 752,622 | 1,330,414 | 44,464 | 44,464 | 133,390 | 1,108,096 | 910,894 | 1,522,936 | 205,950 | 43,950 | 131,848 | 1,141,188 |

Notes (continued)

13 Financial instruments (continued)

Market risk

Financial risk management

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

Market risk - Interest rate risk

Profile

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

| | 2015 | 2014 |
|----------------------------------|----------------|---------|
| | £'000 | £'000 |
| Fixed rate instruments | | |
| Financial liabilities | 601,142 | 601,142 |
| | 601,142 | 601,142 |
| Variable rate instruments | | |
| Financial liabilities | 151,480 | 309,752 |
| | 151,480 | 309,752 |

Fixed rate instruments include borrowing which have a fixed interest rate through to maturity. Variable rate instruments include borrowings which are adjusted for movements in the Retail Prices Index (RPI) with reference to a base RPI established at trade date and borrowings which have a floating interest rate (LIBOR). The amounts disclosed are the carrying values of borrowings.

Sensitivity analysis

The principal activity of the company during the year was that of raising finance for use in the business of Yorkshire Water Services Limited ('Yorkshire Water'). This is expected to continue for the foreseeable future. On 24 July 2009 the whole business securitisation (WBS) of Yorkshire Water and its subsidiaries was completed, providing a permanent and stable platform for the long term financing of Yorkshire Water Services Limited. The WBS created the Yorkshire Water financing group, which includes Yorkshire Water Services Bradford Finance Limited. The proceeds of bond issuances have been lent on to Yorkshire Water. Any interest rate risk exposure is therefore eliminated against an equal and opposite exposure on trade and other receivables.

Capital management

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

When monitoring capital risk, the Company considers interest cover measures and its gearing expressed as the ratio of net debt to RCV.

Centrally managed funds are invested entirely with counter-parties whose credit rating is 'A' or better.

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

Notes (continued)

14 Contingencies

The banking arrangements of the company operate on a pooled basis with other group companies and the bank balances of each subsidiary can be offset against each other. No losses are expected to arise as a result of this arrangement.

15 Related parties

Loans to the immediate parent company carry interest at market rates incurred by the company when raising the funds externally (note 5).

No purchase or sale transactions were entered into between the company and any other group companies.

| | 2015 £'000 | 2014 £'000 |
|-------------------------------------|---------------|---------------|
| Loans to group undertakings: | | |
| Brought forward | 933,375 | 921,747 |
| Loans advanced during the year | - | 1,087 |
| Loans repaid during the year | (167,934) | - |
| Interest charged | 49,315 | 51,294 |
| Interest paid | (39,832) | (40,753) |
| | 774,924 | 933,375 |

Parent company loans repaid during the year of £167,934,077 (2014: £1,087,105 advanced) included £5,934,078 (2014: £5,912,895) which was used to fund external interest payments.

16 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Kelda Holdings Limited which is the ultimate parent company incorporated in Jersey. The ultimate controlling party is Kelda Holdings Limited.

The largest UK group in which the results of the Company are consolidated is that headed by Kelda Eurobond Co Limited, incorporated in England and Wales. The smallest group in which they are consolidated is that headed by Kelda Finance (No. 1) Limited, incorporated in England and Wales. The consolidated financial statements of these groups are available to the public and may be obtained from the Company Secretary, Kelda Eurobond Co Limited, Western House, Halifax Road, Bradford, BD6 2SZ.

17 Accounting estimates and judgements

The preparation of financial statements with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. There were no such areas of judgement or uncertainty deemed significant in these financial statements.

18 Explanation of transition to FRS 101 from Adopted IFRS

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 101.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2015 and the comparative information presented in these financial statements for the year ended 31 March 2014. The date of transition was 1 April 2013.

In preparing its FRS 101 balance sheet, the Company has not adjusted amounts reported previously in financial statements prepared in accordance with its old basis of accounting (IFRS).