

# **AFFINITY WATER FINANCE (2004) PLC**

UNAUDITED HALF-YEARLY FINANCIAL REPORT  
FOR THE SIX MONTH PERIOD ENDED 30 SEPTEMBER 2017

(Registered Number 05139236)

# Affinity Water Finance (2004) PLC

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# **Affinity Water Finance (2004) PLC**

## **Interim management report**

### **Introduction**

The sole activity of Affinity Water Finance (2004) PLC (the 'company') is to raise finance on behalf of its immediate parent undertaking, Affinity Water Limited. During 2004 the company issued £200.0m of guaranteed notes, maturing in July 2026 with an annual coupon of 5.875%. The company completed a tap issue of £50.0m on the same terms as the existing £200.0m notes on 16 July 2014 (together, the 'Bond'). The proceeds of this tap issue were lent to Affinity Water Limited on the same terms.

### **Significant events during the year**

On 19 May 2017, Infracapital Partners II and North Haven Infrastructure Partners LP sold 100% of their shareholdings in Affinity Water Acquisitions (Investments) Limited, the company's ultimate holding and controlling company at that time, to a consortium comprising Allianz Capital Partners on behalf of the Allianz Group, HICL Infrastructure Company Limited (advised by InfraRed Capital Partners Limited) and DIF. As part of the transaction, the buyers also acquired Veolia Water UK Limited's 10% stake in Affinity Water Acquisitions (Holdco) Limited.

### **Principal risks**

As the Bond has a fixed coupon rate, the company faces limited risk or uncertainty. Affinity Water Limited, and the wider Affinity Water group, are responsible for the financing strategy and treasury policies of the company. The aim of this strategy is to assess the on-going capital requirement of the group and to raise funding on a timely basis, taking advantage of any favourable market opportunities.

Surplus funds are invested based upon forecast cash requirements in accordance with the company's treasury policy.

Interest rates earned on, and the currency of denomination of, the company's financial assets are matched against those of the company's financial liabilities. Accordingly, these assets and liabilities act as a natural hedge for each other, and the company has no net exposure to movements in interest or foreign exchange rates.

The condensed interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements; the former should be read in conjunction with the company's annual financial statements for the year ended 31 March 2017 (in particular the strategic report, as well as note 12 to the financial statements).

The principal risks and uncertainties remain unchanged from those reported at 31 March 2017. The Board anticipates that these will remain unchanged for the remaining six months of the financial year.

### **Going concern**

The directors consider it appropriate to adopt the going concern basis of accounting in preparing the condensed interim financial statements. This is based on assessment of the principal risks of the company and consideration of the company's budgeted cash flows, long term forecasts and related assumptions, as well as available debt facilities, and support of the company's immediate parent undertaking.

### **Related parties**

Details of significant related party transactions can be found in note 8 to the condensed interim financial statements. There has been no change to the nature of related party transactions in the first six months of the financial year which has materially affected the financial position or performance of the company.

# **Affinity Water Finance (2004) PLC**

## **Interim management report (continued)**

### **Forward-looking statements**

Certain statements in this interim management report are forward-looking. Although the company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements.

The company undertakes no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

## Affinity Water Finance (2004) PLC

### Condensed interim income statement for the six months ended 30 September 2017

	Note	30 September 2017 £000 Unaudited	30 September 2016 £000 Unaudited
<b>Operating profit</b>		-	-
Finance income	5	7,167	7,180
Finance costs	5	(7,166)	(7,179)
<b>Profit on ordinary activities before income tax</b>		<b>1</b>	<b>1</b>
Income tax expense on ordinary activities		-	-
<b>Profit for the period</b>		<b>1</b>	<b>1</b>

All profits of the company in the current period and prior period are from continuing operations.

The company has no recognised gains or losses other than the results above; therefore a statement of comprehensive income has not been presented.

The notes on pages 6 to 11 are an integral part of these condensed interim financial statements.

## Affinity Water Finance (2004) PLC

### Condensed interim statement of financial position as at 30 September 2017

	Note	30 September 2017 £000 Unaudited	31 March 2017 £000 Audited
<b>Current assets</b>			
Loan receivable falling due after more than one year	6	254,549	254,747
Trade and other receivables		3,184	10,507
Cash and cash equivalents		50	50
		<b>257,783</b>	265,304
<b>Creditors - amounts falling due within one year</b>		<b>(3,179)</b>	(10,503)
<b>Net current assets</b>		<b>254,604</b>	254,801
<b>Total assets less current liabilities</b>		<b>254,604</b>	254,801
<b>Creditors - amounts falling due after more than one year</b>	7	<b>(254,549)</b>	(254,747)
<b>Net assets</b>		<b>55</b>	54
<b>Equity</b>			
Ordinary shares		50	50
Retained earnings		5	4
<b>Total shareholder's funds</b>		<b>55</b>	54

The notes on pages 6 to 11 are an integral part of these condensed interim financial statements.

## Affinity Water Finance (2004) PLC

### Condensed interim statement of changes in equity for the six months ended 30 September 2017

	Share capital £000	Retained earnings £000	Total equity £000
	Unaudited	Unaudited	Unaudited
<b>Balance as at 31 March 2017</b>	<b>50</b>	<b>4</b>	<b>54</b>
<b>Profit for the period</b>	<b>-</b>	<b>1</b>	<b>1</b>
<b>Balance as at 30 September 2017</b>	<b>50</b>	<b>5</b>	<b>55</b>
Balance as at 31 March 2016	50	3	53
Profit for the period	-	1	1
Balance as at 30 September 2016	50	4	54

The notes on pages 6 to 11 are an integral part of these condensed interim financial statements.

# **Affinity Water Finance (2004) PLC**

## **Notes to the condensed interim financial statements**

### **1. General information**

The sole activity of Affinity Water Finance (2004) PLC is to raise finance on behalf of its immediate parent undertaking, Affinity Water Limited.

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

Refer to note 10 for details of the company's ultimate parent.

These condensed interim financial statements were approved for issue on 29 November 2017.

These condensed interim financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts for the year ended 31 March 2017 were approved by the Board of directors on 27 June 2017 and delivered to the Registrar of Companies. The report of the auditor on those accounts was unqualified, did not contain an emphasis of matter and did not contain any statement under section 498 of the Companies Act 2006.

These condensed interim financial statements have not been reviewed or audited by the independent auditor.

### **2. Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these condensed interim financial statements are set out below.

#### **2.1 Basis of preparation**

These condensed interim financial statements have been prepared under the historical cost convention in accordance with the Disclosure and Transparency Rules ('DTR') of the Financial Conduct Authority and with Financial Reporting Standard ('FRS') 104: 'Interim financial reporting' ('FRS 104') as issued by the Financial Reporting Council, adopting the recognition and measurement requirements of EU-adopted International Financial Reporting Standards ('IFRS').

The company prepared its statutory financial statements for the year ended 31 March 2017 in compliance with the requirements of Financial Reporting Standard 101: 'Reduced disclosure framework' ('FRS 101').

Under FRS 101, the company applies the recognition and measurement requirements of IFRS, but makes amendments where necessary in order to comply with the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

The condensed interim financial statements should be read in accordance with the annual financial statements for the year ended 31 March 2017.

# **Affinity Water Finance (2004) PLC**

## **Notes to the condensed interim financial statements (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 condensed interim financial statements. This is based on assessment of the principal risks of the company and consideration of the company's budgeted cash flows, long term forecasts and related assumptions, as well as available debt facilities, and support of the company's immediate parent undertaking.

#### **2.3 Loan receivable**

The loan receivable is stated at amortised cost using the effective interest method, less any provision for impairment.

#### **2.4 Borrowings**

All financial liabilities are recognised initially at fair value plus directly attributable transaction costs. The carrying amount is increased by the finance cost determined by the effective interest rate in respect of the accounting period and reduced by any payments made in the period. The finance cost recognised in the income statement is allocated to periods over the term of the debt at an effective interest rate on the carrying amount.

The Affinity Water group is subject to a number of covenants in relation to its borrowings, which would result in its loans becoming immediately repayable if breached. These covenants specify certain limits in terms of key ratios such as net cash flow to debt interest and net debt to regulatory capital value. At the period end the group was not in breach of any financial covenants.

#### **2.5 Trade and other receivables**

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

# Affinity Water Finance (2004) PLC

## Notes to the condensed interim financial statements (continued)

### 3. Critical accounting estimates and judgements

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 loan receivable*

Determining whether the company's loan receivable from Affinity Water Limited is impaired requires consideration of factors including Affinity Water Limited's credit rating and ability to generate positive cash flows from its operating activities going forward. The carrying amount of the loan receivable at the balance sheet date was £254,549,000 with no impairment losses recognised in the six month period ended 30 September 2017 (2016: nil) (refer to note 6).

### 4. Financial risk management and financial instruments

The company's activities primarily expose it to liquidity risk. Interest rates earned on, and the currency of denomination of, the company's financial assets are matched against those of the company's financial liabilities. Accordingly these assets and liabilities act as a natural hedge for each other, and the company has no net exposure to movements in interest rates.

The condensed interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements; the former should be read in conjunction with the company's annual financial statements for the year ended 31 March 2017 (refer to note 12 to the financial statements).

There have been no changes in any risk management policies since 31 March 2017.

#### **Fair value of financial assets and liabilities measured at amortised cost**

Between 1 April 2017 and 30 September 2017, market interest rates increased, decreasing the fair value of the company's Bond and related loan receivable as follows:

	<b>30 September 2017 £000</b>	31 March 2017 £000
	<b>Unaudited</b>	Audited
Non-current	<b>331,296</b>	338,763

The remaining financial assets and liabilities of the company approximate to their carrying amount.

# Affinity Water Finance (2004) PLC

## Notes to the condensed interim financial statements (continued)

### 5. Finance income and costs

	<b>Six months ended 30 September 2017 £000 Unaudited</b>	<b>Six months ended 30 September 2016 £000 Unaudited</b>
<b>Finance income</b>		
Interest income on loan to parent company	7,166	7,179
Other finance income	1	1
Total interest income on financial assets not measured at fair value through profit and loss	<u>7,167</u>	<u>7,180</u>
<b>Total finance income</b>	<u><u>7,167</u></u>	<u><u>7,180</u></u>
<b>Finance expense</b>		
Interest expense on bonds	7,364	7,352
Amortisation of bond issue costs	(198)	(173)
Total interest expense on financial assets not measured at fair value through profit and loss	<u>7,166</u>	<u>7,179</u>
<b>Total finance expense</b>	<u><u>7,166</u></u>	<u><u>7,179</u></u>
<b>Net finance income</b>		
Finance income	7,167	7,180
Finance expense	(7,166)	(7,179)
<b>Net finance income</b>	<u><u>1</u></u>	<u><u>1</u></u>

## Affinity Water Finance (2004) PLC

### Notes to the condensed interim financial statements (continued)

#### 6. Loan receivable falling due after more than one year

	30 September 2017 £000 Unaudited	31 March 2017 £000 Audited
Amounts owed by parent company	<b>254,549</b>	254,747

No provision for impairment has been recognised at 30 September 2017.

#### 7. Creditors – amounts falling due after more than one year

	30 September 2017 £000 Unaudited	31 March 2017 £000 Audited
5.875% Bond due 2026	<b>254,549</b>	254,747

#### 8. Related party transactions

Interest payments totalling £14,687,500 were received from Affinity Water Limited in July 2017, in relation to a loan from the company of the issue proceeds of the Bond.

There are no other significant related party transactions which require disclosure.

#### 9. Events after the reporting period

There were no significant events after the end of the reporting period.

# Affinity Water Finance (2004) PLC

## Notes to the condensed interim financial statements (continued)

### 10. Controlling parties

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

Affinity Water Limited is wholly owned by Affinity Water Acquisitions (Investments) Limited, a company registered in England and Wales. Affinity Water Acquisitions (Investments) Limited was the parent undertaking of the smallest and largest group to consolidate the statutory financial statements of this company for the year ended 31 March 2017.

Copies of the group financial statements of Affinity Water Acquisitions (Investments) Limited for the year ended 31 March 2017 may be obtained from the Company Secretary, Tamblin Way, Hatfield, Hertfordshire, AL10 9EZ.

Affinity Water Acquisitions (Investments) Limited was owned by a consortium of investors led by Infracapital Partners II (consisting of Infracapital Partners II LP and Infracapital Partners (NT) II LP) and North Haven Infrastructure Partners LP until 19 May 2017. Veolia Environnement S.A. held a 10% shareholding in Affinity Water Acquisitions (Holdco) Limited, the direct subsidiary of Affinity Water Acquisitions (Investments) Limited, through its subsidiary Veolia Water UK Limited until the same date. The directors considered Infracapital Partners II and North Haven Infrastructure Partners LP to be the company's ultimate controllers up to that date, as they were in a position to exercise material influence over the company's policy and affairs.

On 19 May 2017, Affinity Water Acquisitions (Investments) Limited was acquired by a consortium comprising DIF, HICL Infrastructure Company Limited (advised by InfraRed Capital Partners Limited) and Allianz Capital Partners on behalf of the Allianz Group. As part of the transaction, the consortium also acquired Veolia Water UK Limited's 10% equity interest stake in the company.

The consortium made its investment through Daiwater Investment Limited which is now the company's UK holding company. 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 Luxembourg I Sarl
- DIF Management Holding BV
- DIF Management UK Limited
- HICL Infrastructure Company Limited
- InfraRed Capital Partners (Management) LLP

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 Company Limited is a long-term investor in infrastructure assets which are predominantly operational and yielding steady returns. HICL 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 Adviser to HICL is InfraRed Capital Partners Limited, a leading international investment manager focused on infrastructure and real estate.

## **Affinity Water Finance (2004) PLC**

### **Statement of directors' responsibilities**

The directors confirm that these condensed interim financial statements have been prepared in accordance with FRS 104 as issued by the Financial Reporting Council, adopting the recognition and measurement requirements of IFRS, and that the interim management report includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8, namely:

- an indication of important events that have occurred during the first six months and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- material related-party transactions in the first six months and any material changes in the related-party transactions described in the last annual report.

The directors of Affinity Water Finance (2004) PLC are listed in the company's annual report and financial statements for the year ended 31 March 2017.

In the six month period to 30 September 2017, Gareth Craig, Jaroslava Korpanec and Angela Roshier were appointed as directors on 19 May 2017 and Alberto Donzelli, Stephen Nelson, Nigel Paterson and Yacine Saidji resigned on the same date. Duncan Bates resigned on 31 July 2017.

Stuart Ledger was appointed as a director on 1 November 2017.

The half-yearly financial report has not been reviewed or audited by the independent auditor.

By order of the Board

Stuart Ledger

Director

29 November 2017