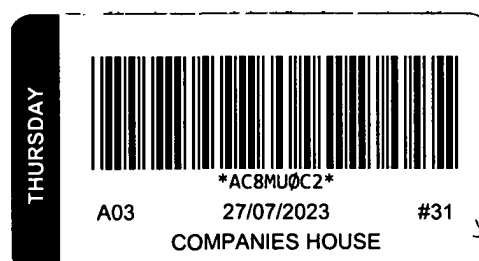


Registered number: 00523376

ARRIVA NORTH WEST LIMITED

Annual report and financial statements

For the Year Ended 31 December 2021



ARRIVA NORTH WEST LIMITED

Company Information

Directors	N J Bradley P Cummins R J Hoare
Registered number	00523376
Registered office	1 Admiral Way Doxford International Business Park Sunderland Tyne and Wear SR3 3XP
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ

ARRIVA NORTH WEST LIMITED

Contents

	Page(s)
Strategic report	1 - 5
Directors' report	6 - 14
Independent auditors' report	15 - 18
Statement of comprehensive income	19
Balance sheet	20 - 21
Statement of changes in equity	22
Notes to the financial statements	23 - 47

ARRIVA NORTH WEST LIMITED

Strategic report For the Year Ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year continues to be the operation of bus and coach services.

REVIEW OF BUSINESS

The company's statement of comprehensive income on page 19 shows a profit before tax of £1,454,000 (2020: £265,000 loss as restated). Whilst patronage is recovering, levels are still below the pre-COVID 2019 levels. This was mitigated to an extent by income support from the Department for Transport ('DfT') through the COVID-19 Bus Services Support Grant Restart ('CBSSG Restart') which ended in August 2021 and then utilising the Bus Recovery Grant (BRG) which was introduced following the cessation of CBSSG Restart. CBSSG Restart and BRG support is reflected in other operating income in the statement of comprehensive income.

The company has obtained CBSSG Restart funding to support its ongoing operations since August 2020, and has also made use of the COVID-19 BRG.

At the balance sheet date the company has net assets of £13,670,000 (2020: £354,000 as restated). The increase in net assets reflects the reduction in amounts payable to fellow group companies as a result of the £10,000,000 equity injection from its shareholder through issuance of an additional ordinary share, along with the profit for the financial year plus the impact of favourable fair value movements on the company's derivatives in the year.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company are considered to relate to local and national competition and factors which would cause a decline in the market. Further discussion of these risks and uncertainties in the context of the Arriva group as a whole, is provided in the annual report of the UK intermediate parent company, Arriva plc, which does not form part of this report.

FUTURE DEVELOPMENTS

The company is a wholly owned subsidiary of Arriva UK Bus Holdings Limited and part of the Arriva group which Deutsche Bahn AG heads. As a public transport operator, the Arriva group has been significantly impacted by the COVID 19 coronavirus pandemic with a resulting impact on passengers, colleagues, and other business stakeholders. The Arriva group has and continues to work closely with both local and national government bodies and transport authorities on support measures to ensure continuation of critical transportation services as patronage growth recovers beyond the pandemic.

The company is working closely with local authorities to maintain appropriate service levels for customers, supported by BRG funding. BRG is effective from September 2021 through to June 2023 and replaced the previous CBSSG Restart funding scheme, which ended in August 2021. The company expects new funding post June 2023 via the Bus Service Improvement Plan Plus (BSIP+) through its local transport authority, in line with recent correspondence between the DfT and local transport authorities. BSIP+ will run for an initial period from July 2023 to April 2024, with a further period of funding from April 2024 to April 2025. Further funding is also expected to be provided to operators through a new mechanism that will sit alongside the current Bus Service Operators Grant, the DfT are currently working with operators to confirm the rates for this grant.

ARRIVA NORTH WEST LIMITED

Strategic report (continued)
For the Year Ended 31 December 2021

FUTURE DEVELOPMENTS (CONTINUED)

Liquidity and funding risk

The company voluntarily participates in a group cash and credit facility pooling arrangement operated by its ultimate parent, Deutsche Bahn AG ('DB'). This is a long standing arrangement operated by DB to manage the liquidity needs of DB group companies, and the company has been a party to this arrangement for several years. The company utilises a DB credit facility under this arrangement, which the directors expect will continue to be utilised over the going concern assessment period to meet the company's operational requirements. Under the arrangement substantially all the company's cash and utilised credit facility balances are swept into the group cash pool at the end of each business day. The company has a negative cash pooling balance at the balance sheet date, however the directors expect the company to be in a cash position by the end of the going concern assessment period.

The company is currently dependent on cash and the DB credit facility for daily access to the cash flows required to operate and to support the going concern assertion. As the terms of the company's agreement with DB do not provide explicit rights for immediate access to these funds on request and the facility is not formally committed for a specific period of time, and therefore could be withdrawn during the period of 12 months from the date of approval of the financial statements. However, the directors consider this risk to be highly improbable, as such action would contradict internal group policies and be inconsistent with past practice.

Since inception of the pooling arrangement, the company has never experienced any issues being able to draw upon its cash and available facility balances within the group cash pool to settle its liabilities as they fall due.

Trading risk

In completing their going concern assessment, the directors have also considered a severe but plausible downside scenario, along with associated management actions that would be taken to mitigate the impacts under that scenario on the company's cash and DB credit facility position. Actions management might need to implement include reducing services and delaying or curtailing discretionary operating or capital expenditures. If these actions were insufficient to allow cash requirements to be funded from within the current credit facility, additional funding might be required from DB. This includes consideration of the risk, which the directors believe to be remote, of potential amendments to calculation methodologies for reconciliation payments still to be received for CBSSG or to the terms of BRG, which are at the discretion of the DfT. Changes to methodologies for either scheme could potentially result in receipt of lower cash flows than management's expectation or a need to repay government funding already received to date.

The introduction of BRG to replace CBSSG, together with the commitment of new funding through BSIP+ and further grant funding, gives the directors confidence in future government support available to the sector and to the company. However, the exact nature and value of government funding that will be receivable by the company beyond the end of BRG in June 2023 is uncertain. The directors acknowledge there is no guarantee that a formal commitment will be in place for the DB credit facility, this also indicates the existence of a material uncertainty which may cast significant doubt on the company's ability to continue as a going concern.

Furthermore, as set out in the Deutsche Bahn AG ('DB') 31 December 2022 annual report, DB plans to divest the Arriva group which could result in a change in ownership of the company within 12 months of the date of approval of these financial statements. Should a change in ownership occur, the directors are unable to assess or control all scenarios for the company's future, including the intent and ability of any future owner to provide funding to the company.

Strategic report (continued)
For the Year Ended 31 December 2021

FUTURE DEVELOPMENTS (CONTINUED)

Outcome of directors' going concern assessment

The directors acknowledge the uncertainty regarding immediate access to funds placed with DB and from the credit facility, and the lack of certainty on government funding support that will be in place beyond June 2023, indicate the existence of material uncertainties which may cast significant doubt about the company's ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors have prepared the financial statements on a going concern basis as they have a reasonable expectation that the company will continue to have full and immediate access to its pooled credit facility balances with DB and that management actions over the assessment period will be sufficient to remain within its credit facility limit, such that adequate financing will remain in place and that the company will continue to have access to adequate financial and other resources to continue to operate for the foreseeable future.

The financial statements do not contain the adjustments that would arise if the company were unable to continue as a going concern.

SECTION 172 STATEMENT

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a director to have regard to (amongst other matters) to:

- the likely consequences of any decisions in the long-term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.

The directors of the company work to promote the success of the company, by considering the impact that their decisions may have on the company, along with the company's stakeholders. The issues and factors which have guided the directors' decisions are outlined in the 'Principal Risks and Uncertainties' section of this report.

Effective communication is integral to building stakeholder relationships. Understanding the company's stakeholders and how they and their interests will impact on the success of the company over the long-term is a key part of the Board's decision making. Listening, identifying future needs and being able to respond quickly is critical. Teams across the company's businesses use a variety of channels and approaches to engage with customers, assessing satisfaction and gathering feedback.

The Arriva group's values during 2021 were working as "One Arriva", providing great customer experience, doing the right thing and thinking beyond. These values underpinned the Arriva group's strategy and vision. Arriva group's vision was to be the preferred mobility partner of choice by customers, and its strategy was to have the best employees to strengthen its existing strong foundation and improve its business to create a platform for growth.

For a number of years these values have been at the heart of the Arriva group and represented what the group stood for, what made the group unique helping to guide and develop the strategy and decision making of the Board.

ARRIVA NORTH WEST LIMITED

Strategic report (continued)
For the Year Ended 31 December 2021

SECTION 172 STATEMENT (continued)

At the end of the last financial year, as part of a wider project, the Arriva plc Board took the decision to refresh the Arriva group's vision and strategy with the aim of strengthening the group's relationships with clients and partners, growing the business and crucially achieving the Arriva group's higher ambition of having a neutral impact on the planet. This review was completed in early 2022.

The Arriva group's new vision is to 'help shape a future where passenger transport is the best choice'; a future where people choose to leave their cars at home and use the group's services, with less congestion on the roads, and cleaner air for the next generation.

The Arriva group's mission is to become 'the leading passenger transport partner across Europe' and its renewed purpose is to 'connect people and communities safely, reliably and sustainably, and to deliver these services in a better way, every day'.

The objective of the Arriva group's new values is that they will help to guide new ways of working and will help in achieving the groups mission and realising its vision. The values start with:

- caring passionately about colleagues, customers, clients and the planet;
- doing the right thing each and every day; and
- finding opportunities to make the difference in everything we do.

The implementation of the strategy and policies of the company, including those relating to its relationships with key stakeholders, are managed by the board of the company, and oversight is provided by the Arriva UK Bus division Executive Leadership Team. Any major matters of interest are then communicated to the Arriva Management Board (the "AMB"), a subcommittee of the board of Arriva plc. The membership of the AMB includes the Managing Director of the UK Bus division.

The directors of the company aim to meet monthly to discuss the matters that cannot be delegated under the Companies Act 2006 and believe that good governance is key to driving the success of the company.

The company takes payment practice commitments to suppliers seriously and seeks to ensure prompt payment of invoices (in line with Arriva group's policies), and that there is a clear process in the event of any invoice dispute. The company believes that prompt payment of invoices is key to facilitating a good relationship with its suppliers.

The company is committed to the communities that it serves. At Arriva group an Internal Communications and Engagement Director has oversight of strategic commitments for Corporate Social Responsibility, which forms part of the wider business strategy.

Within its individual business functions, the Arriva group encourages employees to volunteer for charities and projects in the local community. During the financial year ended 31 December 2021, due to the COVID-19 pandemic, it was difficult for employees to undertake volunteering activities but in previous years volunteering activities have included supporting local schools with career advice, as well as various types of fund raising and other projects. This work was undertaken in a manner that fits best with the company's structure and that maximises the benefit that the company can deliver to its communities.

In addition to the group activities, the UK Bus division supports local charitable/charity initiatives which are meaningful and relevant to the local teams and customer base.

Further information on engagement with employees during the financial year ended 31 December 2021 is provided in the 'Employee engagement' section of the Directors' report.

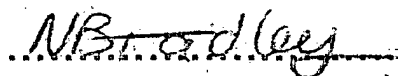
Further information on engagement with customers during the financial year ended 31 December 2021 is provided in the 'Engagement with suppliers, customers and others' section of the Directors' report.

Strategic report (continued)
For the Year Ended 31 December 2021

KEY PERFORMANCE INDICATORS

The Management Board of Deutsche Bahn AG manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of the company. The development performance and position of the group, including this company, is discussed in the Deutsche Bahn AG Integrated Report which does not form part of this report.

This report was approved by the board on 20 July 2023 and signed on behalf of of the board.



N J Bradley
Director

**Directors' report
For the Year Ended 31 December 2021**

The directors present their report and the financial statements for the year ended 31 December 2021.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £1,788,000 (2020 - £1,226,000).

The company did not pay a dividend during the current or previous financial year.

DIRECTORS

The directors who served during the year, and up to the date of signing the financial statements, were:

P Cummins
H E Farrall (resigned 28 April 2023)
R J Hoare
M J Morton (resigned 28 February 2022)
J I Thompson (resigned 8 March 2023)
T C Edwards (resigned 13 August 2021)
P M Stone (resigned 31 March 2021)
N J Bradley (appointed 6 March 2023)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Deutsche Bahn AG is the principal source of funding for Arriva plc and its subsidiaries. The Arriva group's financial risks, including liquidity risks and those arising from interest rates, commodity prices and currency fluctuations are managed in accordance with the Deutsche Bahn AG treasury policy. For further details relating to financial risk management please refer to the Deutsche Bahn AG 2021 Integrated Report.

The company manages commodity price risk through forward contracts for the purchase of fuel entered into at an Arriva group level. Back to back agreements exist between the company and Arriva Plc, who enter into the underlying forward contracts

EMPLOYEE ENGAGEMENT

The company recognises that its employees are key to its success, and it is committed to creating a working environment where everyone has the opportunity to learn, develop and contribute to the success of the company, whilst working within a common set of values. The company aspires to be an employer of choice and to employ a diverse workforce with the skills, abilities and attitudes to meet the company's business objectives and needs. The company's aim is to provide appropriate remuneration, benefits and conditions of employment which serve to attract, retain, motivate and reward its employees.

The company has a policy of employee involvement and inclusion and, subject to the restraints of commercial confidentiality, makes information available to employees about recent and future developments and the business activities of the company, including financial and economic factors that may have an impact on the company's performance.

Employee feedback and communication

The Arriva group conducts both group wide and local employee surveys, the most recent survey taking place in March 2023. Subsequent surveys will take place on a quarterly basis. The surveys are used to highlight areas of engagement and areas for improvement and action. The Arriva Management Board (AMB) oversees initiatives to improve any areas of improvement highlighted by the surveys, as well as maintaining those areas highlighted as working well. The results of the employee surveys are communicated via the Arriva group's intranet and across the UK Bus division via social media channels and applications as well as notice boards. In addition, meetings are held by line managers with representatives of their teams in order to address areas of

ARRIVA NORTH WEST LIMITED

Directors' report (continued) For the Year Ended 31 December 2021

EMPLOYEE ENGAGEMENT (CONTINUED)

Employee feedback and communication (continued)

concern and seek employee input to find solutions.

There are a number of communication platforms that the Arriva group uses to inform and engage its employees. Briefings are cascaded via line managers, bulletins are posted via email and notice boards, as well as the Arriva group's Yammer feed and the intranet. In the UK Bus division communications are also made via social media channels, notice boards and elected employee representatives.

Employee health and wellbeing

The company prides itself on being a people focused organisation that supports the well-being of its employees. The UK Bus division has established an Equality, Diversity and Inclusion council with a supporting governance structure. The Council has launched a number of project streams to support equality in the workplace, increase colleague diversity and promote a more inclusive culture. Examples of the projects, include, conducting a diversity data collection survey to further understanding the diversity of our colleagues, thereby helping ensure that the UK Bus division welcomes and accommodates everyone. Other projects include marking events and celebrations, driver development and career pathways, flexible working, recruitment and selection improvements and training and education. These initiatives all support the overall aim to attract and retain colleagues and be an inclusive employer.

The Arriva group has provided employees with access to online training and assessments on topics such as emotional wellbeing, mental health and remote working. This is in addition to the Arriva group programme Global Arriva Inclusion Network (GAIN), which is aimed at promoting support for mental health and encouraging employees to share their stories in order to tackle mental health concerns. GAIN was originally launched in 2019 as a place for employees to celebrate and share their experience of working at the company. Open and honest feedback is vital to making the company a place where our employees can be themselves every day – regardless of their race, religion, disability, gender, sexual orientation, or any other characteristic.

The GAIN scheme relaunched in 2021 and this time each GAIN community was supported by a member of the AMB, who acted as executive sponsors, using their voices to influence change within the business. Five colleagues also lead the GAIN communities and act as a driving force, helping to plan events, collate feedback and coordinate the group's activity.

Equal opportunities

The Arriva group believes in equal opportunities regardless of gender, age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation. This approach is underpinned by Arriva's commitment to providing equal opportunities to its current and potential employees and applying fair and equitable employment practices. The group gives full and fair consideration to job applications from people with disabilities, considering their skills and abilities as well as to the further training, development and career progression of employees with disabilities.

Where an employee may become disabled, whether through accident, illness or injury, every reasonable and practicable consideration will be given to ensure that they may remain in employment. There may be some instances where there are no reasonable adjustments that can be made; where this occurs, the company will endeavour to find a suitable alternative position. The Arriva group's Diversity, Inclusion and Equality Policy forms part of the Arriva group policies and standards.

Directors' report (continued)
For the Year Ended 31 December 2021

EMPLOYEE ENGAGEMENT (CONTINUED)**Leadership Schemes**

Arriva group has a strategic objective to 'build the future generation of leaders' and building talent pools helps to achieve this. In addition to local initiatives, group-wide programmes are in place to develop emerging and future leaders across the Arriva group.

The 'Emerging Leaders' programme is aimed at identifying and developing future leaders whose next step is a senior manager role, and who demonstrate the performance, potential and aspiration required to progress to this. As part of this programme candidates are required to complete an assessment for development which will give them the opportunity to discuss their career goals and experience in more detail and receive valuable feedback on their strengths and development areas against the Arriva Leadership Model. The assessment will result in a development plan, highlighting what steps they can take to help them achieve their career goals. Following the assessment certain candidates progress to the next phase, which includes leadership workshops and projects.

The 'Lift Off for Leadership' programme is an initiative for individuals who are still in the early stages of their career, who have demonstrated the potential to be a leader of the future. The programme focuses on improving readiness for broader roles. Participants join a 12-month programme of workshops and ongoing development activities, including coaching and job shadowing.

The Arriva Line Manager Programme (ALMP) is a group wide initiative aimed at providing front line people managers with the knowledge and skills to effectively lead their people. Based on the Arriva management competency framework, the programme is a blended curriculum covering areas such as leading others, communicating effectively, developing others and leading in an inclusive and diverse working environment. This collaborative approach invites managers from both the UK Bus division and the UK Train division to forge relationships and networks across the business delivering on the promise of acting as OneArriva.

The Arriva Supervisor Development Programme (ASDP) is aimed at helping first line supervisors to develop their knowledge and skills to become more effective in their role. A more practical programme than ALMP, this learning curriculum focuses more on day-to-day activities such as maintaining a safe working environment, coaching for performance and communicating tasks and company messages.

To support the modular development programmes, eLearning content is provided to reinforce the learning messages within the ALMP and the ASDP. Additionally, the eLearning programmes are used as standalone development tools and provide accessible learning for colleagues across the Arriva group.

In the commitment to support leadership skills at all levels of the business the UK Bus division partnered with higher education institutions to promote senior leader apprenticeship schemes.

Supporting employees during the COVID-19 pandemic

The safety and wellbeing of employees is of the utmost importance to the company and has been a key focus area since the start of the COVID-19 pandemic. In light of the very substantially reduced passenger volumes across UK the Bus division, the Arriva group took a series of proactive steps to reduce costs and prioritise cash flow. By their nature, these types of decisions are very difficult but were necessary in order to protect the Arriva group for the long term. Wherever possible the UK Bus division has sought to use the emergency schemes put in place by governments to maintain its people in employment during the crisis, and as activity levels have increased, employees have been brought back to work.

Directors' report (continued)
For the Year Ended 31 December 2021

EMPLOYEE ENGAGEMENT (CONTINUED)

Supporting employees during the COVID-19 pandemic (continued)

In order to maintain a COVID-19 secure environment, risk assessments were undertaken in all areas of the business and measures were put in place in accordance with the Government guidelines. Measures included enhanced cleaning regimes of fleet vehicles, perspex screens, social distancing, face coverings and hand sanitisers. All initiatives were communicated in guidance documents to customers, colleagues and managers. COVID-19 guidelines were continually monitored, and processes implemented across the UK Bus division with all stakeholders advised of any changes.

Comprehensive guidance was provided to managers to enable them to support all colleagues during the COVID-19 pandemic including those working from home and those who were placed on furlough. The communication offered information on the support that was available, such as the Arriva Employee Assistance Programme. Additionally, all HR members were trained in Mental Health First Aid and a network of Health & Wellbeing Champions were implemented across sites and functions, all of which were trained in Mental Health First Aid.

A flexible approach was taken to working hours, recognising the changes to colleagues' circumstances as a result of the COVID-19 pandemic. For example, school closures, home schooling and caring responsibilities.

A specific and dynamic management structure was implemented to evaluate the crisis as it evolved and allow for swift and measured actions to be taken. The level of communication across the business was increased and the UK Bus division worked closely with the Trade Unions to respond in a timely manner to questions raised by colleagues. This also ensured that there was a consistent approach across the whole of UK Bus.

As we emerge from the pandemic, we continue to take a consistent approach across the whole of UK Bus, aligned to updated government guidance and agreed with the Trade Unions. Whilst working conditions have broadly returned to normal, the support mechanisms such as Mental Health First Aid and Employee Assistance Programme remain in place. We continue to communicate to all relevant colleagues where updates to guidance take place.

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS

The company's Board of Directors (Board) and each director acknowledge that the success of Arriva group's strategy is reliant on the support and commitment of all of the company's stakeholders. Having stakeholders who believe in the 'Arriva' brand and share the Arriva values is therefore important to the company.

The company's key stakeholders include, but are not limited to:

- Deutsche Bahn AG;
- Arriva UK Bus Investments Limited;
- Suppliers;
- Passengers;
- The Department for Transport;
- Local Transport Authorities; and
- Local communities in which the company is based.

The company is part of the Arriva plc group, and its ultimate parent company is Deutsche Bahn AG.

The implementation of strategies and policies of the company relating to its relationships with key stakeholders are managed locally by the board of the company, and oversight is provided by the Arriva UK Bus Executive Leadership Team (UKBELT).

ARRIVA NORTH WEST LIMITED

Directors' report (continued)
For the Year Ended 31 December 2021

ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS (continued)

During the financial year the Board have considered information from across the Arriva UK Bus division, received presentations from management, reviewed papers and reports and led discussions which considered, where relevant, the impact of the company's activities on its key stakeholders. These activities, together with direct engagement with the company's stakeholders, helped to inform the Board in its decision-making processes.

As a Board, the collective role of the directors is to act as effective and responsible stewards of the company. In so doing, the Board ensures that the company is well positioned to achieve long term sustainable success and deliver value for its stakeholders as a whole.

The company engages extensively with national and local passenger groups, and collects feedback from customers through a variety of methods include:

- participation in the National Bus Passenger Survey, a yearly survey of passenger views across bus operators lead by Transport Focus.
- Arriva UK Bus division carries out passenger satisfaction surveys and uses the results from them to address issues and develop services and products to meet changing demand.
- Regular engagement with passenger groups, including Bus Users UK and Transport Focus, which helps to ensure that the interests and voices of stakeholders, and their experiences, inform decision making.
- A close working relationship with industry stakeholder groups, including the Confederation of Passenger Transport which promotes collaborative working on shared industry challenges.
- Arriva UK Bus division also maintains frequent communication with stakeholders in Government, including with the Department for Transport, as well as other relevant departments, authorities and public bodies.

COVID-19

The COVID-19 pandemic impacted Arriva UK Bus significantly and has required the company to implement contingency measures specific to the local communities in which it operates. Such measures included altering timetables to ensure adequate provision for key workers; addressing specific employee concerns about the pandemic and working collaboratively with local authorities and other stakeholders to deliver appropriate solutions as the company navigated through this crisis. The company implemented enhanced cleaning of vehicles and ensured that, where required by government guidelines, social distancing measures were put into place.

During the COVID-19 pandemic the safety and wellbeing of the company's employees and passengers has been a key priority for the company. Operating through a time of heightened risk both to health and to operating practices has required the company to take appropriate measures to ensure that travelling by public transport remained a safe and convenient option for passengers. The UK Bus division worked closely and collaboratively with key industry partners to find solutions which ensured that the service provision by the company remained at the right level, that government policy was brought into effect, and transport operators received funding to enable essential services to be delivered.

Further information on how the directors have fostered relationships with suppliers and the local communities in which the company operates is detailed in the Section 172 statement in the Strategic Report.

Further information on how the company has fostered relationships with its employees during the financial year ended 31 December 2021 is provided in the Employee Engagement section of this report.

ARRIVA NORTH WEST LIMITED

Directors' report (continued) For the Year Ended 31 December 2021

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The company has made qualifying third-party indemnity provisions for the benefit of its directors as part of a group wide insurance policy. The qualifying third-party indemnity provisions (as defined in Section 234 of the Companies Act 2006) were in force during the year ended 31 December 2021 and continue to remain in force at the date of approval of the financial statements.

STREAMLINED ENERGY AND CARBON REPORTING DISCLOSURE (SECR)

UK energy consumption and greenhouse gas emissions for Arriva North West Limited (the company) for the year 1 January to 31 December.

Energy usage for the Company in the United Kingdom	Current reporting year 2021	Previous reporting year 2020 ³
Scope 1 – Fuel use from transport and combustion of natural gas/tCO ₂ e ¹	18,716	17,369
Scope 2 – Emissions resulting from the purchase of electricity, including heat, steam, or cooling (location based)/tCO ₂ e	211	303
Scope 3 – Emissions from business travel in rental cars or employee-owned vehicles where the Company is responsible for purchasing the fuel/tCO ₂ e	NIL	NIL
Total gross emissions/tCO ₂ e	18,927	17,672
tCO ₂ e per full time equivalent employees ²	21.4	19.7
Energy consumption used to calculate the above emissions / kWh	75,771,179	70,746,600

1 tCO₂e means tonnes (t) of carbon dioxide (CO₂) equivalent (e)

2 The full time number equivalent number of employees for the financial year ended 31 December 2021 was 886 (2020: 896)

3 The figures for the Company for the financial year ended 31 December 2020 have been restated from the previously submitted accounts due to an omission in energy usage from one of the Company's depots.

Methodology

The company is required to report its UK energy use and carbon emissions in accordance with the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 which implement the UK Government's policy on Streamlined Energy and Carbon Reporting.

As a wholly owned subsidiary of Deutsche Bahn AG, the company is obliged to use their approved emission factors for site energy and the source for site consumption emission factors is the GEMIS database (GEMIS: IINAS, Darmstadt (Germany)). To calculate the emissions, the company has used the UK Government GHG Conversion Factors for Company Reporting 2021.

Source data has been obtained from the following:

1. Fuel Usage – Fuel Issues to Bus Report
2. Site Energy – Consumption Reports from Schneider
3. Employee Figures – Workday (internal HR system)

Directors' report (continued)
For the Year Ended 31 December 2021

STREAMLINED ENERGY AND CARBON REPORTING DISCLOSURE (SECR) (CONTINUED)**Environmental policy**

The energy usage data for both the 2020 and 2021 financial years shows that there was an increase in energy usage for the 2021 financial year. The result of this is due to services levels increasing throughout the year as the COVID-19 lockdown restrictions were eased.

The Arriva group has an Environmental, Health and Safety policy, which consists of the group's internal environmental risk assurance standards and is built around the following objectives:

- Robust environmental management and risk assurance;
- Clear accountability;
- Clear communication of goals and progress;
- Targeting improvements in CO₂e emissions, Energy, Water and Waste; and
- Ensuring compliance with local law regulations, and that key environmental risks are mitigated.

The UK Bus division strives for best practice in Health, Safety, Environment and Risk (HSER) and aims to play an important role in the reduction of greenhouse gases to stabilise the increase in global temperatures, reduce the ecological footprint, deliver business efficiencies and protect the environment.

Energy efficiency actions

Sustainability has a central role in the Arriva group's strategy. Arriva inspires and promotes greener, more connected transport for all, and is working towards becoming a climate neutral business it can be proud of. The Zero Emission (ZE) Institute has been launched in the beginning of 2022, which supports and enables the transition to a zero emissions fleet.

The establishment of the ZE Institute is a key initiative for the Arriva group as a whole as the businesses collectively work together to create a stronger, more competitive Arriva, and demonstrate its commitment to sustainability throughout its operations. It will enable the group to share knowledge and best practice from existing operations, technical expertise, market intelligence, supplier relationships and understanding of new technologies to help inform and provide innovative sustainable mobility solutions.

In collaboration with the Arriva group, the company is committed to reducing their carbon footprint. Examples of the carbon reducing initiatives include:

The UK Bus division continues to work closely with Transport for London (TfL) to progress its bus fleet to achieve TfL's objectives to meet the London Mayor's carbon target by 2030.

The UK Bus division saw its first all-electric fleet garage go live in 2021 and will continue to convert further sites in line with tender submissions and renewals.

The UK Bus division is currently working in conjunction with Local Authorities to implement electric fleets in Leicester and Wakefield. It is the intention that these will go live in 2023 and 2024 respectively, with a further six locations under review.

The Brixton Tramshed project went live in 2021 and it is hoped that this can now be delivered to other depots in London.

Hydrogen fuelled buses were trialled during 2022 to gain a more comprehensive understanding of this relatively new technology.

**Directors' report (continued)
For the Year Ended 31 December 2021**

MATTERS COVERED IN THE STRATEGIC REPORT

Details of future developments have been disclosed in the Strategic report.

POST BALANCE SHEET EVENTS

Details of post balance sheet events can be found in Note 24 of the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing 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 judgments 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.

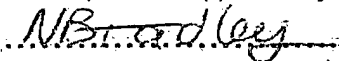
Directors' report (continued)
For the Year Ended 31 December 2021

DIRECTORS' CONFIRMATIONS

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

- so far as the directors are 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.

This report was approved by the board on 20 July 2023 and signed on its behalf.



N J Bradley
Director

Independent auditors' report to the members of Arriva North West Limited

Report on the audit of the financial statements

Qualified opinion

In our opinion, except for the possible effects of the matter described in the Basis for qualified opinion paragraph below, Arriva North West Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31-12-2021 and of its profit 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 Balance Sheet as at 31-12-2021; the Statement of comprehensive income 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 qualified opinion

As explained in note 1.3 of the financial statements, the Company's average monthly number of employees disclosed in note 8 is based on the number of persons that operationally provide services to the Company. This is since staff perform work for entities, with which they do not have employment contracts, within the same group as the entity with which they have their employment contract. Therefore, it is not possible to determine what the number of employees is based on contracts. As such, the financial statements do not include the average monthly number of employees based on persons employed under contracts of service by the Company as required in Section 411 (1) and Section 411 (4)(a) of the Companies Act 2006. We are unable to quantify the magnitude of the difference between management's disclosure and the disclosure that would be determined if the Companies Act requirements were followed.

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 qualified 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.

Material uncertainty related to going concern

Without further modifying our opinion on the financial statements, we have considered the adequacy of the disclosure made in note 1.1 to the financial statements concerning the company's ability to continue as a going concern. The company is dependent on the Deutsche Bahn AG ("DB") cash pooling and credit facility arrangements for access to the cash necessary for the day-to-day running of the company and to support the going concern assertion. As per the terms of the company's agreements with DB, the company does not have explicit rights for immediate access to these funds on request and the credit facility with DB is not committed for a specific period of time which gives rise to a potential liquidity risk that funds may not be available as required to settle liabilities during the period of 12 months from the date of approval of the financial statements. Furthermore, as set out in the DB AG 31 December 2021 annual report, DB plans to divest of the Arriva group which could result in a change in ownership of the company within 12 months of the date of approval of these financial statements. Should a change in ownership occur, the directors are unable to assess or control all scenarios for the company's future, including the intent and ability of any future owner to continue to provide funding to the company. These conditions, along with the other matters explained in note 1.1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.

Independent auditors' report to the members of Arriva North West Limited (continued)

Material uncertainty related to going concern (continued)

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.

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

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 31-12-2021 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.

Independent auditors' report to the members of Arriva North West 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 the Companies Act 2006 and tax legislation, 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 journals to improve financial results and management bias in significant accounting estimates. Audit procedures performed by the engagement team included:

- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Review of board minutes;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Identifying and testing journal entries, in particular, any journal entries posted with unusual account combinations;
- Challenging assumptions and judgements made by management in making significant accounting estimates, including impairment and useful economic lives of tangible assets; and
- Reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

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. 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.

Independent auditors' report to the members of Arriva North West Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

In respect solely of the limitation on our work relating to the quantification of number of persons employed under contracts of service for this company, described in the Basis for qualified opinion paragraph above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept by the company.

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

- 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.



Craig Willis (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
21 July 2023

ARRIVA NORTH WEST LIMITED

Statement of comprehensive income For the Year Ended 31 December 2021

	Note	2021 £000	Restated 2020 £000
Turnover	4	32,410	29,938
Cost of sales		(43,619)	(43,256)
Gross loss		(11,209)	(13,318)
Administrative expenses		(6,067)	(8,575)
Other operating income	5	18,816	21,735
Operating profit/(loss)	6	1,540	(158)
Interest payable and similar expenses	10	(86)	(107)
Profit/(loss) before tax		1,454	(265)
Tax on profit/(loss)	11	334	1,491
Profit for the financial year		1,788	1,226
Other comprehensive income / (expense):			
Items that may be reclassified to profit or loss:			
Changes in market value of cash flow hedges	18	1,528	(1,030)
Deferred tax attributable to changes in market value of cash flow hedges		-	22
Total other comprehensive income/(expense)		1,528	(1,008)
Total comprehensive income for the year		3,316	218

The notes on pages 23 to 47 form part of these financial statements.

ARRIVA NORTH WEST LIMITED
Registered number: 00523376

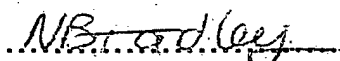
Balance sheet
As at 31 December 2021

	Note	2021 £000	Restated 2020 £000
Fixed assets			
Goodwill	12	441	441
Tangible assets	13	17,594	19,500
		<u>18,035</u>	<u>19,941</u>
Current assets			
Stocks	14	535	462
Debtors: amounts falling due after more than one year	15	620	-
Debtors: amounts falling due within one year	15	9,831	9,563
Cash at bank and in hand		263	36
		<u>11,249</u>	<u>10,061</u>
Creditors: amounts falling due within one year	16	(10,519)	(23,134)
Net current assets/(liabilities)		<u>730</u>	<u>(13,073)</u>
Total assets less current liabilities		<u>18,765</u>	<u>6,868</u>
Creditors: amounts falling due after more than one year	17	(3,519)	(3,380)
Provision for liabilities	19	(1,576)	(3,134)
Net assets		<u><u>13,670</u></u>	<u><u>354</u></u>

Balance sheet (continued)
As at 31 December 2021

	Note	2021 £000	Restated 2020 £000
Capital and reserves			
Called up share capital	21	1,591	1,591
Share premium account		10,000	-
Cash flow hedge reserve		627	(901)
Profit and loss account		1,452	(336)
Total shareholders' funds		13,670	354

The financial statements on pages 19 to 47 were approved and authorised for issue by the board and were signed on its behalf on 20 July 2023.



N J Bradley
Director

The notes on pages 23 to 47 form part of these financial statements.

ARRIVA NORTH WEST LIMITED

Statement of changes in equity For the Year Ended 31 December 2021

	Called up share capital £000	Share premium account £000	Cash flow hedge reserve £000	Profit and loss account £000	Total shareholders' funds £000
At 1 January 2020	1,591	-	107	(1,562)	136
Comprehensive income for the year					
Profit for the financial year (as restated)	-	-	-	1,226	1,226
Changes in market value of cash flow hedges	-	-	(1,030)	-	(1,030)
Deferred tax attributable to changes in market value of cash flow hedges	-	-	22	-	22
Total other comprehensive expense for the year	-	-	(1,008)	-	(1,008)
Total comprehensive (expense)/income for the year (as restated)	-	-	(1,008)	1,226	218
At 31 December 2020 and 1 January 2021 (as restated)	1,591	-	(901)	(336)	354
Comprehensive income for the year					
Profit for the financial year	-	-	-	1,788	1,788
Changes in market value of cash flow hedges	-	-	1,528	-	1,528
Total other comprehensive income for the year	-	-	1,528	-	1,528
Total comprehensive income for the year	-	-	1,528	1,788	3,316
Shares issued during the year	-	10,000	-	-	10,000
At 31 December 2021	1,591	10,000	627	1,452	13,670

The notes on pages 23 to 47 form part of these financial statements.

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The principal accounting policies adopted in the preparation of the financial statements are set out below and have been consistently applied to all years, unless otherwise stated. The financial statements have been prepared on the going concern basis under the historic cost convention, as modified by the revaluation of derivative financial assets and financial liabilities measured at fair value through cash flow hedge reserves, and in accordance with the Companies Act 2006.

There were no amendments to accounting standards, or IFRS IC interpretations that are effective for the year ended 31 December 2021 that have had a material impact on the company's financial statements.

Restatement of Balance sheet and Statement of comprehensive income

The comparative value for Other operating income has decreased by £857,000 from £22,592,000 to £21,735,000, Other debtors has increased by £227,000 from £5,892,000 to £6,119,000. Amounts owed to group undertakings has increased by £1,084,000 from £14,765,000 to £15,849,000. In the prior year, Coronavirus bus service support grant, which actually related to another group company, was held in and released in this company.

This decreased total comprehensive income for the year by £695,000 from £913,000 to £218,000, and decreased net assets by £695,000 from £1,049,000 to £354,000. There was no impact on the 2020 opening position. The tax credit on profit in the Statement of comprehensive income as a result of the above adjustment has increased by £161,000 from £1,330,000 to £1,491,000. Group relief recoverable has increased by £297,000 from £Nil to £297,000.

The comparative amounts for Cost of sales and Administrative expenses for the year ended 31 December 2020 have been restated by £1,706,000 to correct the presentation of establishment costs relating to depots. In the previous financial statements these values were included in Administrative expenses, however it had been determined that these were directly related to the sale of the company's services. Cost of sales as previously reported for the year ended 31 December 2020 of £41,550,000 has increased to £43,256,000 and Administrative expenses previously reported for the year ended 31 December 2020 of £10,282,000 has decreased to £8,575,000.

The restatement had no impact on the total comprehensive income reported for the year ended 31 December 2020 and hence no impact on the previously reported Statement of changes in equity for the year ended 31 December 2020 or on the company's previously reported Balance sheet at 31 December 2020.

GOING CONCERN

The company is a wholly owned subsidiary of Arriva UK Bus Holdings Limited and part of the Arriva group which Deutsche Bahn AG heads. As a public transport operator, the Arriva group has been significantly impacted by the COVID 19 coronavirus pandemic with a resulting impact on passengers, colleagues, and other business stakeholders. The Arriva group has and continues to work closely with both local and national government bodies and transport authorities on support measures to ensure continuation of critical transportation services as patronage growth recovers beyond the pandemic.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)**1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)****GOING CONCERN (CONTINUED)**

The company is working closely with local authorities to maintain appropriate service levels for customers, supported by BRG funding. BRG is effective from September 2021 through to June 2023 and replaced the previous CBSSG Restart funding scheme, which ended in August 2021. The company expects new funding post June 2023 via the Bus Service Improvement Plan Plus (BSIP+) through its local transport authority, in line with recent correspondence between the DfT and local transport authorities. BSIP+ will run for an initial period from July 2023 to April 2024, with a further period of funding from April 2024 to April 2025. Further funding is also expected to be provided to operators through a new mechanism that will sit alongside the current Bus Service Operators Grant, the DfT are currently working with operators to confirm the rates for this grant.

Liquidity and funding risk

The company voluntarily participates in a group cash and credit facility pooling arrangement operated by its ultimate parent, Deutsche Bahn AG ('DB'). This is a long standing arrangement operated by DB to manage the liquidity needs of DB group companies, and the company has been a party to this arrangement for several years. The company utilises a DB credit facility under this arrangement, which the directors expect will continue to be utilised over the going concern assessment period to meet the company's operational requirements. Under the arrangement substantially all the company's cash and utilised credit facility balances are swept into the group cash pool at the end of each business day. The company has a negative cash pooling balance at the balance sheet date, however the directors expect the company to be in a cash position by the end of the going concern assessment period.

The company is currently dependent on cash and the DB credit facility for daily access to the cash flows required to operate and to support the going concern assertion. As the terms of the company's agreement with DB do not provide explicit rights for immediate access to these funds on request and the facility is not formally committed for a specific period of time, and therefore could be withdrawn during the period of 12 months from the date of approval of the financial statements. However, the directors consider this risk to be highly improbable, as such action would contradict internal group policies and be inconsistent with past practice.

Since inception of the pooling arrangement, the company has never experienced any issues being able to draw upon its cash and available facility balances within the group cash pool to settle its liabilities as they fall due.

Trading risk

In completing their going concern assessment, the directors have also considered a severe but plausible downside scenario, along with associated management actions that would be taken to mitigate the impacts under that scenario on the company's cash and DB credit facility position. Actions management might need to implement include reducing services and delaying or curtailing discretionary operating or capital expenditures. If these actions were insufficient to allow cash requirements to be funded from within the current credit facility, additional funding might be required from DB. This includes consideration of the risk, which the directors believe to be remote, of potential amendments to calculation methodologies for reconciliation payments still to be received for CBSSG or to the terms of BRG, which are at the discretion of the DfT. Changes to methodologies for either scheme could potentially result in receipt of lower cash flows than management's expectation or a need to repay government funding already received to date.

ARRIVA NORTH WEST LIMITED

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS (continued)

GOING CONCERN (CONTINUED)

Trading risk (continued)

The company is working closely with local authorities to maintain appropriate service levels for customers, supported by BRG funding. BRG is effective from September 2021 through to June 2023 and replaced the previous CBSSG Restart funding scheme, which ended in August 2021. The company expects new funding post June 2023 via the Bus Service Improvement Plan Plus (BSIP+) through its local transport authority, in line with recent correspondence between the DfT and local transport authorities. BSIP+ will run for an initial period from July 2023 to April 2024, with a further period of funding from April 2024 to April 2025. Further funding is also expected to be provided to operators through a new mechanism that will sit alongside the current Bus Service Operators Grant, the DfT are currently working with operators to confirm the rates for this grant.

The introduction of BRG to replace CBSSG, together with the commitment of new funding through BSIP+ and further grant funding, gives the directors confidence in future government support available to the sector and to the company. However, the exact nature and value of government funding that will be receivable by the company beyond the end of BRG in June 2023 is uncertain. The directors acknowledge there is no guarantee that a formal commitment will be in place for the DB credit facility, this also indicates the existence of a material uncertainty which may cast significant doubt on the company's ability to continue as a going concern.

Furthermore, as set out in the Deutsche Bahn AG ('DB') 31 December 2022 annual report, DB plans to divest the Arriva group which could result in a change in ownership of the company within 12 months of the date of approval of these financial statements. Should a change in ownership occur, the directors are unable to assess or control all scenarios for the company's future, including the intent and ability of any future owner to provide funding to the company.

Outcome of directors' going concern assessment

The directors acknowledge the uncertainty regarding immediate access to funds placed with DB and from the credit facility, and the lack of certainty on government funding support that will be in place beyond June 2023, indicate the existence of material uncertainties which may cast significant doubt about the company's ability to continue as a going concern and therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The directors have prepared the financial statements on a going concern basis as they have a reasonable expectation that the company will continue to have full and immediate access to its pooled credit facility balances with DB and that management actions over the assessment period will be sufficient to remain within its credit facility limit, such that adequate financing will remain in place and that the company will continue to have access to adequate financial and other resources to continue to operate for the foreseeable future.

The financial statements do not contain the adjustments that would arise if the company were unable to continue as a going concern.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.2 TURNOVER

Turnover consists of the gross revenue for road passenger transport together with the aggregate amounts receivable for other goods and services supplied in the ordinary course of the business, excluding value added tax. Income is accrued where it is earned in an earlier period to that in which it is billed or received in cash.

Income is deferred where it is received in an earlier period than that to which it relates.

1.3 EMPLOYEE BENEFITS

The company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined benefit and defined contribution pension plans. Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received and relates to staff costs for all employees employed in fulfilling the company's operations. In some instances employees have contracts of service with another group company,

Pensions

During the year Arriva plc, the UK intermediate parent company, operated both defined benefit pension schemes and a contract based pension scheme which covered employees of the company. Certain employees of Arriva North West Limited participate in the Local Government Pension Scheme. This is a defined benefit pension scheme funded by payments to the Merseyside Pension Fund (MPF). The assets of the defined benefit schemes are held separately from those of the company in independently administered funds. As the company is unable to identify its share of the assets and liabilities of the group scheme, it accounts for contributions as if they were to a defined contribution pension scheme. Contributions payable under all schemes are charged to the statement of comprehensive income as they arise.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.4 GOODWILL

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired.

Cost comprises the fair value of assets given, liabilities assumed and equity instruments issued.

When a business combination agreement provides for an adjustment to the cost of the combination which is contingent on future events, the company includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably. However, if the potential adjustment is not recognised at the acquisition date but subsequently becomes probable and can be measured reliably, the additional consideration shall be treated as an adjustment to the cost of the combination. Changes in the estimated value of contingent consideration arising on business combinations completed as a consequence result in a change in the carrying value of the related goodwill.

Goodwill is capitalised as an intangible asset and is not amortised. Instead it is reviewed annually for impairment with any impairment in carrying value being charged to profit or loss. The Companies Act 2006 requires acquired goodwill to be reduced by provisions for depreciation calculated to write off the amount systematically over a period chosen by the directors, not exceeding its useful economic life. It has been deemed, however, the non-amortisation of goodwill is a departure, for the overriding purpose of giving a true and fair view. The effect of this departure has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

1.5 TANGIBLE ASSETS

Tangible assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided at rates calculated to write off the cost of tangible assets, less their estimated residual value, over their expected useful lives. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if it is greater than its estimated recoverable amount.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.5 TANGIBLE ASSETS (continued)

Depreciation is provided on the following basis:

Freehold property	- straight line over the expected useful life
Leasehold property	- straight line over the life of the lease
Plant, machinery, fixtures and motor vehicles	- 10% to 48% per annum straight line
Public service vehicles	- straight line over periods up to 15 years
Right-of-use assets	- over the term of the lease

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

Refer to note 13 for details on underlying assets recognised as right of use assets.

1.6 LEASES

Lessee accounting

For lease contracts within the scope of IFRS 16, a lease liability and corresponding right-of-use asset are recognised at the lease commencement date. The lease liability is initially measured at the present value of future lease payments, discounted using the incremental borrowing rate of the company (or rate implicit in the lease, if available).

Future lease payments include fixed and variable payments, amounts repayable under a residual value guarantee, and the exercise price of future purchase options the company is reasonably certain to exercise (where applicable). Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The liability is subsequently measured at amortised cost using the effective interest method, with the financing cost recognised within 'Interest payable and similar charges'.

Corresponding right-of-use assets are measured at the initial amount of the lease liability, adjusted for any lease payments prepaid at the commencement date, initial direct costs, lease incentives, and an estimate of costs to dismantle or remove the underlying asset. Subsequently, the right-of-use asset is depreciated on a straight-line basis over the lease term. Where an impairment indicator is identified the right-of-use asset is adjusted by any associated impairment losses. The right-of-use asset is also adjusted for any remeasurements of the lease liability.

The company has elected to apply the exemption included within IFRS 16 for short-term leases (lease terms of less than 12 months from the commencement date), and low value leases (asset values less than €5,000). The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.6 LEASES (continued)

Lessor accounting for sub-leases

Where the company is an intermediate lessor to fellow group undertakings, the head lease and sub-lease are accounted for separately. The treatment on the sub-lease is determined with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

For sub-leases determined to be finance leases, the company does not recognise a right-of-use asset (to the extent that it is subject to the sub-lease) and instead recognises a lease receivable, which is reflected in amounts owed by group undertakings.

For sub-leases determined to be operating leases, the right-of use asset relating to the head lease is not derecognised, with amounts receivable under the sub-lease recognised within other operating income.

1.7 CASH

Cash balances comprise cash in hand and all bank balances and are stated in the balance sheet at fair value. The company does not hold any cash equivalents.

Where cash balances are held under cash pooling arrangements operated by the company's ultimate parent, on behalf of the company, such cash balances are disclosed within amounts owed to group undertakings.

1.8 DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are recognised as a financial asset or a financial liability in the balance sheet at the trade date. Derivative financial instruments are initially and subsequently measured at fair value. At the point at which the contract is taken out, derivative financial instruments are classified as a hedging instrument for hedging cash flows arising from a contractual obligation or an expected transaction. Cash flow hedges are used to provide protection against fluctuations in the cash flows of financial assets or liabilities or anticipated transactions. When future cash flows are hedged, the hedging instruments are recognised with their fair value. Changes in value are initially recognised in other comprehensive income and are only recognised in the statement of comprehensive income at the point at which the corresponding losses or profits from the underlying hedged item have an impact on the statement of comprehensive income or the transaction expires.

Derivatives are measured using common methods such as option price or present value models, because their fair values are not traded on an active market. No parameters from non-observable markets are used for measurement purposes, no credit risk adjustment is used for the present value of hedged transactions.

1.9 DEBTORS

Trade and other debtors, including amounts owed by group undertakings, are held with the intention to collect the contractual cash flows and are initially measured at fair value and subsequently at amortised cost less any allowance for impairment (where such allowance is material).

The simplified approach is used to measure expected lifetime credit loss allowances under IFRS 9 for trade and other debtors on a collective basis for any assets that are not considered to be individually impaired.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.9 DEBTORS (continued)

Allowances for expected credit losses on trade and other debtors are recognised only where they are material.

Contract assets relate to income earned in an earlier period, which has not yet been billed at the reporting date (see note 1.2). All contract assets are also subject to the simplified approach used to measure expected lifetime credit loss allowances under IFRS 9.

Contract assets relating to income earned are expected to be settled within 12 months of the reporting date.

1.10 STOCKS

Stocks primarily comprise fuel consumable by the company's public service vehicles, valued at the weighted-average of cost price and hedge prices, reflecting basis adjustments for hedged fuel purchases. Other stocks, such as consumable engineering spares, are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost of other stocks is measured on a first-in, first-out basis.

1.11 CREDITORS

Trade creditors, including amounts owed by group undertakings, are obligations to pay for goods / services that have been acquired in the ordinary course of business and are initially stated at fair value.

Accruals represent amounts for expenses that the company is due to pay to third parties in the ordinary course of business which have been incurred, but not yet billed.

1.12 PROVISIONS

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made they are charged to the provision carried in the Balance sheet.

1.13 GOVERNMENT GRANTS

Government grants related to income comprise research and development grants and other government grants which are not related to assets. They are presented in the balance sheet as deferred income and released as other operating income in the statement of comprehensive income in the periods necessary to match them with the related costs which they are intended to compensate.

Government grants are recognised in other operating income only when there is reasonable assurance that the company will comply with the conditions attaching to them and that the grants will be received or will not need to be repaid.

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.14 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

The company is a qualifying entity for the purpose of FRS 101 and Note 25 gives details of the company's ultimate parent and from where its consolidated financial statements, prepared in accordance with IFRS, may be obtained.

FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which permits a qualifying entity to apply the recognition, measurement and disclosure requirements of International Financial Reporting Standards, as adopted by the UK, but makes amendments where necessary in order to comply with the Companies Act 2006.

The equivalent disclosures are included in the consolidated financial statements of the ultimate parent company, Deutsche Bahn AG, in accordance with the application guidance of FRS 100 "Application of financial reporting requirements".

**Notes to the financial statements
For the Year Ended 31 December 2021**

1. ACCOUNTING POLICIES (CONTINUED)

1.15 TAXATION

The tax charge or credit in the statement of comprehensive income represents the sum of the current tax charge or credit and the deferred tax charge or credit for the year. Tax is recognised within the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds.

The current tax charge or credit is based on the taxable profit for the year. Taxable profit can differ from the profit or loss before tax as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, or that are never taxable or deductible. The company's liability or asset relating to current tax is calculated using rates prevailing during the year.

Deferred taxation is recognised on the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary timing differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, using rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current taxation assets against current taxation liabilities and when the deferred taxation assets and liabilities relate to taxation levied by the same taxation authority, and the company intends to settle its current taxation assets and liabilities on a net basis.

Deferred tax assets and liabilities are not discounted.

1.16 SHARES AND SHARE PREMIUM

Proceeds from the issuance of shares are accounted as equity (forming part of Total shareholders' funds) only to the extent that they include no contractual obligation upon the company to deliver cash or other financial assets to another party (or exchange financial assets or financial liabilities with another part on unfavourable terms). Where this condition is not satisfied, the proceeds of issuance are accounted as financial liabilities, initially measured at fair value and subsequently at amortised cost.

Where shares are accounted as equity, any proceeds from issuance in excess of the nominal value of new shares issued is recognised within the share premium account.

**Notes to the financial statements
For the Year Ended 31 December 2021**

2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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. Application of certain company accounting policies required management to make judgements, assumptions and estimates concerning the future as detailed below.

The preparation of financial statements in conformity with FRS 101 requires management to make estimates and judgements in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expense. Estimates and judgements are based on historical experience and management's best knowledge of the amount. Due to the inherent uncertainty in making estimates and judgements, actual results in future periods may be based on amounts which differ from those estimates.

The judgements made in applying the company's accounting policies that had the most significant effect on the financial statements also involved estimations, and are outlined below.

There are no significant judgements taken by management, which do not have an associated estimate and which are not included in the below list of key sources of estimation uncertainty.

Critical judgements in applying accounting policies

The following is the critical judgement that has been made in the process of applying the company's accounting policies, apart from those involving estimations, that had the most significant effect on the financial statements:

Accounting for contributions to multi-employer defined benefit pension schemes

Certain of the company's employees are members of group multi-employer defined benefit pension schemes and the company pays contributions to those schemes in respect of those employees.

As the company is unable to identify its share of the assets and liabilities of the group defined benefit schemes, it accounts for contributions payable as if they were to a defined contribution pension scheme, with the amounts payable charged to the statement of comprehensive, as outlined in Note 23.

Critical assumptions and key sources of estimation uncertainty

The following areas are critical assumptions concerning the future and key sources of estimation uncertainty in the reporting period that may have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

Impairment and useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. Where there is an indicator of impairment, management is required to perform an impairment review over tangible fixed assets. For the purpose of impairment testing, the Company is considered a single CGU. The recoverable amount of the tangible fixed assets has been determined as the higher of fair value less costs of disposal and value-in-use. The value-in-use calculated for the CGU is significantly in excess of the carrying value of tangible fixed assets. Accordingly, no impairment to tangible fixed assets has been recognised in the year. The value-in-use for the CGU has been calculated through a discounted cash flow, using a discount rate of 6.00% and a long term growth rate of 1.9%.

**Notes to the financial statements
For the Year Ended 31 December 2021**

2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)

Impairment and useful economic lives of tangible assets (continued)

The impact of climate change has been assessed and incorporated, where relevant, into the underlying cash flows used as the basis for the value in use calculation.

See Note 13 for the carrying amount of the tangible assets and Note 1.5 for the useful economic lives for each class of assets.

Insurance and legal provisions

The company makes a provision for the amounts payable under insurance incidents and legal cases in Note 19. The estimation of the insurance provision is based on an assessment of the expected settlement on known claims based on the experience of insurance claims handlers. The estimation of the legal provision is based on the directors' best estimate of future costs to settle a potential legal claim against the company.

3. GENERAL INFORMATION

The company is a private limited company, limited by shares and incorporated and domiciled in England, the United Kingdom.

The registered company number is 00523376 and the address of the registered office is 1 Admiral Way, Doxford International Business Park, Sunderland, Tyne and Wear, SR3 3XP.

4. TURNOVER

The whole of the turnover is attributable to the company's principal activity.

All turnover arose within the United Kingdom.

5. OTHER OPERATING INCOME

	2021	<i>Restated</i>
	£000	2020
		£000
Management charge receivable	5,833	7,469
Miscellaneous income	-	53
Research and development grants receivable	34	-
Government grants receivable	12,949	14,213
	<u>18,816</u>	<u>21,735</u>

Government grants receivable for the year ended 31 December 2020 as previously reported of £15,070,000 have been restated by £857,000 to £14,213,000. Further information on this restatement is provided in Note 1.1.

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

6. OPERATING PROFIT/(LOSS)

The operating profit/(loss) is stated after charging:

	2021 £000	2020 £000
Depreciation of tangible fixed assets (Note 13)	3,827	4,524
Short term lease expense	177	-
Loss on disposal of tangible assets	2	435
Staff costs (Note 8)	30,793	29,022
Cost of stocks recognised as an expense	7,004	6,238
Research and development grants receivable	(34)	-
	<u>30,793</u>	<u>29,022</u>

7. AUDITORS' REMUNERATION

Fees payable to the company's auditors in respect of the audit of the financial statements of the company:

	2021 £000	2020 £000
Fees for the audit of the company	<u>78</u>	<u>53</u>

8. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2021 £000	2020 £000
Wages and salaries	27,046	25,584
Social security costs	2,557	2,413
Other pension costs (Note 23)	1,190	1,025
	<u>30,793</u>	<u>29,022</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2021 No.	2020 No.
Drivers	702	717
Engineers	87	75
Administration	97	104
	<u>886</u>	<u>896</u>

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

9. DIRECTORS' EMOLUMENTS

	2021 £000	2020 £000
Recharges for director's qualifying services to the company	97	113
	<u>97</u>	<u>113</u>

The directors did not receive any emoluments from the company in the financial year for their directorship (2020: £nil) of the company. The directors received remuneration in respect of all their directorships from Arriva plc.

10. INTEREST PAYABLE AND SIMILAR CHARGES

	2021 £000	2020 £000
Interest payable to group undertakings	37	53
Interest on lease liabilities	49	54
	<u>86</u>	<u>107</u>

11. TAX ON PROFIT

	2021 £000	Restated 2020 £000
Corporation tax		
Current tax on profits for the year	(441)	(657)
Adjustments in respect of prior years	107	(611)
Total current tax credit	<u>(334)</u>	<u>(1,268)</u>
Deferred tax		
Origination and reversal of timing differences	-	4,027
Adjustment in respect of prior years	-	(4,250)
Total deferred tax credit (Note 20)	<u>-</u>	<u>(223)</u>
Total tax credit on profit	<u>(334)</u>	<u>(1,491)</u>

ARRIVA NORTH WEST LIMITED

**Notes to the financial statements
For the Year Ended 31 December 2021**

11. TAX ON PROFIT (CONTINUED)**FACTORS AFFECTING TAX CREDIT FOR THE YEAR**

The tax credit assessed for the year is lower than (2020 - lower than) the standard rate of corporation tax in the UK of 19.0% (2019 - 19.0%). The differences are explained below:

	2021 £000	<i>Restated 2020 £000</i>
Profit before tax	1,454	(265)
Profit multiplied by standard rate of corporation tax in the UK of 19.0% (2020 - 19.0%)	276	(50)
Effects of:		
Adjustments in respect of prior years	107	(4,861)
Re-assessment of value of deferred tax assets	(722)	3,889
Depreciation in respect of ineligible assets	5	5
Impact of rate change of deferred tax	-	(474)
Total tax credit for the year	(334)	(1,491)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. The proposal to increase the rate to 25% was substantively enacted before the balance sheet date, so its effects are included in these financial statements.

The tax credit for the year as previously reported of £1,330,000 has been restated by £161,000 to £1,491,000. Further information on this restatement is provided in Note 1.1.

**Notes to the financial statements
For the Year Ended 31 December 2021**

12. GOODWILL

	Total £000
Cost	
At 1 January 2021	1,250
At 31 December 2021	1,250
Accumulated impairment	
At 1 January 2021	809
At 31 December 2021	809
Net book value	
At 31 December 2021	441
<i>At 31 December 2020</i>	<i>441</i>

Goodwill amortisation is not permitted under FRS 101 however this is a departure from the requirements of the Companies Act 2006. The directors believe that the non-amortisation of goodwill represents a true and fair view therefore the departure from the Companies Act 2006 is appropriate. Amortisation of £74,000 would have been charged during the year under the Companies Act 2006.

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

13. TANGIBLE ASSETS

	Property £000	Plant, machinery, fixtures and motor vehicles £000	Public service vehicles £000	Total £000
Cost or valuation				
At 1 January 2021	6,935	4,201	32,130	43,266
Additions	358	226	1,943	2,527
Disposals	-	(361)	(5,435)	(5,796)
*Adjustment	(1,089)	-	-	(1,089)
At 31 December 2021	6,204	4,066	28,638	38,908
Accumulated depreciation				
At 1 January 2021	2,601	2,729	18,436	23,766
Charge for the year	429	433	2,965	3,827
Disposals	-	(331)	(4,859)	(5,190)
*Adjustment	(1,089)	-	-	(1,089)
At 31 December 2021	1,941	2,831	16,542	21,314
Net book value				
At 31 December 2021	4,263	1,235	12,096	17,594
At 31 December 2020	4,334	1,472	13,694	19,500

*After a review of the company's fixed asset register, it was noted that tangible assets cost and accumulated depreciation amounts were overstated by £1,089,000 for the year ended 31 December 2020. This was due to disposals being accounted for incorrectly by reducing cost or accumulated depreciation only by the net book value of the assets disposed. The adjustment has reduced the costs and accumulated depreciation of property by £1,089,000, from £7,293,000 to £6,204,000 and £3,030,000 to £1,941,000 respectively. This adjustment had no impact on profit or loss, net assets or equity as at 31 December 2020 or as at 1 January 2020, which is the beginning of the earliest period presented.

**Notes to the financial statements
For the Year Ended 31 December 2021**

13. TANGIBLE ASSETS (continued)

Information on right-of-use lease assets included within tangible assets is provided in the following table:

	Leasehold property £000	Plant, machinery, fixtures and motor vehicles £000	Total £000
Right-of-use assets			
Cost			
At 1 January 2021	2,805	270	3,075
Additions	204	26	230
Disposals	-	(83)	(83)
At 31 December 2021	<u>3,009</u>	<u>213</u>	<u>3,222</u>
Accumulated depreciation			
At 1 January 2021	406	170	576
Charge for the year	292	60	352
Disposals	-	(83)	(83)
At 31 December 2021	<u>698</u>	<u>147</u>	<u>845</u>
Net book value			
At 31 December 2021	<u>2,311</u>	<u>66</u>	<u>2,377</u>
At 31 December 2020	<u>2,399</u>	<u>100</u>	<u>2,499</u>

14. STOCKS

	2021 £000	2020 £000
Raw materials and consumables	535	462
	<u>535</u>	<u>462</u>

ARRIVA NORTH WEST LIMITED

Notes to the financial statements
For the Year Ended 31 December 2021

15. **DEBTORS**

	2021 £000	2020 £000
Amounts falling due after more than one year		
Amounts owed by group undertakings	297	-
Derivative financial instruments (Note 18)	323	-
	620	-

	2021 £000	Restated 2020 £000
Amounts falling due within one year		
Trade debtors	599	685
Amounts owed by group undertakings	2,803	59
Other debtors	3,600	6,119
Prepayments and accrued income	2,525	2,403
Group relief recoverable	-	297
Derivative financial instruments (Note 18)	304	-
	9,831	9,563

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

Other debtors for the year ended 31 December 2020 as previously reported of £5,892,000 has been restated by £227,000 to £6,119,000.

Group relief recoverable as previously reported of £Nil has been restated by £297,000 from £Nil to £297,000.

Further information on these restatements is provided in Note 1.1.

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

16. CREDITORS: Amounts falling due within one year

	2021 £000	Restated 2020 £000
Lease liabilities	230	240
Deferred capital grants	249	146
Trade creditors	137	-
Amounts owed to group undertakings	2,422	15,849
Corporation tax	699	-
Other taxation and social security	2,173	1,749
Other creditors	1,201	1,302
Accruals and deferred income	3,408	3,335
Derivative financial instruments (Note 18)	-	513
	<u>10,519</u>	<u>23,134</u>

Amounts owed to group undertakings includes £998,000 (2020: £10,154,000) of overdraft balances with the ultimate parent company. The amounts are unsecured, incur interest at 1.1% and are repayable on demand.

The portion of the lease liability due within one year related to sub-leases from related parties amounted to £35,000 (2020: £34,000).

All other amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Amounts owed to group undertakings for the year ended 31 December 2020 as previously reported of £14,765,000 have been restated by £1,084,000 to £15,849,000. Further information on this restatement is provided in Note 1.1.

17. CREDITORS: Amounts falling due more than one year

	2021 £000	2020 £000
Lease liabilities	2,341	2,278
Deferred capital grants	1,178	714
Derivative financial instrument (Note 18)	-	388
	<u>3,519</u>	<u>3,380</u>

Lease liabilities above include £1,525,000 (2020: £1,566,000) due after more than 5 years. The portion of the lease liability due more than one year related to sub-leases from related parties amounted to £273,000 (2020: £308,000).

The total cash outflow for leases was £291,000 (2020: £308,000).

**Notes to the financial statements
For the Year Ended 31 December 2021**

18. DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments relate to cash flow hedges which are valued on a marked to market basis at the balance sheet date. Energy price hedging has been entered into with the intention to reduce price fluctuations attributable to energy sourcing. The payments from energy derivatives are recognised in the statement of comprehensive income in the periods in which they fall due. The change in market value of energy derivatives in the year has been recognised in other comprehensive income.

The effectiveness of the hedge is assessed prospectively using linear regression. The retrospective effectiveness measurement is carried out as of every balance sheet date by means of linear regression. The ineffectiveness is also calculated using the dollar-offset method. Under this method, the changes in the market values of the underlying are compared with the changes in the market value of the hedging instrument. The resultant quotient determines the inefficiency.

The inefficiencies of cash flow hedges of the energy price derivatives recognised in the statement of comprehensive income are £Nil (2020: £Nil).

The amounts recognised within the financial statements are as follows:

	2021	2020
	£000	£000
Debtors: due after more than one year (Note 15)	620	-
Debtors: Amounts due within one year (Note 15)	304	-
Creditors: Amounts due within one year (Note 16)	-	(513)
Creditors: Amounts due more than one year (Note 17)	-	(388)
	924	(901)

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

19. Provisions for liabilities

	Dilapidations £000	Insurance £000	Legal £000	Other £000	Total £000
At 1 January 2021	340	1,573	1,094	127	3,134
Additions	322	1,078	-	-	1,400
Releases	-	(317)	(889)	-	(1,206)
Transfers from accruals to deferred income	-	(660)	-	-	(660)
Usage	-	(795)	(170)	(127)	(1,092)
At 31 December 2021	662	879	35	-	1,576

The dilapidations provision represented the directors' best estimate of future dilapidation costs arising from existing contractual obligations.

Insurance provisions are amounts payable relating to insurance incidents, based on an assessment of the expected settlement on known claims using the experience of insurance claims handlers.

The legal provision previously recognised represented the directors' best estimate of future costs to settle a potential legal claim against the company.

20. DEFERRED TAXATION

	2021 £000	2020 £000
At 1 January	-	(245)
Credited to profit or loss	-	223
Credited to other comprehensive income	-	22
	-	-

At 31 December 2021 the company had an unrecognised deferred tax asset of approximately £4,090,000 (2020: £4,060,000) comprising deductible temporary differences in relation to fixed assets and other temporary differences. It is not considered appropriate to recognise the asset at the year end due to the uncertainty around the availability of future profits.

ARRIVA NORTH WEST LIMITED

Notes to the financial statements For the Year Ended 31 December 2021

21. SHARE CAPITAL

	2021 £000	2020 £000
Authorised, allotted, called up and fully paid		
1,590,911 (2020 - 1,590,910) Ordinary shares of £1.00 each	1,591	1,591

On 30 June 2021, 1 ordinary share of £1 was issued for cash consideration of £10,000,000.

22. CAPITAL COMMITMENTS

At 31 December 2021 the company had capital commitments as follows:

	2021 £000	2020 £000
Property, plant and equipment	248	-

23. PENSION COMMITMENTS

At 31 December 2021 the UK intermediate parent company, Arriva plc, operated defined benefit pension schemes and a contract based retirement benefit scheme providing benefits to certain employees within Arriva North West Limited. The schemes are financed through separate Trustee administered funds managed by independent professional fund managers on behalf of the Trustees.

The defined benefit pension schemes are the Arriva Passenger Services Pension Plan (APSPP) and the Arriva Passenger Services National Pension Scheme (APSNPS), financed through separate Trustee administered funds managed by independent professional fund managers on behalf of the Trustees.

**Notes to the financial statements
For the Year Ended 31 December 2021**

23. PENSION COMMITMENTS (CONTINUED)

During 2021, both the APSNPS and APSPP were closed to future accrual, with the APSNPS simultaneously closing to new entrants.

Arriva Merseyside Limited, a fellow group company, also operates a defined benefit pension scheme for employees of Arriva North West Limited, financed through separate Trustee administered funds managed by independent professional fund managers on behalf of the Trustees.

The contract based pension scheme is the Arriva Workplace Pension Plan and the pension charge represents the amounts payable by the company to the fund in respect of the year. The assets of the scheme are held separately from those of the company in an independently administered fund.

Arriva Passenger Services Pension Plan

Contributions to the Arriva Passenger Services Pension Plan, are based upon actuarial advice following the most recent actuarial valuation of the fund. The latest actuarial valuation was performed as at 5 April 2020, using the Projected Unit Method.

Arriva Passenger Services National Pension Scheme

Contributions to the Arriva Passenger Services National Pension Scheme are based upon actuarial advice following the most recent actuarial valuation of the fund. The latest actuarial valuation was performed as at 6 April 2019, using the Projected Unit Method.

Merseyside Pension Fund

Contributions to the Merseyside Pension Fund are based upon actuarial advice following the most recent actuarial valuation of the fund. The latest actuarial valuation was performed as at 31 March 2019, using the Projected Unit Method.

The pension cost charge for the year represents contributions payable by the company to the pension schemes and amounted to £1,190,000 (2020: £1,054,000).

IAS 19 "Employee Benefits" (revised 2011)

The company makes contributions to the defined benefit schemes which are operated by the UK intermediate parent company, Arriva plc and the Merseyside Pension Fund, which is operated by the fellow group company, Arriva Merseyside Limited.

Other companies within the Arriva group make contributions to the schemes, therefore it is not possible for the company to identify its share of the underlying assets and liabilities as at 31 December 2021. As the company is unable to identify its share of the assets and liabilities of the group schemes, it accounts for contributions as if they were to a defined contribution pension scheme. Contributions payable by the company are charged to the statement of comprehensive income in the period in which they fall due.

**Notes to the financial statements
For the Year Ended 31 December 2021**

24. POST BALANCE SHEET EVENTS

In July 2022, the decision was taken not to bid for renewal of the contract with TfGM. As a result, it is expected that the depots at Bolton and Wythenshawe will be sold to TfGM at a future date. The associated tangible assets have not been disclosed as assets held for sale within these financial statements. This is on the basis that the assets were not being actively marketed at the reporting date, as well as the fact that the assets were not sold within twelve months of the reporting date. The contract in the current year produced revenue of £9,600,000, and incurred costs of £12,000,000. The net book value of the assets which are going to be sold under this arrangement as at the reporting date was £5,300,000.

Otherwise there are no significant post balance sheet events, however, Arriva will closely monitor developments in both Russia and Ukraine. This is a non-adjusting post balance sheet event, as we do not expect there to be any material impact due to the company not having operations in either of the above countries. Although the group operates across Europe, we do not see any other material business risks at this stage, but management are continuously monitoring the impact on fuel prices and how this may impact the wider group.

The Company has been impacted by several strikes after the year end. The impact of this cannot be quantified

25. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is Arriva UK Bus Holdings Limited.

The ultimate parent company and ultimate controlling party is Deutsche Bahn AG, a company registered in Germany, which has prepared group financial statements incorporating the results of the company. Copies of these financial statements can be obtained from Potsdamer Platz 2, 10785 Berlin.

Deutsche Bahn AG is the largest and smallest group to consolidate the financial statements of the company.

Transactions with other companies in the Deutsche Bahn AG Group are not specifically disclosed as the company has taken advantage of the exemption available under IAS 24 'Related party disclosures for wholly-owned subsidiaries.