

# **AFFINITY WATER HOLDINGS LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023**

(Registered Number 08350099)

# Affinity Water Holdings Limited

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# Affinity Water Holdings Limited

## Strategic report for the year ended 31 March 2023

The directors present their strategic report on Affinity Water Holdings Limited ('the company') for the year ended 31 March 2023.

### Principal activities

The company's primary purpose is to manage an investment in Affinity Water Limited.

The company itself receives dividend income from its investment and distributes these to its parent company when received. The directors consider the company has adequate reserves to meet its activities and purpose.

Performance of the company is dependent ultimately on the performance of the trading subsidiary Affinity Water Limited. Affinity Water Limited owns and manages the water assets and network in an area of approximately 4,500km<sup>2</sup> in the southeast of England.

The statement of financial position detailed on page 11 shows that the company had net assets of £291,670,000 (2022: £291,670,000) at the year end.

As both the financial and operational results of the company are dependent on the results of the trading subsidiary, the performance indicators and targets set for the trading subsidiary are provided in detail in the strategic report of Affinity Water Limited's own Annual Report and Financial Statements for the year ended 31 March 2023 on its website: [affinitywater.co.uk/library](http://affinitywater.co.uk/library).

Due to the nature of the company's business, it is not relevant to set any key performance indicators to report against.

### Principal risks and uncertainties

The main risks of the company are centred on the key principal risks of the trading subsidiary in the group, as ultimately the value of the company's investment and dividend income are dependent on the trading subsidiary's activities.

These principal risks include:

#### Operational risks

- Some of our work activities could cause serious harm to our employees, contractors or members of the public
- We may become unable to meet our obligations to provide a sufficient supply of high-quality drinking water
- We may fail to attract, develop and retain employees with the competencies, values and behaviours required to engage with and promote our corporate culture, and deliver our strategic ambition and business outcomes
- Availability, confidentiality or integrity of information or data could become compromised
- Our supply chain may fail to deliver the goods and services we need to operate our business
- We could cause damage to the environment during our business activities
- Climate change and other environmental factors could negatively impact our business operations
- We may fail to implement the cultural and operational transformation of our business necessary to deliver our business ambitions
- A significant disruptive event could impact our ability to deliver normal business activities
- The health of our assets may deteriorate such that water supply or quality is compromised

# Affinity Water Holdings Limited

## Strategic report for the year ended 31 March 2023 (continued)

### Principal risks and uncertainties (continued)

#### Regulatory risks

- Changes could occur in the regulatory framework, or social or political climate, which could have significant effects on our operational or financial performance
- We may fail to comply with laws and obligations under our instrument of appointment legal, compliance or business obligations
- Failure to achieve a satisfactory outcome from the price review PR24

#### Financial risks

- We could fail to maintain or renew appropriate financing for our business activities
- Macro-economic factors (interest rate, inflation and tax risks) could have a material adverse effect on our financial performance

These risks are provided in more detail in the strategic report of Affinity Water Limited's own Annual Report and Financial Statements for the year ended 31 March 2023 on its website: [affinitywater.co.uk/library](http://affinitywater.co.uk/library), including how the trading subsidiary manages and mitigates these risks.

Due to the nature of the company's business, the current economic climate has not had a significant impact on the company.

On behalf of the Board

Martin Roughead  
Director  
12 July 2023

# Affinity Water Holdings Limited

## Directors' report for the year ended 31 March 2023

### Introduction

The directors present their annual report and the audited statutory financial statements for the year ended 31 March 2023.

### Future developments

It is anticipated the company will continue to invest and manage its long-term interests in the water industry in the United Kingdom for the foreseeable future.

### Going concern

The directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements. This is based on assessment of the principal risks of the company and consideration of the company's forecast cash flows. The directors have considered the current economic climate and the impact of rising inflation and interest rates and the current cost of living crisis and have concluded that the company has adequate resources to meet its current operational and financial obligations. The directors have a reasonable expectation that this will continue for the foreseeable future and for a period of at least 12 months from the date of approval of these financial statements. The directors have considered the impact of climate change on the going concern assumption and do not believe it has a material impact on the company.

The directors have also considered the ring fence structure in place and have obtained comfort that the existence of external borrowings outside of this structure, namely that within Affinity Water Holdco Finance Limited, does not impact the conclusions reached regarding the ability of the company to continue as a going concern. This is due to the fact that the company has no obligation to distribute funds through the holding company structure in order to meet such liabilities.

### Dividends

No dividends have been paid during the year ended 31 March 2023 (2022: £nil).

The directors do not recommend a final dividend (2022: £nil).

### Directors

The directors of the company, who were in office during the year and up to the date of signing the financial statements except where noted, were as follows:

Jonathan Carter (appointed 4 October 2022)  
Marissa Dardi (resigned 12 May 2023)  
Keith Haslett (appointed 3 January 2023)  
Jaroslava Korpanec (resigned 1 August 2022)  
Stuart Ledger (resigned 16 December 2022)  
Michael Osborne  
Martin Roughead (appointed 17 April 2023)  
Angela Roshier (resigned 15 February 2023)  
Roxana Tataru  
Adam Waddington (appointed 12 May 2023)

### Company Secretary

Sunita Kaushal (resigned 3 April 2023)  
Patrick Makoni (appointed 3 April 2023)

# Affinity Water Holdings Limited

## Directors' report for the year ended 31 March 2023 (continued)

### Events after the reporting period

Martin Roughead was appointed to the board of this company on 17 April 2023, and was appointed as Chief Financial Officer (CFO) of Affinity Water Limited on the same date.

### Directors' qualifying third party indemnity provisions

The company has not granted any indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in Section 234 of the Companies Act 2006. Affinity Water Holdings Limited

### Political contributions

No political contributions were made during the year (2022: £nil), in accordance with the company's policy of not making political contributions.

### Financial risk management

The management of financial risks is disclosed in the Strategic report on pages 1 and 2.

### Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and financial statements and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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 also 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.

# **Affinity Water Holdings Limited**

## **Directors' report for the year ended 31 March 2023 (continued)**

### **Statement of directors' responsibilities in respect of the financial statements (continued)**

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

### **Directors' confirmations**

In the case of each director in office at the date the Directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have 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 auditors are aware of that information.

### **Independent auditor**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed by the Board.

On behalf of the Board

Martin Roughead  
Director  
12 July 2023

# **Affinity Water Holdings Limited**

## **Independent auditors' report to the members of Affinity Water Holdings Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion, Affinity Water Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 March 2023; the Income statement and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### **Conclusions relating to going concern**

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Affinity Water Holdings Limited**

# **Independent auditors' report to the members of Affinity Water Holdings Limited (continued)**

### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Strategic report and Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

## **Affinity Water Holdings Limited**

# **Independent auditors' report to the members of Affinity Water Holdings Limited (continued)**

### **Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation and Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries. Audit procedures performed by the engagement team included:

- evaluation of management's controls designed to prevent and detect irregularities;
- inquiries with management, including in respect of known or suspected instances of non-compliance with laws and regulation or fraud, and the review of Board minutes;
- identifying and testing journal entries posted, in particular any journal entries posted with unusual account combinations; and
- incorporating elements of unpredictability into the audit procedures performed.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 auditors' report.

### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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 save where expressly agreed by our prior consent in writing.

## **Affinity Water Holdings Limited**

### **Independent auditors' report to the members of Affinity Water Holdings Limited (continued)**

#### **Other required reporting**

##### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Alex Blake (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Watford  
12 July 2023

# Affinity Water Holdings Limited

## Income statement for the year ended 31 March 2023 (Registered Number 08350099)

	Note	2023 £000	2022 £000
<b>Operating result</b>	4	-	-
Income from shares in group undertakings		-	-
<b>Result before income tax</b>		-	-
Income tax expense	6	-	-
<b>Result for the financial year</b>		-	-

The notes on pages 13 to 19 are an integral part of these financial statements.

All results of the company in the current year and prior year are from continuing operations.

The company has no other comprehensive income in either the current year or prior year other than the results above, therefore a statement of comprehensive income has not been presented.

# Affinity Water Holdings Limited

## Statement of financial position

as at 31 March 2023

(Registered Number 08350099)

	Note	2023 £000	2022 £000
<b>Fixed assets</b>			
Investments	8	291,670	291,670
<b>Net assets</b>		<b>291,670</b>	<b>291,670</b>
<b>Equity</b>			
Called up share capital	9	4,000	4,000
Share premium account	9	287,670	287,670
Retained earnings		-	-
<b>Total shareholders' funds</b>		<b>291,670</b>	<b>291,670</b>

The notes on pages 13 to 19 are an integral part of these financial statements.

The financial statements on pages 10 to 19 were authorised for issue by the Board of directors on 12 July 2023 and were signed on its behalf by:

Martin Roughead  
Director

# Affinity Water Holdings Limited

## Statement of changes in equity for the year ended 31 March 2023 (Registered Number 08350099)

	Called up share capital £000	Share premium account £000	Retained earnings £000	Total Shareholders' funds £000
Balance as at 1 April 2021	4,000	287,670	-	291,670
Result for the financial year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Total transactions with owner, recognised directly in equity	-	-	-	-
Balance as at 31 March 2022	4,000	287,670	-	291,670
<b>Balance as at 1 April 2022</b>	<b>4,000</b>	<b>287,670</b>	<b>-</b>	<b>291,670</b>
<b>Result for the financial year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total transactions with owner, recognised directly in equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balance as at 31 March 2023</b>	<b>4,000</b>	<b>287,670</b>	<b>-</b>	<b>291,670</b>

The notes on pages 13 to 19 are an integral part of these financial statements.

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023

### 1. General information

Affinity Water Holdings Limited ('the company') manages an investment in Affinity Water Limited.

The company is a private company limited by shares and is incorporated and domiciled in England, United Kingdom. The address of its registered office is Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ.

### 2. Summary of significant accounting policies

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

#### 2.1 Basis of preparation

These financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The company meets the definition of a qualifying entity under Financial Reporting Standard 100: 'Application of financial reporting requirements' ('FRS 100') issued by the Financial Reporting Council ('FRC'). The financial statements of Affinity Water Holdings Limited have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101').

The preparation of financial statements in conformity 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. 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.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7: 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13: 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of International Accounting Standard ('IAS') 1: 'Presentation of financial statements' comparative information requirements in respect of paragraph 79(a)(iv) of IAS 1
- The following paragraphs of IAS 1: 'Presentation of financial statements':
  - 10(d) (statement of cash flows),
  - 16 (statement of compliance with all IFRS),
  - 38A (requirement for minimum of two primary statements, including cash flow statements),
  - 38B-D (additional comparative information),
  - 40A-D (requirements for a third statement of financial position),
  - 111 (cash flow statement information), and
  - 134-136 (capital management disclosures)
- IAS 7: 'Statement of cash flows'
- Paragraph 17 of IAS 24: 'Related party disclosures' (key management compensation)
- The requirements in IAS 24: 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

The group financial statements of Daiwater Investment Limited, the company's ultimate holding and controlling company in the United Kingdom, will be publicly available and may be obtained as set out in note 12.

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 2. Summary of significant accounting policies (continued)

#### 2.2 Going concern

The directors consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements. This is based on assessment of the principal risks of the company and consideration of the company's forecast cash flows. The directors have considered the current economic climate and the impact of rising inflation and interest rates and the current cost of living crisis and have concluded that the company has adequate resources to meet its current operational and financial obligations. The directors have a reasonable expectation that this will continue for the foreseeable future and for a period of at least 12 months from the date of approval of these financial statements. The directors have considered the impact of climate change on the going concern assumption and do not believe it has a material impact on the company.

The directors have also considered the ring fence structure in place and have obtained comfort that the existence of external borrowings outside of this structure, namely that within Affinity Water Holdco Finance Limited, does not impact the conclusions reached regarding the ability of the company to continue as a going concern. This is due to the fact that the company has no obligation to distribute funds through the holding company structure in order to meet such liabilities.

#### 2.3 Changes in accounting policy and disclosures

There were no changes in accounting policy for the current reporting period.

#### 2.4 Adoption of new and revised standards

There are no amendments to accounting standards, or IFRIC interpretations, that are effective for the year ended 31 March 2023 that have a material impact on the company's financial statements.

#### 2.5 New standards, amendments and interpretations not yet adopted

There are no new standards and interpretations, which are not yet effective and have not been early adopted by the company, that will have a material effect on future years.

#### 2.6 Consolidation

The company is a wholly owned subsidiary of its ultimate holding and controlling company in the United Kingdom, Daiwater Investment Limited. It will be included in the consolidated financial statements of Daiwater Investment Limited which will be publicly available. Therefore, the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are separate financial statements.

#### 2.7 Investment in subsidiary

The company's investments in subsidiary is held at cost less accumulated impairment losses. Its investment is tested annually for impairment.

#### 2.8 Dividend income

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

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 2. Summary of significant accounting policies (continued)

#### 2.9 Dividend distributions

Dividend distributions to the company's shareholder are recognised as a liability in the company's financial statements in the year in which the dividends are approved by the company's shareholder.

#### 2.10 Current income tax

The current income tax expense is based on taxable profit for the year. Taxable profit differs from 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. The company's current tax expense is calculated using tax rates that have been enacted or substantively enacted by the date of the statement of financial position.

### 3. Critical accounting estimates and judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### *Impairment of investment in subsidiary*

Determining whether the company's investment in its subsidiary has been impaired requires an estimation of the investment's value in use. The value in use calculation uses an estimate of the enterprise value of Affinity Water Limited, the principal trading direct subsidiary of the company, which is based on its regulatory capital value at the year-end and market premiums paid for UK water supply companies. The carrying amount of investments in subsidiaries at the date of the statement of financial position was £291,670,000 (2022: £291,670,000) with no impairment losses recognised in either 2023 or 2022. If the value in use of Affinity Water Limited were to drop by 10%, an impairment charge of £nil (2022: £nil) would be recognised as the estimated enterprise value would still exceed the carrying amount of the investment.

The directors have considered Affinity Water Limited's longer term forecasts and results of stress testing, which are performed on a base case scenario which has taken into consideration the impact of inflation, interest rates, supply chain cost pressures, the energy price crisis and the cost of living crisis. The base case scenario has been used to estimate the enterprise value of the subsidiary. Management concludes that these external economic factors have not had a significant impact on the valuation of the investment in Affinity Water Limited during the financial year and at the reporting date.

The directors have also considered the impact of climate change on the valuation of the investment in Affinity Water Limited and conclude that this has not had a material impact on the impairment assessment.

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 4. Operating result

	2023	2022
	£000	£000
Operating result is stated after charging:		
Audit fees payable to the company's auditors	-	-

The auditors' remuneration for audit services in the year amounted to £6,500 (2022: £5,950), with such costs being borne by Affinity Water Limited, the direct subsidiary of the company. The auditors received no other remuneration for services provided to the company in either the current or prior year.

### 5. Employees and directors

#### Employees

The company had no employees in the current year (2022: nil).

#### Directors

No remuneration or pension contributions were directly paid to directors for services to the company (2022: £nil).

There was a change in the Chief Executive Officer (CEO) of Affinity Water Limited, the direct subsidiary of the company. Pauline Walsh served as CEO until 17 September 2021. Stuart Ledger served as interim CEO from 18 September 2021 until 16 December 2022. Keith Haslett was appointed permanent CEO on 3 January 2023.

Remuneration for Stuart Ledger and Keith Haslett for the current year and Stuart Ledger and Pauline Walsh for the prior year were paid by Affinity Water Limited, which made no recharge to the company. Keith Haslett and Stuart Ledger for the current year and Stuart Ledger and Pauline Walsh for the prior year were directors of Affinity Water Limited and a number of fellow subsidiaries of the Daiwater Investment Limited group. It has not been possible to make an accurate apportionment of their remuneration in respect of each of the subsidiaries. Accordingly, there is no detail shown in respect of the remuneration of Keith Haslett, Stuart Ledger or Pauline Walsh. Their total remuneration is disclosed in the Annual Report and Financial Statements of Affinity Water Limited for the year ended 31 March 2023, copies of which can be obtained from the Company Secretary, Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ.

The remaining directors who were appointed by either Allianz Capital Partners on behalf of the Allianz Group, DIF or InfraRed Capital Partners Limited on behalf of HICL Infrastructure plc did not receive any emoluments from the company, or any company within the Affinity Water group.

### 6. Income tax expense

#### Tax expense included in the income statement

	2023	2022
	£000	£000
<b>Current tax:</b>		
UK corporation tax on result for the year	-	-
<b>Tax on result</b>	-	-

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 6. Income tax expense (continued)

The tax charge for the year ended 31 March 2023 was equal to (2022: equal to) the standard rate of corporation tax in the UK. The differences are explained below:

	<b>2023</b>	2022
	<b>£000</b>	£000
Result before tax	-	-
Result before tax multiplied by the standard rate of tax in the UK of 19% (2022: 19%)	-	-
Effects of:		
Income not subject to tax	-	-
<b>Tax charge</b>	<b>-</b>	<b>-</b>

The standard rate of tax in the UK for the current year is 19% (2022: 19%).

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021.

### 7. Dividends

	<b>2023</b>	2022
	<b>£000</b>	£000
Ordinary:		
No dividend paid in 2023 (2022: £nil)	-	-
	<b>-</b>	<b>-</b>

### 8. Investments

	<b>2023</b>	2022
	<b>£000</b>	£000
Investment in subsidiary undertaking	<b>291,670</b>	291,670

Investments as at 31 March 2023 and 31 March 2022 comprise the following subsidiary undertaking of the company:

Name of company	Registered address	Nature of business	Type of holding	Proportion of voting rights and shares held
Affinity Water Limited	Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ	Water supply	Ordinary shares	100%

Affinity Water Limited is incorporated in the United Kingdom with registered address Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ.

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 8. Investments (continued)

The company did not receive a dividend from its investment in the current or prior year.

The company also indirectly holds 100% of the voting rights and ordinary shares of the following investments, each of which have the same registered address as the company: Affinity Water Finance PLC (finance company), Affinity Water Finance (2004) PLC (finance company), Three Valleys Water Limited (dormant company), Tendring Hundred Water Services Limited (dormant company), Folkestone and Dover Water Services Limited (dormant company) and White Cliffs Water Limited (dormant company).

The company has unconditionally and irrevocably guaranteed the due and punctual payment of all sums from time to time payable by Affinity Water Finance (2004) PLC and Affinity Water Finance PLC in respect of the bonds issued by these companies. These guarantees constitute direct, general and unconditional obligations of the company which will at all times rank at least pari passu with all other present and future unsecured obligations.

### 9. Called up share capital

	2023 £	2022 £
<b>Allotted, called up and fully paid share capital</b>		
4,000,002 (2022: 4,000,002) ordinary shares of £1.00 each	<b>4,000,002</b>	4,000,002

The company was incorporated on 7 January 2013. The company issued one £1 ordinary share on 7 January 2013 to Affinity Water Capital Funds Limited, its immediate parent company at that time. A further £1 ordinary share was issued on 4 February 2013 to Affinity Water Capital Funds Limited at a premium of £287,669,999. These shares were transferred to Affinity Water Holdco Finance Limited on 25 September 2017.

The company issued 4,000,000 £1 ordinary shares on 30 March 2021 to its immediate parent company, Affinity Water Holdco Finance Limited. These shares were fully paid.

### 10. Related party transactions

There were no related party transactions requiring disclosure during the years ended 31 March 2023 and 31 March 2022.

### 11. Events after the end of the reporting period

Martin Roughead was appointed to the board of this company on 17 April 2023, and was appointed as Chief Financial Officer (CFO) of Affinity Water Limited on the same date.

# Affinity Water Holdings Limited

## Notes to the financial statements for the year ended 31 March 2023 (continued)

### 12. Ultimate parent company and controlling party

The immediate parent undertaking of the company is Affinity Water Holdco Finance Limited, a company registered in England and Wales.

Affinity Water Holdco Finance Limited is wholly owned by Daiwater Investment Limited, a company registered in England and Wales. Daiwater Investment Limited is the parent undertaking of the largest group to consolidate the statutory financial statements of the company. These financial statements are also consolidated in the financial statements of Affinity Water Holdco Finance Limited, the smallest group to consolidate the statutory financial statements of the company.

Copies of the group financial statements of Daiwater Investment Limited and Affinity Water Holdco Finance Limited for the year ended 31 March 2023 may be obtained from the Company Secretary, The Hub, Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ.

The directors consider Daiwater Investment Limited as the ultimate holding and controlling company in the United Kingdom.

The directors consider the following entities to be the company's ultimate controllers, as they are in a position to exercise material influence over the company's policy and affairs:

- Allianz Infrastructure Holding I Pte. Limited
- DIF Management Holding BV
- DIF Management UK Limited
- HICL Infrastructure plc
- Sun Life Financial Inc.

Allianz Capital Partners is the Allianz Group's in-house investment manager for alternative equity investments. The investment focus is on infrastructure and renewables as well as private equity funds. Allianz Capital Partners' investment strategy is targeted to generate attractive, long-term and stable returns while diversifying the overall investment portfolio for the Allianz Group insurance companies.

DIF is an independent and specialist fund management company, which invests in infrastructure assets that generate long-term stable cash flows, including public-private partnerships, regulated infrastructure assets and renewable energy projects in Europe, North America and Australia.

HICL Infrastructure plc is a long-term investor in infrastructure assets which are predominantly operational and yielding steady returns. HICL Infrastructure plc has a portfolio of infrastructure investments, which are positioned at the lower end of the risk spectrum, in three target market segments: public-private partnerships, regulated assets and demand-based assets. The Investment Manager to HICL Infrastructure plc is InfraRed Capital Partners Limited, a leading international investment manager focused on infrastructure and renewable energy investments. On 1 July 2020, Sun Life Financial Inc acquired an 80% interest in the InfraRed business from InfraRed Capital Partners (Management) LLP and became an ultimate controller.