Registration number: 3043097

South Eastern Power Networks plc

Annual Report and Financial Statements

for the Year Ended 31 March 2020

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COMPANY INFORMATION

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STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

South Eastern Power Networks plc (the "Company") is a wholly owned subsidiary of the UK Power Networks Group (the "Group"). The vision of the Group sets the direction and guides the decisions that are taken by the Company.

The Group's vision is to be a leading performer in the electricity distribution industry through being:

- an employer of choice;
- a respected and trusted corporate citizen including delivering high quality services to the Group's customers; and
- sustainably cost efficient.

The values of the Group underpin what the Company does, and are disclosed on page 20. They define how the Group expects its employees to behave and how the Company wants to be perceived by its stakeholders and those who come into contact with the business.

Business model
The Company distributes electricity to approximately 2.3 million homes and businesses in the South East of England via a network of underground cables and overhead lines, taking power from National Grid at high voltage and transforming it down to lower voltage before delivery to customer premises.

The Company's objectives are to:

- maintain the safety and reliability of the electricity network;
- efficiently connect new customers to the electricity network, including power generators;
- restore supply as quickly as possible to customers who experience interruption;
- innovate to continually improve efficiency and the service provided to customers;
- facilitate a low-carbon environment by investing in assets, processes and initiatives that enable low carbon technology to be connected to the network;
- extend and upgrade the network to meet the future needs of customers; and
- keep costs to customers as low as possible.

The key performance indicators used to measure progress against the Company's safety, efficiency and customer service objectives are discussed on pages 5 to 7.

The Group includes:

- three electricity distribution businesses: Eastern Power Networks plc, South Eastern Power Networks plc and London Power Networks plc;
- a management business: UK Power Networks (Operations) Limited;
- a transport services provider: UK Power Networks (Transport) Limited;
- a groundworks services provider: UK Power Networks (South East Services) Limited; and
- a contracting business which manages a number of private networks and infrastructures: subsidiaries of UK Power Networks Services Holdings Limited.

Business model continued

The Company employs no staff (2019: none). Staff are employed by UK Power Networks (Operations) Limited, which operates the distribution network on the Company's behalf with the support of UK Power Networks (Transport) Limited and UK Power Networks (South East Services) Limited.

The Company has an important contribution to make in supporting the government's move to a low carbon economy. The electricity industry is facing significant challenges in meeting both the low carbon agenda and increased customer demand. Key areas of focus include the roll-out of smart meters and accommodating new low carbon technologies (such as wind and solar renewable energy and electric vehicles) to integrate effectively and efficiently with the network. It is anticipated that electricity storage technology will become more important in the next few years as the need for greater system flexibility increases. The role of the Company is expected to transform from being a Distribution Network Operator ("DNO") which manages the network to a Distribution System Operator ("DSO") which is proactive and enables a smart, flexible system that responds to customer needs.

The Company operates within a regulated environment with the major part of the Company's revenue being set as part of a price control review by the industry regulator, the Office of Gas and Electricity Markets ("Ofgem" or "the Regulator"). These financial statements report on the fifth year of the RIIO-ED1 price control period which is of eight years duration from 1 April 2015 to 31 March 2023. Each price control provides for the licensed distributor to earn a level of "allowed" revenue. The total amount of allowed revenue takes into account a number of factors including the capital expenditure plans of the business, an efficient level of operating costs, the cost of financing the business as well as a return on the regulated asset value.

The Company's performance is benchmarked against other licensed DNOs with the most efficient networks establishing an 'efficient frontier' or standard against which other DNOs are evaluated. Ofgem sets allowances and a regime of potential incentives and penalties based on the detailed assessment of business plans submitted by the DNOs. The income streams of the Company are considered to be stable, giving the business a lower risk profile which is reflected in the allowed rate of return on the regulated asset value.

In addition to allowed revenues the Company collects income to cover the cost of connecting new customers to the network. Connections work which can only be carried out by the Company, for technical and safety reasons or as defined by the Regulator, is referred to as "non contestable" and is charged at cost to the customer. Work that other providers can undertake is referred to as "contestable" and is charged to the customer at a 4% (2019: 4%) regulated margin except in market segments where UK Power Networks has passed a competition test set by the Regulator in which case the price regulation is removed.

Review of the business

The revenues of the Company are subject to the regulatory price control framework set by Ofgem which provides economic incentives to maximise operating, capital and financing efficiencies. The Directors aim to optimise shareholder returns through the safe operation of and efficient investment in the network, while seeing that the business delivers high levels of customer service and operates within the boundaries of the price control allowances.

The allowed revenue is calculated to finance an efficient level of operating costs, a capital expenditure programme and deliver a return on investment on the regulatory asset value. The DNOs have an opportunity to outperform the allowed return through the delivery of efficiencies beyond the regulatory cost allowances and through other performance based incentive mechanisms. Such outperformance delivers benefits to customers and creates value for shareholders.

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

Review of the business continued

Key areas of focus are:

- outperforming the cost allowances set by Ofgem through the delivery of sustainable efficiencies;
- improving network performance by reducing the number and average length of power interruptions and outperforming the targets set by Ofgem; and
- improving the levels of customer service across key points of the business.

Response to the COVID-19 pandemic

On Monday 23 March 2020 the UK Government declared a national lockdown due to the uncontrolled and rapid spread of the COVID-19 virus. This followed confirmation on 11 March 2020 by the World Health Organization that the virus was officially a pandemic. The Group's Organisational Resilience Leadership Team had started tracking the virus in early January 2020 as an emerging risk and through February reviewed the Group's pandemic response plans. The primary objective was to prepare the business, minimise the likely impact and allow the business to recover as quickly as possible. The risk assessment relating to the impact of COVID-19 is discussed further on page 7.

The Group's ongoing approach has been communicated to employees as three phases: Response, Recovery and Reimagination.

The Group's Response has focused first and foremost on the safety and wellbeing of its employees, while continuing to provide reliable electricity supplies and support to vulnerable customers. Some operational work was paused to ensure safety, and office-based staff have continued to work from home where possible. Relevant policies have been established or updated in accordance with Government guidelines. This has included regular and cooperative engagement with all the group's Trade Unions and daily communication to all employees. Incident leadership meetings have been held by the Executive Management Team and key members of senior management throughout April and May. The Company has not made use of any of the COVID-19 support schemes established by Government.

The Recovery phase was initiated during May on a prioritised basis, to recover the capital work that had been initially paused during March and April, and to support employees in returning to the workplace over a phased period. In June, operational activities were back up to full capacity.

The Reimagination phase will incorporate key learnings and reshape the business as required to ensure it remains fit for future operations.

Performance for the year ended 31 March 2020

Turnover has increased by £22.3m to £427.5m primarily due to tariff increases within the regulatory price control. Earnings before interest, taxation, depreciation and amortisation (EBITDA) increased by £21.2m to £315.0m driven by higher turnover partially offset by an increase in operating costs (excluding depreciation and amortisation) of £1.1m.

The increase in profit after tax from £126.2m to £127.9m reflects higher EBITDA partially offset by a higher tax charge resulting from the increase in deferred tax rate from 17% to 19%.

Gross capital expenditure on tangible assets was £219.5m, a reduction of £0.3m compared to the prior year. This expenditure relates primarily to improvements to the electricity network. Capital expenditure net of customer contributions decreased by £8.2m reflecting an increase of £7.9m in customer contributions.

Key performance indicators (KPIs)
The key performance indicators used by the Board of Directors in their monitoring of the performance of the Company focus on the areas of safety, network performance and reliability, customer service and financial performance.

Safety
The Group's top priority is the safety of employees, contractors and the general public. The safety performance of the Group as a whole is reviewed in the Group's annual report and financial statements. Lost time incidents ("LTIs"), defined as the number of injuries to employees or contractors which result in lost time of one day or more, is a key safety measure. The Group recorded 2 LTIs in the year ended 31 March 2020 which is an improvement on the 3 LTIs recorded in the prior year.

Network performance
The principal measures used to assess network performance are customer minutes lost ("CMLs") and customer interruptions ("CIs"). CMLs are the average length of time customers are without power for three minutes or longer and represent availability of supply. CIs, the number of interruptions per 100 customers, are an indicator of network reliability. The table below shows a reduction in CMLs compared to the prior year but an increase in CIs. The Company remains ahead of targets set by Ofgem.

	Year ended 31 March 2020	Year ended 31 March 2019
* Customer Minutes Lost per customer (CMLs)	**32.8**	36.7
* Customer Interruptions per 100 customers (CIs)	**45.1**	44.4

* The CMLs and CIs disclosed above exclude the impact of exceptional weather events (as defined by Ofgem) and are provisional, pending Ofgem's annual review. The comparatives have been restated to reflect any changes resulting from Ofgem's prior year assessment.

Customer satisfaction
Ofgem measures customer satisfaction of all the DNOs and this is one of the most important measures of performance. The customer satisfaction survey captures customers' experiences of the services provided by the DNOs, for interruptions, minor connections and general enquiries. The Company's average score has improved from 87% in the prior year to 90% in the current year, remaining above the industry-wide target of 82%.

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

Financial key performance indicators
The Company's key financial performance indicators are set out in the table below.

		Year ended 31 March 2020	Year ended 31 March 2019
Financial key performance indicators			
Turnover (£m)		**427.5**	405.2
EBITDA (£m)	1	**315.0**	293.8
Profit after tax (£m)		**127.9**	126.2
Gross capital expenditure on tangible assets (£m)		**219.5**	219.8
Capital expenditure on tangible assets net of customer contributions received (£m)		**166.7**	174.9
		As at 31 March 2020	As at 31 March 2019
Regulatory asset value (RAV) (£m)	2	**1,818.2**	1,762.8
RAV gearing	3	**67%**	65%

1 EBITDA is a non-statutory measure, and is calculated by adding back amortisation and depreciation to operating profit (also explained in subsequent paragraphs).
2 RAV is the Regulatory Asset Value of the business. The 31 March 2020 RAV presented is provisional at the date the accounts are signed. Discussion with Ofgem may result in RAV being increased or decreased. The prior year comparatives have been restated to reflect the latest agreed position.
3 RAV gearing is the ratio of net debt (as defined within certain of the Company's covenant arrangements), to the RAV.

EBITDA
The EBITDA measure excludes the effect of interest, taxation, depreciation and amortisation from earnings and is therefore relevant in monitoring the operational performance of the business. It is also the basis for certain of the Company's covenant metrics. The closest statutory measure is operating profit which is reconciled to EBITDA as follows:

	Year ended 31 March 2020	Year ended 31 March 2019
Operating profit (£m)	**224.0**	206.6
Depreciation of tangible fixed assets (£m)	**81.9**	78.7
Amortisation of intangible assets (£m)	**9.1**	8.5
EBITDA (£m)	**315.0**	293.8

Operating profit is presented in the profit and loss statement. Depreciation and amortisation are disclosed in note 5 to the financial statements. Removing the effect of depreciation and amortisation from operating profit provides a clearer measure of operating efficiencies within the business and enables comparison with industry peers.

Financial key performance indicators continued

Capital expenditure
Gross capital expenditure is a measure of the Company's investment in the electricity distribution network during the year. Capital expenditure net of customer contributions, as calculated in the table below, is also monitored because the contributions received from customers as payment for connections to the network, are directly attributable to those network assets.

	Year ended 31 March 2020	Year ended 31 March 2019
Gross capital expenditure on tangible assets (£m)	**219.5**	219.8
Less: Customer contributions received in the year (£m)	**(52.8)**	(44.9)
Capital expenditure net of customer contributions (£m)	**166.7**	174.9

Gross capital expenditure on tangible assets is disclosed in note 10 to the financial statements and customer contributions received are disclosed in note 20 to the financial statements.

RAV gearing
The proportion of debt measured against the Regulatory Asset Value of the business indicates the capacity of the business to source additional finance. This is a key metric for the Company's covenant arrangements with pension trustees and providers of finance which is monitored on a regular monthly basis. The RAV gearing ratio at 31 March 2020 of 67% (2019: 65%) is within the pension and bank covenant targets.

Principal risks and uncertainties
As well as the opportunities the Company has to grow and develop its business, certain risks and uncertainties are faced in achieving its objectives. The Company's principal risks and uncertainties, and a summary of actions to mitigate them, are set out in tabular form below.

In addition to the principal risks highlighted below, the COVID-19 pandemic has been identified as an emerging risk which has heightened many of the Company's risks. The Group's risk register has been updated to specifically reference this and subsequent to year end, COVID-19 has been separately established as a Top 10 risk within the risk register. The Group has detailed and robust business continuity plans in place to deal with major events, and these have been enacted and are under constant review as a result of the developing COVID-19 situation, UK Government advice, and discussions with other bodies such as Ofgem and the Department for Business, Energy and Industrial Strategy. The Group's response to the pandemic is discussed in more detail on page 4.

The Company does not expect the COVID-19 crisis to materially affect its performance over the long term.

Risk	Mitigation
Health and safety incidents	
There is a risk that a fatality or serious injury occurs involving a member of staff, a contractor, a member of the public or a third party. Any such incident could lead to a prosecution or a fine and have an adverse impact on the reputation of the Company.	The Group aims to create and foster a culture in which safety is the highest priority in the minds of everyone who works at UK Power Networks. The Group runs a range of programmes and initiatives, such as its Be Bright Stay Safe campaign, aimed at staff and those outside of the Group, to promote safety and make them aware of potential hazards and how to operate in hazardous situations. The Group actively monitors, measures and investigates safety incidents, including near misses, and seeks to learn from each one.
Major outage of network assets	
There are significant risks associated with network assets where failure could result in a loss of supply of electricity to customers. Customer service and continuity/quality of supply are important regulatory requirements and poor performance in these areas can result in financial penalties. Any significant incident could cause adverse publicity and impact negatively on the reputation of the Company.	The reliability of the Company's network is a key performance indicator and is closely monitored by the Company. Investment in the network is prioritised to those projects which are likely to have a beneficial impact on reliability, and the Company strives to continually innovate to improve the ways in which it identifies and manages the risk of outages. The Group has a well developed plan for dealing with storms and other major weather events, and has extended that planning activity to other potentially damaging events such as a pandemic flu event. Through its risk management activities, the Group has become the first DNO to achieve level 4 from the Cabinet Office Emergency Planning College assessment for Organisational Resilience based on BS 65000:2014 Guidance on Organisational Resilience.

Risk	Mitigation
Cyber security breach	
A cyber security breach which results in a failure of the Company's core systems, applications or associated IT processes could have a significant impact in a number of areas. Business operations could be affected and if the breach or failure is related to control systems, the Company's ability to operate the network could be impacted. Data breaches could result in legal or regulatory non-compliance with resulting financial penalties and reputational damage.	A Cyber Security Improvement Programme operates to reduce risks, strengthen controls and maintain compliance with changes in standards and legislation. The Group focuses its activities in this area across three domains: operating a cyber security management system; maintaining cyber hygiene; and proactively testing resilience. All security policies and standards are closely aligned to ISO 27001 and are compliant with the requirements of applicable legislation. The Group operates a training programme to see that all its staff are aware of cyber risks and know how to minimise and manage those risks, as well as how to respond in the event of a suspected breach.
Regulatory environment	
The prices which can be charged for the use of the Company's networks are determined in accordance with the Regulator approved price controls. The current price control, RIIO-ED1, comes to an end in March 2023 when a new price control RIIO-ED2 will come into force. The methodology for pricing in RIIO-ED2 is not yet known and could result in lower financial returns in future years as a result of RIIO-ED2.	Industry regulation is set by Ofgem who operate independently of the DNOs, and therefore there is limited ability for the Group to directly mitigate this risk. However, the Group regularly engages with Ofgem directly and through formal consultation processes, and with other industry bodies in various forums, to ensure the Group's interests are represented in industry discussions.
Funding and liquidity risk	
The Company's financing requirements are partially met through bonds and bank lending facilities.	The Company has established a Treasury Committee, a sub-committee of the Group Board, which oversees the setting of treasury policy and guidelines, and seeks to ensure that treasury risks are identified and managed.

Risk	Mitigation
Funding and liquidity risk (continued)	
There is a risk that the Company is not able to access funding at acceptable rates, either through changes in market conditions or through a downgrade in the credit rating of the Company, or through breaching covenants on existing facilities.	The Company monitors its financial position carefully on a regular basis, including the use of detailed financial projections that assess funding requirements and performance against credit metrics and covenants of the Company. The Company has spread its debt maturities over a number of years in order to reduce the concentration of funding risk in any one financial year. More details of the Company's approach to dealing with financial risks are shown on page 11.
Non-compliance with regulatory requirements	
The electricity industry is subject to extensive regulatory obligations with which the Company must comply. Non-compliances can result in financial penalties and have a negative reputational impact.	The Group operates a Regulatory Compliance programme which seeks to ensure that regulatory risks and obligations are understood, with controls and processes in place to meet regulatory compliance requirements and to manage risks of non-compliance.

The Company continues to monitor the political environment and consider the implications of the UK's exit from the European Union ("Brexit"). The Company only distributes electricity in the UK and therefore the impact of Brexit on its core operations is expected to be low. The Group is working closely with its suppliers regarding continuity of supply in the event of disruption at customs borders.

Risk identification and management

There are a variety of mechanisms in place to manage the Company's risks. The Group has an embedded risk awareness culture to understand and manage significant business risks. The risk management framework sets out policies, procedures and responsibilities designed to assess, mitigate, monitor and report risks. A subcommittee of the Group Board, the Risk Management and Compliance committee, oversees the risk management function and makes annual assessments of changes to significant risks and the effectiveness of the risk management processes.

Control procedures have been implemented throughout the Group to mitigate the risks identified. Compliance with internal controls is monitored through three lines of defence being:

- management control;
- oversight and challenge; and
- assurance provided by the Internal Audit finction and third party assurance providers.

The Group's system of risk management and internal control is described in more detail on pages 24 to 26.

Financial risk management objectives and policies
The Company is financed by a combination of equity and retained profits, bonds, Group loans and bank lending facilities. The Company's funding and liquidity are managed within a framework of documented treasury policies and guidelines.

At 31 March 2020 the Company had net debt of £1,297.1m (2019: £1,228.1m) comprising bonds of £1,051.2m (2019: £1,058.5m), loans from the European Investment Bank (EIB) of £165.0m (2019: £245.0m), and Group loans of £85.0m (2019: £nil) offset by cash and cash equivalents of £4.1m (2019: £75.4m). The Company's principal financial assets are its cash balances, trade and other receivables and loans to Group undertakings.

The Company's activities expose it to a number of financial risks, the most important of which are credit risk, liquidity risk and interest rate risk.

Interest rate risk
The interest rate exposure on the Company's debt is partially hedged in order to provide the desired mix of fixed and floating rate interest rates to achieve a balanced debt portfolio with a similar profile to that of the cost of debt allowance within Ofgem's price control. The use of financial derivatives is governed by the Group's treasury policies, which provide written principles on the use of financial derivatives to manage interest rate risks. The Group does not use derivative financial instruments for speculative purposes.

Credit and liquidity risk
The Company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of an impairment allowance for expected credit losses. The credit risk on liquid funds and financial instruments is limited because the counterparties are large recognised banks with investment grade credit-ratings assigned by international rating agencies. The Company does not have a significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The Company generates cash primarily from Use of System charges which are payable within 14 days of the demand for payment. Payments are received in advance from customers requiring connection to the network, and suppliers and contractors are paid in accordance with negotiated terms. Other principal cash outflows include interest, taxation and dividends. The Company plans its working capital requirements to take account of expected cash inflows and outflows.

Subsequent to year end, the Company supported an initiative requested by Ofgem to offer some energy suppliers the ability to defer payment of network charges for a three month period, in order to offer additional protection to customers given the COVID-19 pandemic economic impact. This scheme is available as a last resort option and is targeted to suppliers that have fewer alternative options for securing financing.

Liquidity risk is managed by spreading debt maturities over a range of dates which provides comfort that the Company is not subject to excessive financing risk in any one year. The Company is able to raise finance in financial markets supported by cash flows generated by the Regulatory Asset Value which in part determines the level of allowed revenue that may be recovered. The Company is required by the distribution licence to maintain an investment grade credit rating.

Pension commitments
A significant proportion of the Group's employees are members of two funded defined benefit pension schemes: the UK Power Networks Group of the Electricity Supply Pension Scheme (the UKPN Group Scheme); and the UK Power Networks Pension Scheme (the UKPNPS). Both defined benefit schemes are closed to new members. The Group's new employees have the option to join a defined contribution pension scheme which was introduced in 2011.

The Company's share of the Group's defined benefit pension obligations accounted for under FRS 102 at 31 March 2020 amounts to a surplus of £51.6m (2019: deficit of £23.1m) in the UKPN Group scheme and a deficit of £18.0m (2019: deficit of £28.1m) in the UKPNPS scheme.

During the year a plan amendment was made by the trustees of the UKPN Group scheme which permitted members to exchange inflation-linked pension payments for initially higher, but non-escalating, pension payments. This resulted in an overall reduction of £5.4m to the present value of defined benefit obligations, credited to profit or loss.

A new schedule of contributions for each scheme was agreed with the pension trustees in June 2020 based on the triennial valuation at 31 March 2019.

Taxation
The Company operates entirely within the United Kingdom and is subject to all the main charges which fall under UK legislation. These include corporation tax, VAT, national insurance, regulatory licence fees, local authority fees (such as road permits issued under the New Roads and Streetworks Act) and relevant rates. The Company has a significant long term capital expenditure programme which generates a charge against taxable profit through capital allowances. The timing of the tax relief on these allowances has the effect of delaying the payment of corporation tax and giving rise to a deferred tax liability.

At 31 March 2020 the Company's net deferred tax liability was £161.1m (2019: £127.5m). The higher liability reflects an increase in the deferred tax rate from 17% to 19% as a result of the government's decision not to implement the expected rate reduction to 17% from 1 April 2020.

Factors likely to affect future development and performance
The following trends and factors are expected to influence the future financial position and performance of the Company.

COVID-19
The COVID-19 outbreak may continue to result in a significant economic slowdown, if not recession, in the months ahead and there is uncertainty in predicting the extent and duration of the effects of the pandemic on the business. The Group's business model has been stress tested to understand the impact under several severe but plausible downside scenarios, as discussed in the Going Concern statement on page 15. The Directors expect the disruption to the business to be temporary without material effect on the long term financial position and prospects of the Company. The risk assessment relating to the impact of COVID-19 is discussed on page 7.

Price control RIIO-ED1
The current price control RIIO-ED1 applies for an eight year period from 1 April 2015 to 31 March 2023 and determines the allowed revenue the Company is able to collect from its customers and the outputs the Company is required to deliver, until 2023. RIIO stands for "Revenues driven by Incentives, Innovation and Outputs".

Factors likely to affect future development and performance continued

Price Control RIIO-ED1 continued
Allowed revenue covers the cost of operating and maintaining the network through an "in year" allowance for regulatory expenditure plus the regulatory return and regulatory depreciation on that regulatory expenditure which enters the Regulatory Asset Base, pass-through costs, incentives, tax, and pensions. The Company has the opportunity to outperform the allowed revenue either by delivering its agreed outputs at a cost below the regulatory cost allowances or through its performance against the RIIO-ED1 incentive mechanisms. The RIIO model identifies six output categories with a range of incentive mechanisms attached:

- Safety: The provision of a safe network in compliance with Health and Safety Executive (HSE) safety standards. In this category there is a strong reputational incentive and the penalty of fines if standards are breached.
- Customer service: DNOs are incentivised to think about their customers' needs and how best to engage with them through the Broad Measure of Customer Service (BMCS) which incorporates measures of customer satisfaction, customer complaints and stakeholder engagement.
- Social obligation: The Regulator expects the DNOs to develop a specific strategy to improve the service to vulnerable customers. The maximum level of incentive under the stakeholder engagement element of the BMCS has been raised to encourage the DNOs to make significant improvements in this area.
- Network availability and reliability: Incentive mechanisms to improve the performance of the network, the most important of which is the Interruptions Incentive Scheme (IIS) based on the number of customer minutes lost and the number of customer interruptions measured against DNO specific targets.
- Connections: There are strong incentives for the DNOs to focus on improving the service of connecting customers to the network. As well as the BMCS, RIIO-ED1 has a "time to connect" incentive to reduce customer waiting times and an engagement incentive to encourage the DNOs to understand and satisfy the particular needs of a broad range of their customers.
- Environmental performance: The allowance for undergrounding of overhead lines in Areas of Outstanding Natural Beauty and National Parks continues, as well as the requirement for the DNOs to report their Business Carbon Footprint (BCF) in annual league tables. DNOs are incentivised to integrate carbon and other environmental considerations within their day-to-day business through reputational environmental reporting requirements.

Environment
The Company is committed to playing an active role in reducing carbon emissions and minimising the environmental impact of its activities. While taking steps to reduce its own carbon footprint the Company is investing in initiatives to enable the use of technologies such as renewable wind and solar energy, electric vehicles, and electricity storage on its network.

Other environmental activities include the reduction of pollution through replacement of fluid filled cables, the control and mitigation of losses from equipment containing oil and the greenhouse gas Sulphur Hexafluoride, a reduction in the use of herbicides, and a commitment to the under-grounding of cables in areas of outstanding natural beauty and national parks.

The Group recognises the importance of its environmental responsibilities and undertakes its operations in an environmentally sensitive manner, complying with all relevant legislative requirements. The Group is committed to the protection of the environment in the region it serves and its environmental management systems are certified under ISO14001.

Factors likely to affect future development and performance continued

Workforce renewal programme
The Company benefits from various recruitment and training programmes designed to develop the UK Power Networks workforce to meet the future resource requirements of the distribution business.

The recruitment and training of technically skilled staff is promoted through graduate and engineering development programmes, apprentice schemes and a smart metering traineeship.

Due to the large number of staff working on the distribution networks, management training is important for safety, quality of work and efficiency and is sourced either internally through the Human Resources function or through third-party suppliers.

Research and Development
The Company is involved in research and development activities focusing on improving the technical performance of the network and working towards achieving national carbon reduction targets.

RIIO-ED1 has two main funding mechanisms to provide additional incentives for innovation expenditure:

- the Network Innovation Allowance of 0.5% of base revenues per annum; and
- the Network Innovation Competition which is an annual competition for funding larger scale innovative projects that have the potential to deliver carbon or other environmental benefits to consumers.

Key long-term issues
The key long-term issues considered beyond 2020 relate to the areas listed below:

- Integration: Continued integration of office and depot activities to fewer locations to capture synergies;
- Regulatory: The increased focus under RIIO-ED1 on environmental targets, the development of low carbon initiatives and security of supply and looking ahead to the next price control RIIO-ED2 from April 2023; and
- Technology: Development of smart distribution grids to accommodate the growth of new technologies such as renewable energy (wind and solar) installations, electricity storage technology, smart metering, smart heating and lighting systems and electric vehicles.

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

Going concern

The Company's business activities together with details regarding its risk management policies and its future development, performance and position are set out in the preceding paragraphs of this Strategic Report. Further detail in respect of its financial instruments and hedging activities are included in the relevant notes to the financial statements.

In considering the going concern basis in preparing the financial statements the Directors have taken the Company's annual budget and long term strategic plan into account as well as the following factors:

- The Company profitably operates the regulated electricity distribution network in the South East of England. The revenue of the Company is regulated by Ofgem via established price control mechanisms providing a stable and predictable source of cash flows.
- The Company is funded by debt with an average maturity of nine years and has access to a revolving credit facility of £72.5m until March 2022. The facility was undrawn at the balance sheet date. At 31 March 2020 the Company had borrowings (excluding derivatives) of £1,301.2m (2019: £1,303.5m) of which £85.0m (2019: £80.0m) was short term.
- As required by the electricity distribution licence the Company has an investment grade credit rating and has the ability to access external debt markets supported by cash generated by its operations.

The Directors have applied sensitivities to the Company's forecasts with a central case that anticipates an economic downturn during 2020 and a deterioration in debtor days with a level of recovery in the second half of the year for the majority of the Company's activities. In addition, forecasts were stress tested assuming a more dramatic and prolonged reduction in DUoS revenues.

The outbreak of COVID-19 is a very significant humanitarian and economic event facing many businesses. In this period of uncertainty, it is not possible to reliably estimate the duration and overall impact of the pandemic. However, the Directors believe that this will be a temporary disruption. Whilst there is uncertainty in predicting the impact of COVID-19, the forecast modelling has shown that the Company will remain profitable over the next 12 months under all reasonable scenarios, and there is considerable headroom in lending facilities and covenants (comprising gearing and interest cover measures) which underpins the going concern assumption on which these financial statements have been prepared. The Directors closely monitor cash conversion and covenants, and there are a number of mitigating actions including delay in capital expenditure and deferral of discretionary dividend payments within the control of the Group.

The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, demonstrate that the Company will be able to operate within its credit facilities. The COVID-19 pandemic is not expected to have a material impact on the Company's long term financial position and prospects. The Directors are satisfied that the Company has adequate resources to continue operating for the foreseeable future and on this basis the principle of a going concern has been adopted in the preparation of the financial statements.

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

Section 172 (1) statement

The Directors are aware of their duties under Section 172(1) of the Companies Act 2006, which requires them to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to:

a) the likely consequences of any decision in the long term;

b) the interests of the Group's employees;

c) the need to foster the Company's business relationships with suppliers, customers and others;

d) the impact of the Company's operations on the community and the environment;

e) the desirability of the Company maintaining a reputation for high standards of business conduct; and

f) the need to act fairly as between members of the Company.

The Company operates in an industry characterised by long term investment in the future to ensure a sustainable energy supply for customers. The consequences of the Company's strategy over the long term are considered in its long term business plans and projections, including a detailed business plan agreed with Ofgem at the start of each price control period, and the Company's own five year projections which are updated annually. Further information on the factors likely to affect future performance and how the Company responds to them can be found on pages 12 to 14.

The Company actively engages with its stakeholders on a regular basis in order to identify trends and developments, inform policies and procedures, and re-align its strategy. The Company has identified its key stakeholders as: the Group's employees, customers, suppliers, community and the environment, regulator and shareholders. Further information about how the Company has regard to the interests of these stakeholders, and how it fosters good business relationships with them, can be found on pages 27 to 29.

As described on pages 19 and 20, the Company's vision is to be a respected and trusted corporate citizen, operating within a set of values which are designed to promote high standards and fair and ethical behaviour.

Approved by the Board on 23 July 2020 and signed on its behalf by:

....

Basil Scarsella
Director

Newington House
237 Southwark Bridge Road
London
SE1 6NP
United Kingdom

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

The Directors present their Annual Report including the Audited Financial Statements of the Company for the year ended 31 March 2020.

Details of the Company's financial risk management objectives and policies, future developments, going concern and the Section 172 statement on the duties of the Directors are included in the Strategic Report and form part of this report by cross reference.

Dividends
Dividends of £82.0m (2019: £65.0m) were paid during the year.

Political contributions
The Company made no political contributions during the year (2019: £nil).

Business relationships
The Company has identified its key stakeholders as: employees of the Group, customers, suppliers, community and the environment, regulator and shareholders. Further information about how the Group has regard to the interests of these stakeholders, and how it fosters good business relationships with them, can be found on pages 27 to 29.

Directors of the Company
The Directors who held office during the year were as follows:

Andrew John Hunter (Chairman)

Hing Lam Kam

Neil Douglas McGee

Hok Shan Chong

Basil Scarsella

Charles Chao Chung Tsai

Loi Shun Chan

Mei Fan Ngan (Alternate director)

Duncan Nicholas Macrae

Kee Ham Chan (Alternate director)

Chi Tin Wan

Christopher Clarke

Paul Jeffery

None of the Directors had a service contract with the Company in the current or prior year.

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2020

Disclosure of information to Auditor

Each of the persons who is a director of the Company at the date of approval of this Annual Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

Deloitte LLP have expressed their willingness to continue in office as Auditor and a resolution to reappoint them will be proposed at the Annual General Meeting.

Approved by the Board on 23 July 2020 and signed on its behalf by:

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Basil Scarsella

Director

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

The Company has adopted the Wates Corporate Governance Principles for Large Private Companies, as issued by the Financial Reporting Council (FRC), 2018.

The Company is a wholly owned subsidiary of UK Power Networks Holdings Limited and forms part of the UK Power Networks Holdings Group (the "Group"). The Group operates a range of governance principles and practices on a group-wide basis, which are adopted and implemented by its subsidiaries, including the Company, to the extent they are relevant to their operations.

The Companies (Miscellaneous Reporting) Regulations 2018 requires the Company to make a statement in relation to which corporate governance code it has adopted, and how it has adopted that code. The purpose of this report is to set out how corporate governance principles have been applied to the Company in the context of the Group. Relevant disclosures are included below in this Report on Corporate Governance, in the Statement of Directors' Responsibilities, in the Directors' Report and in the Strategic Report.

Principle 1 - Purpose and Leadership

Purpose, vision and values
The Company has a clear public purpose: to deliver electricity to London. The Group has articulated the vision and values to which the Company aspires in fulfilling its purpose, and these are set out below.

The vision of the Group is to be consistently the best-performing Distribution Network Operator through being:

An employer of choice:

- the safest, with an exemplary safety record
- a place where people love to come to work
- embracing diversity
- an appropriately skilled workforce for both today and the long term

A respected and trusted corporate citizen:

- the most reliable networks
- the most satisfied customers
- the most innovative
- the most socially and environmentally responsible
- meeting the needs of vulnerable customers, both now and in the future
- enabling the low-carbon transition for all as the leading UK Distribution System Operator

Sustainably cost efficient:

- the lowest cost electricity distributor
- deliver on commitments
- delivering profitable growth in the Services and Connections businesses

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

Principle 1 - Purpose and Leadership continued

The values of the Group underpin what the Company does. They define how the Company expects its representantives to behave and how the Company wants to be perceived by its stakeholders and those who come into contact with the business. The Company has adopted these values as follows:

Integrity: The Company will do what it says it will do and build trust and confidence by being honest to colleagues, partners and customers.

Respect: The Company will treat partners and customers in the way in which the Company would want to be treated.

Continuous improvement: The Company is committed to learning, development, innovation and achievement.

Responsibility: The Company will act in an ethical, safe and socially/environmentally aware manner.

Diversity and inclusiveness: The Company recognises and encourages the value which difference can bring.

Unity: The Group is stronger together and this comes from a shared vision, a common purpose and a supportive and collaborative working environment.

The Board are committed to seeing that the vision and values are embedded in the Group, and reiterate them regularly. Internal bonus and incentive targets are based on the achievement of the vision, measuring both financial and non-financial metrics. The Group also operates a Living our Values award system, which promotes and recognises employees who demonstrate the values in their work.

Through open discussion, the vision and values are reviewed internally, and from time to time are modified to reflect the changing environment in which the Group operates. This is done through feedback from the annual employee survey, engagement with trade unions, and regular senior leadership forums.

Principle 2 - Board composition

The Board comprises the CEO of the Group, ten Directors appointed to represent the shareholders (including two alternate Directors) and two Sufficiently Independent Directors (SIDs) appointed to comply with regulatory licence conditions. The Board of the Company is identical to the Board of the Group with the exception of the two SIDs who are not members of the Board of the Group but do attend Group Board and Board Committee meetings, and an additional alternate director in the parent company. The role of the SIDs as defined by the Regulator is to mitigate the risk that Directors with executive roles within the wider ownership group could become conflicted at times of crisis.

The Board is the principal decision-making forum for the Company and the Group. It has overall responsibility for leading and controlling the Group as well as the financial and operational performance of the Company.

The positions of the Chairman of the Board and Chief Executive Officer (CEO) are held by separate individuals with a view to maintaining effective segregation of duties between management of the Board and the day-to-day management of the Company.

Principle 2 - Board composition continued

The CEO of the Group is the only Executive Board member. The other directors do not hold executive roles and therefore maintain an acceptable level of independence from the executive management of the Company. As such, the appointment of an independent Chairman is not deemed necessary.

The Board and Board committees meet on a regular basis to oversee the management of the Group as a whole and where appropriate to consider and act on matters pertaining to individual subsidiary companies. A total of five meetings of the Board were held during the year with ten to twelve directors, present, including at least one representative of each shareholder.

Principle 3 - Directors' responsibilities

The Board is responsible to the Shareholders for the performance of the Company in both the short and the longer term and seeks to balance competing objectives in the best interests of the Company with the objective of enhancing shareholder value.

The powers of the Directors have been set out in the Company's Articles of Association. To ensure good corporate governance the Board has adopted a formal corporate governance statement and has clearly defined terms of reference setting out matters reserved for the Board.

The Directors make active contributions to the affairs of the Board and the Board acts in the best interests of the Company. Furthermore, the Board has established formal committees with specific responsibilities to assist in the execution of its duties and to allow detailed consideration of complex issues. Below the Board, executive responsibility rests with the CEO Basil Scarsella and the Executive Management Team (EMT). The CEO and EMT operate within the Delegations of Authority, governance structure and terms of reference defined in the Company's Corporate Governance Framework, which outlines the governance structure within the Company.

Governance and control environment

The Board is collectively responsible for the oversight of the management of the Group and the Company. The Board has determined those decisions that require approval by the Board and the delegation of authority for those decisions that do not.

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and for ensuring that the Board is briefed on relevant legislative, regulatory and corporate governance developments and that the Board has regard to them when making decisions.

In order to assist the Board in fulfilling its oversight responsibilities, five Board sub-committees have been created with the following terms of reference:

- The Audit Committee assists the Board with its responsibilities for financial reporting, maintaining an effective system of internal control and internal and external audit processes. Using risk assessment methodology and taking into account the Company's activities, Internal Audit determines the annual audit programme which is approved and monitored by the Audit Committee. The Audit Committee also reviews the arrangements by which staff of the Group may raise concerns in confidence about possible improprieties and monitors any investigations into concerns raised.

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

Principle 3 - Directors' responsibilities continued

- The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policies and structure in relation to the remuneration of senior management and employees of the Group, by reference to corporate goals and objectives resolved by the Board from time to time.
- The Treasury Committee oversees the treasury strategy, policy and procedure and seeks to ensure that all treasury risks are identified, measured and controlled in a manner consistent with corporate strategy and treasury policy.
- The Risk Management and Compliance Committee assists the Board with its responsibilities in relation to risk management and to oversee compliance with obligations determined by statute, legislation, regulation, contract or agreement. The Board is responsible for approval of the risk management strategy while management is responsible for implementing the Board's strategy and for developing policies and procedures to identify, manage and mitigate risks across the business.
- The Nominations Committee recommends Sufficiently Independent Directors (SIDs) for appointment to the Boards of the Distribution companies. The Committee selects the candidates based on the criteria defined by condition 43A of the distribution licence which requires the SIDs to have a sufficient level of independence from the executive management of the Company and the shareholder companies.

The Nominations Committee meets when required, the Remuneration Committee meets at least once annually and the other committees at least three times annually. A chairman is elected at each meeting by the relevant committee. During the year the Remuneration Committee held one meeting and the other committees each held three meetings. A quorum was present at each meeting.

A further Board subcommittee has been established in relation to the preparation of and Board assurance over the RIIO-ED2 plan. The first meeting of this committee was held in June 2020, subsequent to year end.

Each committee's performance, constitution and terms of reference are reviewed annually to ensure that they are operating effectively. The Company Secretary acts as a secretary for each committee.

The EMT comprises the CEO of the Group and Directors for each of the distinct business areas, or Directorates. In order to assist the EMT in fulfilling their responsibilities, committees with delegated authority for defined matters have been established. The Senior Management Team within each Directorate has defined responsibilities which allow for effective operations to achieve the Group's objectives. Lines of responsibility and levels of authority are formally defined.

Integrity of financial information
The consolidated financial statements of the Group and its subsidiaries (including the Company) are prepared by the central financial reporting team based on results submitted by each Directorate. Each Directorate is supported by an appropriately qualified finance team who provide advice to the EMT Directors and Managers and liaise with the central financial reporting team on such matters as the application of accounting policies, procedures and internal controls. The role of the central financial reporting team includes liaising with the shareholders regarding such matters as accounting policies, planning for changes in reporting requirements and to ensure that these are communicated effectively to the Directorates. There is regular dialogue between the central financial reporting team and the finance teams supporting the Directorates to ensure there is appropriate understanding of these requirements.

CORPORATE GOVERNANCE STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

Principle 3 - Directors' responsibilities continued

Integrity of financial information continued
The Directorates are accountable for the review and approval of the monthly management accounts prior to submission to the central financial reporting team who then undertake further reviews and challenge. The monthly accounts of each Directorate are reviewed during EMT meetings. Consolidated financial information is presented at Board meetings attended by the CEO and the Finance Director. The annual report and accounts of the Group and Company are presented to the Audit Committee, or a subcommittee thereof, prior to approval by the Board. The results for the year to date are formally presented to the Directors at each meeting of the Board.

External audit
The Audit Committee is responsible for overseeing the effectiveness of the external audit process and ensuring that appropriate measures are taken to safeguard the independence and objectivity of the external auditor.

The Audit Committee reviews the scope and general extent of the external auditor's annual audit, seeking confirmation from the external auditor that no limitations have been placed on the scope or nature of their audit procedures.

At the completion of the annual external audit the Audit Committee reviews with management and the external auditor the annual financial statements and related notes, financial information and discussion to be included in the annual report. The results of the audit and the audit report are reviewed and enquiries are made as to whether there have been any material disagreements with management. The Audit Committee meets with the external auditor without members of management being present at least twice a year to discuss any matters that the external auditor or the Audit Committee believe should be discussed privately.

The Audit Committee reports its findings to the Board in respect of the effectiveness of the external audit process and significant issues considered in relation to financial statements and how these were addressed. On this basis, it advises the Board on whether the Annual Report and financial statements taken as a whole represent a fair, balanced and understandable view to shareholders and therein recommends the approval of the financial statements.

Independence and objectivity of external auditor
The Audit Committee reviews annually with management the fee arrangements and terms of reference with the external auditor. In particular the nature and extent of non-audit services provided is reviewed with reference to the approved framework within the Group's Corporate Governance Policy.

For each audit period a formal written statement is provided by the external auditor setting out all relationships between the external auditor and the Group. Any proposed appointment of ex-employees of the external audit firm to senior management positions with the Company is subject to consent by the Audit Committee.

The lead external audit engagement partner is rotated at least every five years, the last rotation being for the 31 March 2017 year ended audit engagement.

Principle 4 - Opportunity and Risk

The Group's Corporate Governance Framework Policy, which outlines the governance structure within the Group and its subsidiaries including the Company, is supported by the Risk, Control and Compliance Policy and underlying procedures. The Risk, Control and Compliance Policy, in place throughout the reporting period, defines the framework in which the Company:

- proactively identifies risks to its strategy, objectives, business developments and processes and implements internal controls to mitigate these;
- explores the effectiveness of those controls in mitigating the risks through internal audit and other monitoring mechanisms;
- reactively monitors incidents, errors and breaches to identify control failures and determine areas for improvement; and
- develops contingency arrangements for business continuity and emergency incidents.

Internal control
The Board (through the Audit Committee) is responsible for the Company's system of internal control and for reviewing its effectiveness. The Company's system of internal control and the risk management process help to safeguard the Company's assets. However, the Board recognises that such a system can only provide reasonable and not absolute assurance against material misstatement or loss.

Risk identification and control
The Company operates a structured risk and control assessment process which is overseen by the EMT, supported by risk review meetings conducted by the Senior Management Team within each business Directorate.

The role of the Directorate risk review meetings is to assess new risks, review existing risks and monitor control improvement actions. Each identified risk is defined and assessed by the risk owner. This includes an assessment of the likelihood of the risk occurring and the associated impact, key mitigating controls, and an assessment of the adequacy of those controls. Where appropriate control improvement actions are defined.

Significant risks and delivery of control improvement actions are monitored and reported to the Executive and Senior Management Teams on a regular basis, and actively managed by the designated risk owners.

Internal control framework
Control procedures have been implemented throughout the Company and are designed to achieve complete and accurate accounting for financial transactions, to safeguard the Company's assets and for compliance with laws and regulations. These control procedures form the Integrated Management System; a controlled framework of policy and procedural documentation. Control procedures are subject to regular review and formal ratification and approval. As part of the Integrated Management System, procedural implementation and compliance is subject to regular monitoring.

The Board of Directors has established the scope of the internal audit function which is responsible for reviewing the effectiveness of the Company's systems of internal control and reports to the Audit Committee of the Board.

Principle 4 - Opportunity and Risk continued

Internal audit
The Internal Audit function has responsibility for providing independent assurance to the CEO and the Audit Committee as to the effectiveness of the policies, procedures and standards which constitute the system of internal control, including; risk management; corporate governance; and compliance with relevant laws and regulations. Internal Audit has a direct reporting line to the Audit Committee.

The relationship between Internal Audit and management requires management to be primarily responsible for ensuring that the systems of internal control are implemented and operated so as to provide reasonable assurance that the objectives of the business will be met and that the risks or threats to the business are mitigated. In addition to providing independent review, the Internal Audit function provides advice and guidance to management on the appropriateness of internal control mechanisms and systems.

The Audit Committee reviews and approves the scope of Internal Audit's work plan for the year and monitors progress against the work plan. The Audit Committee reviews major findings by the internal auditors and the status of Management actions to address the conditions reported in completed audits.

Monitoring and corrective action
The Group has established structured performance monitoring to measure achievement against the strategy and objectives of the Group. The structured approach includes a combination of quantitative metrics and qualitative analysis to ensure areas for improvement are promptly identified and addressed.

In order to monitor compliance with internal controls, the Group operates a 'three lines of defence' approach.

- First line of defence – management control. Management undertake monitoring of their processes to satisfy themselves that the defined controls operate economically, effectively and efficiently; and that key risks are identified and assessed;
- Second line of defence – oversight and challenge. There are designated functions and committees in place to test and challenge the effective operation of controls. These include central functions and committees established by the EMT; and
- Third line of defence – assurance. Assurance is provided by the Internal Audit function and external audits and accreditation exercises conducted by third party assurance providers.

Identified control weaknesses and corrective actions are reported to the Executive and Senior Management Teams and monitored monthly. Significant weaknesses in internal control are reported to the EMT and, if appropriate, to the Audit Committee.

Principle 4 - Opportunity and Risk continued

Effectiveness review of internal control
The Group continuously makes improvements to the system of internal control through structured review of the Integrated Management System and other targeted control reviews.

CK Infrastructure Holdings Limited and Power Assets Holdings Limited require that the Group provides an annual report on the quality of the internal control system covering key business processes and outlining, where necessary, material control weaknesses. In forming a view of the quality of the systems of internal control, the EMT consider: audit findings; compliance review findings; risks with controls assessed as sub-optimal; and status of corrective actions related to these areas.

These assessments enable the Group to identify areas where attention is required to improve the system of internal control, business performance and operating effectiveness.

Principle 5 - Remuneration

The Company has no employees of its own, however it relies on the employees of other Group companies to deliver its services.

The Group has formed a Remuneration Committee, whose principal responsibilities include making recommendations to the Board on the Group's policies and structure in relation to the remuneration of senior management and the employees of the Group by reference to corporate goals and objectives resolved by the Board from time to time. The Remuneration Committee is formed by members of the Board including one of the SIDs, and meets on at least an annual basis.

The Group has clear remuneration structures that are designed to reward good performance, attract the best talent, and are aligned to the achievement of the Group's vision and values.

One of the key ways that employees are incentivised is through the Company Incentive Plan (employee bonus scheme), which is applicable to all the Group's employees. Sixty per cent of the Company Incentive Plan is based on the Group's achievement of key aspects of its vision, including safety, reliability, customer service and cost efficiency. The management population also has a target relating to employee engagement. The remaining forty per cent of the Company Incentive Plan is based on achievement of individual and team annual objectives which are designed to support the Group's vision.

The Group targets are shared by all employees, including the Executive and Senior management teams, in order to reinforce a common sense purpose across the Group. The balance for the EMT is seventy-five per cent on the Group's achievement and twenty-five percent on individual objectives. The Group also operates a long term incentive plan for its EMT to promote achievement of sustainable, good long term performance.

The remuneration of directors is disclosed in note 6 of the financial statements.

Principle 6 - Stakeholder Relationships and Engagement

The stakeholders of the Company are consistent with the stakeholders from across the rest of the Group. Although the Company has no employees of its own, it considers the employees of other Group companies to be key stakeholders and is therefore participates in the engagement activities that the Group undertakes.

The Group actively engages with its stakeholders on a regular basis in order to identify trends and developments, inform policies and procedures, and re-align its strategy.

The Group has identified the following as its key stakeholders, and has described below how it seeks to engage with them: employees, customers, suppliers, the community and its environment, the regulator and the shareholders.

Group Employees
The Group recognises that its employees are fundamental to the achievement of its objectives and to its longer term success, and has articulated being an Employer of Choice as one of the three pillars to its vision. A diverse workforce, with a range of backgrounds, abilities, skills and experience, is considered to be vital to achieving the best outcomes.

Accordingly the Group places considerable value on the engagement and involvement of its workforce, through a variety of activities and initiatives including:

- A comprehensive annual employee engagement survey in which employees provide their views on key matters pertinent to the success of the Company and their own engagement. The results of this annual survey form part of the annual Sunday Times Top 25 Best Companies To Work For, in which the Group achieved tenth position nationally in 2019. The annual survey is supplemented by shorter monthly polls on samples of employees across the organisation.
- The EMT actively engage with more than 4,000 employees face to face via monthly roadshows to sites across the Group, in which the workforce hear about the Group's performance and are able to ask questions directly to the EMT.
- The Group issues communications to employees through a range of channels, including a monthly 'team brief' in which employees hear about the Group's achievement against its objectives, and view a video address from the CEO. Other communications include Group-wide magazine publications, intranet sites, emails and social media forums.
- Employee representatives are consulted regularly on a wide range of matters affecting the current and future interests of employees through dedicated employee engagement forums.
- Each employee undertakes performance reviews with their managers, in which their performance against their objectives are reviewed and discussed and personal development opportunities and training identified.
- The Group has achieved accreditation to various bodies to promote the development of a skilled and diverse workforce, such as Investors in People, National Equality Standard and the Inclusive Top 50 UK Employers.

Principle 6 - Stakeholder Relationships and Engagement continued

Customers
Customer engagement helps build a sustainable business, as it anchors the Group to the needs and expectations of its customers and shapes its long-term vision and objectives. The Group engages with its customers through a programme of events, forums and focus groups along with other communications such as newsletters and media campaigns, including:

- The Group receives customer feedback via an industry survey of 300 customers a week, which feeds into Ofgem's Broad Measure of Customer Satisfaction.
- This is supplemented by an additional feedback mechanism in which customers give almost instant feedback on the service they have received.
- The Group engages with community energy groups in its regions to understand how it can provide support to local energy projects.

The Group uses the information obtained from the above initiatives to further improve the services that it delivers.

Suppliers
Good relationships with suppliers are key to delivering value efficiently and effectively.

The Group operates an established procurement function which seeks to ensure fair and ethical dealings with its suppliers, and has put in place policies and practices, such as:

- The Group has published guidance to suppliers, both current and prospective, on how to operate in accordance with the UK Power Networks vision, values, and standards. It outlines its approach to business ethics and sustainable procurement and clarifies the standards and behaviours it expects to be adopted throughout the supply chain.
- The Group is a signatory to the Prompt Payment Code, which sets standards for payment practices and best practice, working towards adopting 30 day payment terms as the norm, and to avoid any practices that adversely affect the supply chain.
- The Group has formed an alliance model with key strategic partners to promote closer working relationships and common practices on shared projects.

Community and Environment
As a network operator the Group recognises that its activities can have an impact on the communities and surrounding area where the Group operates. Being a respected and trusted corporate citizen is a key part of the Group's vision and it works closely with communities and their representatives to identify areas where it can play an active, beneficial role.

The Group regularly engages with local community groups, councils, businesses and customers through a programme of events and forums to obtain feedback. The Group also undertakes an intensive programme of engagement with such groups when it is forming its business plan for a new price control period. The feedback from these interactions result in initiatives and commitments which the Group delivers as part of its business plan.

Principle 6 - Stakeholder Relationships and Engagment continued

Community and Environment continued
As part of the Group's Response to the COVID-19 pandemic, the Group contributed with other utilities towards a food programme fund for vulnerable customers in the areas in which the Group's licensed networks operate.

UK Power Networks has launched a Green Action Plan in 2019, addressing areas where it impacts the environment, and which has defined clear objectives with deadlines to help play its part ensuring its activities are sustainable.

The regulator, Ofgem
The Group is regulated by Ofgem which determines its strategy on a range of matters.

The Group regularly engages with Ofgem through formal consultation processes, and with other industry bodies in various forums, to share information, to ensure the Group understands its obligations as set out by Ofgem, and to ensure the Group's interests are represented in industry discussions.

Currently, the Group is actively engaged with Ofgem in its preparations for the next price control, RIIO-ED2.

Shareholders
The Group is wholly owned by a consortium of three parties. The support and engagement of the Group's shareholders is vital to the success of the business in reaching its long term objectives.

The Group's shareholders are represented on the Board of Directors, and as such receive regular reporting on financial and operational matters, and are directly involved in strategic decision making.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

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

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

The Directors confirm to the best of their knowledge that:

- the Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets and liabilities, financial position and profit of South Eastern Power Networks plc as at 31 March 2020; and
- the Strategic Report and the Directors' Report include a true and fair view of the development and performance of the business and the financial position of South Eastern Power Networks plc, together with a description of its principal risks and uncertainties.

Approved by the Board on 23 July 2020 and signed on its behalf by:

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Basil Scarsella
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOUTH EASTERN POWER NETWORKS PLC

Report on the audit of the financial statements

1. Opinion

In our opinion the financial statements of South Eastern Power Networks plc (the 'company'):

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

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the cash flow statement;
- the statement of accounting policies; and
- the related notes 1 to 23 to the financial statements.

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

2. Basis for opinion

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: • Accuracy of cost classification • Accuracy of financial instruments The key audit matters identified are consistent with the prior year.
Materiality	The materiality that we used in the current year was £13.2 million which was determined on the basis of approximately 7.5% of profit before tax.
Scoping	The company is in full scope of our audit.

Significant changes in our approach	Our approach is consistent with the prior year and we have not identified any new key audit matters.

4. Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where: • the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or • the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.	We have nothing to report in respect of these matters.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Accuracy of cost classification

Key audit matter description	The company continues to have an extensive capital investment programme. To meet the requirements of FRS 102.17 *Property Plant and Equipment ("PP&E")*, it is important that network costs are appropriately classified as either capital or operating expenditure in nature. In the year, the company capitalised £217.0 million (2019: £212.7 million) in relation to network assets. The classification of activities between capital (additions or enhancements to network assets) and operating expenditure (maintenance or network repair) is impacted by judgements undertaken by management, as well as a degree of complexity surrounding the allocation of network costs using a range of network cost drivers. Due to the judgements and complexity pertaining to these cost drivers, we have identified the accuracy of cost classification to be a key audit matter as well as potential fraud risk. The key audit risk is that costs may not be correctly classified across operating and capital expenditure due to these judgemental assumptions, causing an overstatement of capital expenditure / understatement of operating expenditure. The classification of costs have been disclosed in the accounting policies in Note 2 and in Note 10.
How the scope of our audit responded to the key audit matter	We performed the following procedures:- • Tested relevant operating effectiveness of controls over the classification of expenditure; • Assessed whether the Group's accounting policies in relation to capitalisation comply with FRS 102.17 Property, Plant and Equipment and

	tested the implementation of these policies through a combination of controls testing for the procurement process and testing of the documentation behind the costs; • Challenged and assessed the assumptions and judgements made by management in relation to cost drivers used for each cost category as well as consistency with the prior year and challenged any changes made in the year; • Tested the cost allocation model and the outcome of the year-end cost review with particular emphasis on overhead capitalisation; and • Tested the integrity and mechanics of the cost allocation model to assess the mathematical accuracy of the model.
Key observations	The results of our procedures were satisfactory and on the basis of these we concluded the classification of costs is appropriate and free from material misstatement.

5.2. Accuracy of Financial Instruments

Key audit matter description	As at 31 March 2020 the company had total borrowings (fixed and variable rates) of £1,301.2 million (2019: £1,303.5 million). The company mitigates the exposure to interest rate risk, exchange rate risk and inflation risk with risk management activities including the use of complex derivatives including interest rate and RPI swaps. The accuracy of the hedge accounting treatment is by its nature complex and requires the exercise of judgement by management. Due to the complexity in employing hedge accounting as well as the judgements undertaken, we have identified the accuracy of financial instruments as a key audit matter. At the year end, the company had derivative financial assets of £201.5 million (2019: £167.3 million) and derivative financial liabilities of £158.2 million (2019: £122.4 million). The treatment of derivative financial instruments and hedge accounting is disclosed in the accounting policies in Note 2 as well as in Notes 14 and 15.
How the scope of our audit responded to the key audit matter	We performed the following procedures:- • Tested all aspects of the accounting for financial instruments, including the documentation of the hedge effectiveness testing performed as well as the ongoing treatment followed for all derivative instruments; • Worked with internal financial instruments specialists to challenge the appropriateness of the hedge documentation, eligibility of designations and challenge of the hedge effectiveness testing; and • For new swaps and hedges implemented in the year, we tested documentation to confirm the instruments have been accounted for appropriately.
Key observations	The results of our procedures were satisfactory and on the basis of these we conclude the accuracy of financial instruments is appropriate and free from material misstatement.

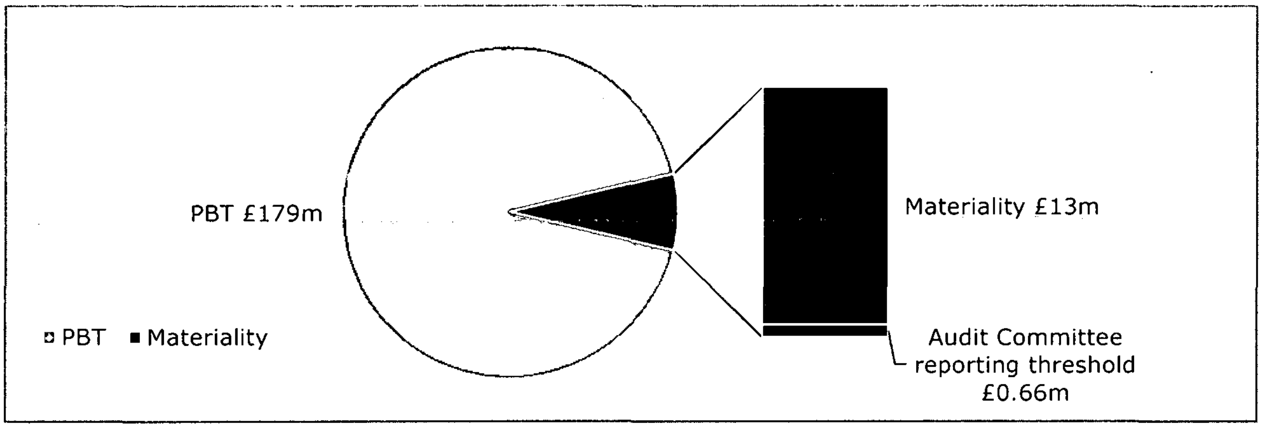
6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	£13.2 million (2019: £11.8 million)
Basis for determining materiality	Approximately 7.5% of profit before tax (2019: 7.5%)
Rationale for the benchmark applied	As a profit making entity, profit before tax is a key metric used by users of the financial statements. We conducted an assessment of which line items we understand to be the most important to investors and analysts by reviewing the Company's communications to shareholders and lenders, as well as the communications of peer companies. This assessment resulted in us considering the financial statement line item above.



6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 70% of materiality for the 2020 audit (2019: 70%). In determining performance materiality, we considered the following factors including our ability to rely on internal controls across a number of areas of the audit, assessment of the Company's control environment, the stability of the business, the outcome of our risk assessment process, the level of errors identified in prior years, management's willingness to correct errors identified and the stability of the finance team.

6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £0.66 million (2019: £0.59 million), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1. Scoping

Our audit was scoped by obtaining an understanding of the company and its environment, including wider UK Power Networks Holdings group-wide controls, and assessing the risks of material misstatement at the company and group level. The company is in full scope for the purposes of our audit and all the audit work is performed directly by the engagement audit team.

7.2. Our consideration of the control environment

We have taken a controls reliance approach in performing our audit of:

- Cost classification for the Network Assets;
- DUoS (Distribution Use of System) revenue; and
- Operating expenses

We have taken a substantive audit approach on all other areas not mentioned above.

The wider UK Power Networks Holdings group controls environment that the company is included within contains a number of IT systems, applications and tools used to support business processes and reporting.

We performed testing of General IT Controls ("GITCs") of the accounting system, typically covering controls pertaining to user access management, change management as well as controls over key reports generated from the accounting system and it's supporting infrastructure (database and operating system).

Our procedures enable us to place reliance on IT controls pertaining to the accounting system. In the current year, we could not rely upon specific automated controls of the DUoS revenue billing system and instead altered nature, timing and extent of our procedures to mitigate the risk.

8. Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

10. Auditor's responsibilities for the audit of the financial statements

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

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

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

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

11.1. Identifying and assessing potential risks related to irregularities
In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, internal audit and the audit committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and involving relevant internal specialists, including, valuations, pensions, IT, and financial instrument specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the Accuracy of Cost Classification in relation to the Network Asset. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In common with all audits under ISA's we are also required to identify management override as a significant risk and to perform certain procedures to respond to that risk.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules, pensions legislation and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These include the Company's compliance with the Ofgem licence requirements.

11.2. Audit response to risks identified

As a result of performing the above, we identified the Accuracy of Cost Classification in relation to the Network Assets as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the audit committee and in-house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with relevant regulatory authorities; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

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

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

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

13. Matters on which we are required to report by exception

13.1. Adequacy of explanations received and accounting records

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

13.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

14. Other matters

14.1. Auditor tenure

Following the recommendation of the audit committee, we were appointed by the board in 2001 and were reappointed following an audit tender in 2017 to audit the financial statements for the year ending 31 March 2018 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 20 years, covering the years ending 31 December 2001 to 31 March 2020.

14.2. Consistency of the audit report with the additional report to the audit committee

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

15. Use of our report

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

Makhan Chahal

Makhan Chahal, ACA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
23 July 2020

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2020

	Note	2020 £ m	2019 £ m
Turnover	4	**427.5**	405.2
Cost of sales		**(17.2)**	(15.4)
Gross profit		**410.3**	389.8
Distribution costs		**(181.2)**	(178.9)
Administrative expenses		**(5.1)**	(4.3)
Operating profit	5	**224.0**	206.6
Finance costs (net)	7	**(45.4)**	(46.3)
Profit before tax		**178.6**	160.3
Taxation	8	**(50.7)**	(34.1)
Profit for the financial year		**127.9**	126.2

The above results were derived from continuing operations.

The notes on pages 44 to 75 form an integral part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2020

	2020 £ m	2019 £ m
Profit for the year	**127.9**	126.2
Reclassified to profit or loss from hedge reserve	**1.5**	1.3
Remeasurement of net defined benefit pension liability	**45.5**	35.4
Other comprehensive income	**47.0**	36.7
Total comprehensive income for the year	**174.9**	162.9

The components of other comprehensive income are presented net of related tax effects.

The notes on pages 44 to 75 form an integral part of these financial statements.

BALANCE SHEET AS AT 31 MARCH 2020

	Note	2020 £ m	2019 £ m
Fixed assets			
Intangible assets	9	**26.5**	28.8
Tangible assets	10	**3,109.4**	2,972.1
		3,135.9	3,000.9
Current assets			
Debtors falling due within one year	11	**54.0**	48.4
Debtors falling due after more than one year	11	**387.5**	301.7
Cash and cash equivalents		**4.1**	75.4
		445.6	425.5
Creditors: Amounts falling due within one year	12	**(272.4)**	(266.3)
Net current assets		**173.2**	159.2
Total assets less current liabilities		**3,309.1**	3,160.1
Creditors: Amounts falling due after more than one year	12	**(2,016.7)**	(1,960.7)
Provisions for liabilities	16	**(188.7)**	(188.6)
Net assets		**1,103.7**	1,010.8
Capital and reserves			
Called up share capital	17	**145.1**	145.1
Hedging reserve	17	**(10.8)**	(12.3)
Profit and loss account	17	**969.4**	878.0
Total shareholders' funds		**1,103.7**	1,010.8

The financial statements of South Eastern Power Networks plc, registered number 3043097, were approved by the Board of Directors and authorised for issue on 23 July 2020. They were signed on its behalf by:

Basil Scarsella
Director

The notes on pages 44 to 75 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

	Share capital £ m	Hedging reserve £ m	Profit and loss account £ m	Total £ m
At 1 April 2018	145.1	(13.6)	781.4	912.9
Profit for the year	-	-	126.2	126.2
Remeasurement of defined benefit pension liability	-	-	35.4	35.4
Reclassified to profit or loss	-	1.3	-	1.3
Total comprehensive income	-	1.3	161.6	162.9
Dividends	-	-	(65.0)	(65.0)
At 31 March 2019	145.1	(12.3)	878.0	1,010.8

	Share capital £ m	**Hedging reserve £ m**	**Profit and loss account £ m**	**Total £ m**
At 1 April 2019	**145.1**	**(12.3)**	**878.0**	**1,010.8**
Profit for the year	**-**	**-**	**127.9**	**127.9**
Remeasurement of defined benefit pension liability	**-**	**-**	**45.5**	**45.5**
Reclassified to profit or loss	**-**	**1.5**	**-**	**1.5**
Total comprehensive income	**-**	**1.5**	**173.4**	**174.9**
Dividends	**-**	**-**	**(82.0)**	**(82.0)**
At 31 March 2020	**145.1**	**(10.8)**	**969.4**	**1,103.7**

The notes on pages 44 to 75 form an integral part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2020

	Note	2020 £ m	2019 £ m
Cash generated from operations [1]	20	**312.2**	326.8
Corporation tax paid		**(31.2)**	(66.9)
Net cash flows from operating activities		**281.0**	259.9
Cash flows from investing activities			
Proceeds from sale of tangible assets		**-**	0.1
Gross capital expenditure on tangible assets		**(217.5)**	(218.2)
Capital expenditure on intangible assets		**(6.8)**	(6.5)
Interest received		**3.8**	4.0
Net cash flows used in investing activities		**(220.5)**	(220.6)
Cash flows from financing activities			
Equity dividends paid		**(82.0)**	(65.0)
Interest paid		**(54.8)**	(48.3)
Proceeds from long-term borrowings		**-**	126.2
Proceeds from short-term borrowings		**85.0**	-
Repayment of short-term borrowings		**(80.0)**	-
Net cash flows (used in)/from financing activities		**(131.8)**	12.9
Net (decrease)/increase in cash and cash equivalents		**(71.3)**	52.2
Cash and cash equivalents at beginning of year		**75.4**	23.2
Cash and cash equivalents at end of year		**4.1**	75.4
Reconciliation to cash at bank and in hand			
Cash at bank and in hand		**4.1**	30.4
Cash equivalents		**-**	45.0
Cash and cash equivalents		**4.1**	75.4

[1] Cash generated from operations for the year ended 31 March 2020 includes contributions of £52.8m (2019: £44.9m) received from customers as payment for connections work. These cash receipts were presented in prior periods under investing activities, together with the capital expenditure relating to the cost of the connections work, but are now presented within cash generated from operations (note 20). Restating the comparative has increased the prior year cash generated from operations by £44.9m and increased the net cash flows used in investing activities by the same amount.

The notes on pages 44 to 75 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

1 General information

South Eastern Power Networks plc (the "Company") is incorporated in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales.

The principal activities of the Company and the nature of the Company's operations are set out in the Strategic Report on pages 2 to 16.

The address of its registered office is:
Newington House
237 Southwark Bridge Road
London
SE1 6NP
United Kingdom

2 Accounting policies

The principal accounting policies adopted by the Company are set out below. They have all been applied consistently throughout the current and prior year.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council (FRC).

The functional currency of the Company is pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Certain exemptions are allowed in the financial statements on the basis that the Company meets the definition of a "qualifying entity" under FRS 102, being:

"a member of a group where the parent of that Group (UK Power Networks Holdings Limited) prepares publicly available consolidated financial statements which are intended to give a true and fair view and the member (the Company) is included in the consolidation."

The Company has taken the exemption not to disclose related party transactions with other wholly owned members of the Group.

Going concern
As discussed in the Strategic Report the Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future. Therefore they continue to adopt the going concern basis of accounting in preparing the financial statements.

2 Accounting policies (continued)

Intangible assets - IT software and development costs
IT software acquired from third parties is included at cost and amortised in equal annual instalments over an expected useful life of 4 to 8 years.

IT development expenditure is written off, except where the Directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is capitalised as an intangible asset and amortised over the period during which the Company is expected to benefit. This period is between 4 to 8 years.

Provision is made for any impairment to the carrying values of intangible assets.

Tangible assets
Tangible assets are stated at cost, net of depreciation and provision for impairment. The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Depreciation
Depreciation is provided on all tangible fixed assets other than freehold land, at rates calculated to write off the cost of each asset on a straight-line basis over its expected useful life, as follows:

Asset class	Depreciation rate
Network overhead and underground lines	45 to 60 years
Other network plant and buildings	20 to 60 years
Furniture, fixtures and equipment	4 to 8 years
Vehicles	5 to 10 years

Assets in the course of construction are carried at cost less any recognised impairment loss. Depreciation of these assets, on the same basis as other assets, commences when the assets are ready for their intended use.

Customer contributions toward the cost of network assets are credited to the balance sheet as deferred income on receipt, and amortised to revenue over the expected useful lives of the relevant assets. The Company has an ongoing obligation to maintain these assets so it is appropriate to recognise the benefit over the same period over which the assets depreciate.

Borrowing costs capitalised
Borrowing costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

2 Accounting policies (continued)

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly within the same component of other comprehensive income.

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is provided for gains on disposal of fixed assets that have been rolled over into replacement assets only where, at the balance sheet date, there is a commitment to dispose of the replacement assets with no likely subsequent rollover or available capital losses. Provision is made for gains on re-valued fixed assets only where there is a commitment to dispose of the re-valued assets and the attributable gain can neither be rolled over nor eliminated by capital losses.

Deferred tax is measured on an undiscounted basis using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and that are expected to apply to the reversal of the timing difference.

Pensions

The Company has obligations under defined benefit pension arrangements operated by the Group.

For defined benefit schemes the amounts charged to operating profit are the costs arising from employee services rendered during the period as well as the cost of plan introductions, benefit changes, settlements and curtailments. They are included as part of staff costs. The net interest cost on the net defined benefit liability is charged to profit or loss and included within finance costs. Remeasurements, comprising actuarial gains and losses and the return on scheme assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in other comprehensive income.

The defined benefit schemes are funded, with the assets of the schemes held separately from those of the Group, in separate trustee administered funds. Formal actuarial valuations are undertaken by independent qualified actuaries at least triennially. Actuaries also provide valuations at each balance sheet date using a roll forward of member data from the most recent triennial valuation and reflecting updated financial and demographic assumptions. Pension scheme assets are measured at fair value and liabilities are measured using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond or equivalent currency and term to the scheme liabilities.

2 Accounting policies (continued)

Provisions
Provisions are recognised when the Company has an obligation at the reporting date as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of its amount. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account risks and uncertainties. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Financial instruments
The Company has elected to apply Section 11.2c of FRS 102, which allows the recognition and measurement provisions of the International Financial Reporting Standard IFRS 9 'Financial instruments' with the disclosure and presentation requirements of Sections 11 and 12 of FRS 102.

The Company adopted the Amendments to IFRS 9 in respect of Interest Rate Benchmark (IBOR) Reforms early, with effect from 1 April 2019. The amendments provide temporary relief from the need to apply certain specific hedge accounting requirements to hedging relationships directly affected by IBOR reform. As a result, the prospect of IBOR reform should not result in the Company's hedging relationships ceasing to meet the requirements for hedge accounting. The reliefs in the amendments will cease to apply when the uncertainty arising from IBOR reform no longer exists. The adoption of the amendments did not have a material effect on the results for the year or the balance sheet position as at 31 March 2020. The implications on the wider business of IBOR reform will be assessed later in 2020.

Financial assets and financial liabilities are initially recognised at fair value, when the Company becomes a party to the contractual provisions of the instrument. Subsequent measurement is either at amortised cost or fair value depending on the classification of the instrument.

Amortised cost is calculated as:

The amount at which the financial asset or liability is measured at initial recognition;

Less: The principal repayments;

Plus: The cumulative amortisation using the effective interest method of any difference between the intial amount and the maturity amount. The effective interest rate exactly discounts estimated future cash flows through the expected life of the instrument back to the initial carrying amount recognised. Discounting is omitted where the effect of discounting is immaterial;

Less: Any loss allowance in respect of financial assets.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The best evidence of fair value is a quoted price in an active market. When quoted prices are unavailable, the price of a recent transaction for a similar asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of a similar asset on their own are not a good estimate of fair value, the fair value is estimated using a discounted cash flow approach.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

2 Accounting policies (continued)

Financial assets
After initial recognition at fair value the financial assets held by the Company are subsequently measured as follows:

Financial asset		Subsequent measurement
Unlisted investments, trade and other receivables		At amortised cost less impairment
Derivatives not designated as hedging instruments	*	At fair value through profit or loss
Derivatives designated as hedging instruments	*	Hedge accounting at fair value

* Derivatives and hedging accounting are discussed in subsequent paragraphs.

The impairment loss allowance on financial assets is calculated as the expected credit loss over the lifetime of the debt using the IFRS 9 simplified approach. The Group has established a provision matrix derived from historical credit loss experience adjusted for forward looking factors specific to the debtors and the economic environment.

Cash and cash equivalents comprise cash in hand, and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Financial liabilities and equity
Equity instruments
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract which grants the holder a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities
After initial recognition at fair value the financial liabilities held by the Company are subsequently measured as follows:

Financial liability		Subsequent measurement
Borrowings, trade and other payables		At amortised cost using the effective interest rate method
Derivatives not designated as hedging instruments	*	At fair value through profit or loss
Derivatives designated as hedging instruments	*	Hedge accounting at fair value

* Derivatives and hedging accounting are discussed in subsequent paragraphs.

Other than derivative financial liabilities there are no financial liabilities which are mandatorily required to be measured at fair value through profit or loss under IFRS 9. The Company has not elected to measure any financial liabilities at fair value through profit or loss.

2 Accounting policies (continued)

Offsetting of financial instruments
Financial assets and liabilities are only offset in the balance sheet when there is a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Derecognition of financial instruments
A financial asset is derecognised when the right to receive cash flows from the asset have expired or the Company has transferred its right to receive cash flows from the asset, to a third party. A financial liability is derocognised when the Group's obligations are discharged, cancelled or expire.

Derivative financial instruments
The Company uses derivative financial instruments to reduce exposure to interest rate and inflation rate movements. The Company does not hold or issue derivative financial instruments for speculative purposes.

Interest rate swaps are entered into for the purpose of managing the interest rate risks associated with the borrowing requirements of the company. Amounts payable or receivable in respect of the swap instruments are recognised within net finance costs in the profit and loss account.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. The Company designates certain derivatives as either hedges of the fair value of recognised assets or liabilities or firm commitments (fair value hedges) or hedges of highly probable forecast transactions (cash flow hedges). This accounting treatment is discussed below under hedge accounting.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

Hedge accounting
The Company designates certain derivatives as hedging instruments within cash flow hedge and fair value hedge relationships. At the inception of the hedge relationship, the Company formally designates and documents the hedge relationship. The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined).

2 Accounting policies (continued)

Hedge accounting continued

A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is "an economic relationship" between the hedged item and the hedging instrument;
- The effect of credit risk does not "dominate the value changes" that result from that economic relationship; and
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually used to hedge that quantity of hedged item.

Note 15 sets out details of the fair values of the derivative instruments used for hedging purposes.

Cash flow hedges
The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

Hedge accounting is discontinued when the Company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time is reclassified to profit or loss when the hedged item is recognised in profit or loss. When a forecast transaction is no longer expected to occur, any gain or loss that was recognised in other comprehensive income is reclassified immediately to profit or loss.

Fair value hedges
Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in fair value of the hedged item attributable to the hedged risk are recognised in the line related to the hedged item in profit or loss. Hedge accounting is discontinued when the Company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item is then amortised to profit or loss over the remaining term of the hedged item.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The following paragraphs consider the critical judgements and key sources of estimation uncertainty that may have a significant effect on the amounts recognised in the financial statements.

Critical judgements in applying the Company's accounting policies

In the course of preparing the financial statements, the Directors do not consider that any judgements have been made in the process of applying the Company's accounting policies, other than those involving estimations (which are dealt separately with below), that have had a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

Valuation of defined benefit obligation

The defined benefit obligation is estimated by calculating the net present value of future cash flows from the pension schemes projected many years into the future. Assumptions of future inflation rates, life expectancy, the rate of salary and pension increases are set with reference to market and economic conditions in consultation with an independent qualified actuary. The assumptions are reviewed on an ongoing basis to reflect market and demographic changes and the actual experience of the pension schemes.

Estimated future cash flows are discounted at a rate set by reference to market yields on high quality corporate bonds. Advice is taken from the actuary to determine a discount rate which falls within the norms of wider market practice.

Details of the defined benefit schemes and the assumptions used to estimate the defined benefit obligation are set out in note 19. The sensitivity analysis below indicates how changes in the significant assumptions might affect the amount of pension obligations recognised at 31 March 2020.

	Change in assumption	**Impact on scheme liabilities**	
		UKPN Grp	**UKPNPS**
		2020	**2020**
		£m	**£m**
Discount rate	+/- 0.50%	**-6.6% to 7.6%**	**-13.5% to 16.1%**
RPI inflation	+/- 0.50%	**6.6% to -5.8%**	**13.7% to -12.0%**
Life expectancy	+/- 3 years	**15.2% to -15.1%**	**9.3% to -9.6%**
Rate of salary increases	+/- 0.50%	**0.6% to -0.6%**	**4.1% to -3.7%**

4 Turnover

Turnover, which is stated net of value added tax, arises entirely in the United Kingdom and is attributable to the continuing activity of electricity distribution and the invoice value of other goods and services provided. This includes an estimate of the sales value of units distributed to customers between the date of the last meter reading and the year end. It also includes the annual impact of contributions from customers towards the cost of connections to the network. This income is amortised to turnover over the expected useful lives of the related network assets. During the year this amounted to £24.1m (2019: £23.1m).

5 Operating profit

Arrived at after charging:

	2020 **£ m**	2019 £ m
Depreciation of tangible fixed assets	**81.9**	78.7
Amortisation of intangible assets	**9.1**	8.5
Operating lease rentals - land and buildings	**0.1**	0.1
Loss on disposal of tangible fixed assets	**0.3**	0.4

Auditor's remuneration
The amount payable to Deloitte LLP was £57,500 (2019: £63,000) in respect of audit services and £47,500 (2019: £44,500) in respect of non-audit services. Auditor's remuneration was borne in both years by another group company.

Staff costs
The Company had no employees in the current or prior year.

6 Directors' remuneration

In 2014 the Company appointed two "Sufficiently Independent Directors" (SIDs) to comply with licence requirements. Their total remuneration for the year in return for service on the Boards of the Group's three distribution companies was as follows:

Directors' remuneration

	2020 £	2019 £
Emoluments	**92,500**	90,000

Remuneration of highest paid director

	2020 £	2019 £
Emoluments	**46,250**	45,000

The directors' fees presented above are paid by UK Power Networks (Operations) Limited and recharged to the distribution companies, including the Company, using the same apportionment as for other central costs. The other directors of the Board did not receive any remuneration for services to the Company in the current or prior year.

7 Finance costs (net)

	2020 £ m	2019 £ m
Interest payable and similar expenses	**(54.0)**	(51.7)
Less: investment income	**3.8**	4.0
Other finance income	**4.8**	1.4
	(45.4)	(46.3)

	2020 £ m	2019 £ m
Investment income		
Income from other fixed asset investments	**0.1**	0.1
Interest receivable on Group loans	**3.5**	3.8
Other interest receivable and similar income	**0.2**	0.1
	3.8	4.0

	2020 £ m	2019 £ m
Interest payable and similar expenses		
Interest on bank loans	**(4.7)**	(5.0)
Interest on bonds	**(51.9)**	(49.7)
Accretion on index linked debt	**(2.8)**	(3.2)
Net interest on swap instruments	**3.7**	4.6
Interest payable on Group loans	**(0.3)**	-
	(56.0)	(53.3)
Finance costs capitalised	**2.0**	1.6
	(54.0)	(51.7)

Capitalised interest
Finance costs have been capitalised to tangible fixed assets on the basis of a capitalisation rate of 4.5% (2019: 4.7%), which is the weighted average of interest rates applicable to the Company's general borrowings during the year. The cumulative amount of interest capitalised within the cost of tangible fixed assets amounts to £16.3m (2019: £14.3m).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

7 Finance costs (net) (continued)

	2020 £ m	2019 £ m
Other finance income		
Fair value losses on financial instruments		
Interest rate swaps not in hedge relationships	**(1.5)**	(3.1)
Amortisation of hedging adjustments		
Amortisation of fair value hedge adjustments	**8.5**	8.4
Reclassified to profit or loss from hedge reserve	**(1.5)**	(1.5)
Net gain related to derivative financial instruments	**5.5**	3.8
Other costs		
Net interest on defined benefit pension liabilities	**(0.7)**	(2.4)
	4.8	1.4

8 Taxation

Tax charged/(credited) to the profit and loss account

	2020 £ m	2019 £ m
Current taxation		
UK corporation tax	**25.4**	22.9
Adjustments in respect of prior years	**1.2**	(0.9)
Changes to Group losses for prior years [1]	**-**	22.8
Total current taxation	**26.6**	44.8
Deferred taxation		
Origination and reversal of timing differences	**8.5**	6.8
Adjustments in respect of prior years	**(0.7)**	0.7
Effect of increase in tax rate on opening liability [2]	**16.3**	-
Deferred tax provision movements [1]	**-**	(18.2)
Total deferred taxation	**24.1**	(10.7)
Total tax charge	**50.7**	34.1

The total tax assessed for the year was higher than the standard rate of 19% (2019: 19%) applied to profit before tax. The differences are reconciled below:

	2020 £ m	2019 £ m
Profit before tax	**178.6**	160.3
Corporation tax at standard rate	**33.9**	30.5
Deferred tax expense/(credit) relating to changes in tax rates	**16.3**	(0.8)
Adjustments to current tax in respect of prior years	**1.2**	(0.9)
Adjustments to deferred tax in respect of prior years	**(0.7)**	0.7
Changes to Group losses for prior years [1]	**-**	22.8
Deferred tax provision movements [1]	**-**	(18.2)
Total tax charge	**50.7**	34.1

[1] During the prior year a net current tax charge of £22.8m arose in connection with changes to group losses utilised in prior years. This was offset by the release of £18.2m from the deferred tax provision. The net effect of these transactions was to increase the total tax charge by £4.6m.

[2] Increase in deferred tax rate from 17% to 19% discussed further below.

8 Taxation (continued)

Tax rate changes

The Finance Act 2016 enacted a reduction in the UK Corporation tax rate from 19% to 17% with effect from 1 April 2020. However, within the Finance Bill 2020 published on 19 March 2020, the rate from 1 April 2020 has now been enacted to remain at 19% rather than reducing it to 17%.

The current tax rate applied during the year was 19% (2019: 19%) and deferred tax was calculated at 19% (2019: 17%) based on the standard rate of corporation tax substantively enacted at the reporting date. Revaluing the opening deferred tax balance at 1 April 2019 from 17% to 19%, has increased the tax charge in the current year by £16.3m.

9 Intangible assets

IT software and development costs

	£ m
Cost	
At 1 April 2019	63.1
Additions	6.8
At 31 March 2020	69.9
Amortisation	
At 1 April 2019	34.3
Charge for the year	9.1
At 31 March 2020	43.4
Net book value	
At 31 March 2020	26.5
At 31 March 2019	28.8

10 Tangible assets

	Network £ m	Non-network land and buildings £ m	Motor vehicles £ m	Furniture, fittings and equipment £ m	**Total £ m**
Cost					
At 1 April 2019	4,232.1	19.4	2.8	98.2	**4,352.5**
Additions	217.0	0.2	-	2.3	**219.5**
Disposals	(9.5)	-	-	-	**(9.5)**
At 31 March 2020	**4,439.6**	**19.6**	**2.8**	**100.5**	**4,562.5**
Depreciation					
At 1 April 2019	1,284.8	3.6	2.7	89.3	**1,380.4**
Charge for the year	78.4	0.3	-	3.2	**81.9**
Eliminated on disposal	(9.2)	-	-	-	**(9.2)**
At 31 March 2020	**1,354.0**	**3.9**	**2.7**	**92.5**	**1,453.1**
Net book value					
At 31 March 2020	**3,085.6**	**15.7**	**0.1**	**8.0**	**3,109.4**
At 31 March 2019	2,947.3	15.8	0.1	8.9	2,972.1

Network assets at 31 March 2020 include land with a book value of £19.9m (2019: £19.1m). The net book value of non-network land and buildings comprise freehold land at £0.3m (2019: £0.3m), freehold buildings at £14.6m (2019: £14.7m) and short leasehold buildings at £0.8m (2019: £0.8m).

Included within Network assets as at 31 March 2020 are assets in the course of construction of £44.9m (2019: £44.9m). Approximately £15.0m of the prior year assets under construction were completed during the current year (2019: £9.3m).

The cost of connecting customers to the network is included within network assets above. Capital contributions received from customers as payment for connections work, are credited to the balance sheet as deferred income and released to profit or loss over the expected useful life of the related assets. During the year income of £24.1m (2019: £23.1m) was recognised within turnover in respect of customer contributions.

11 Debtors

	Note	2020 £ m	2019 £ m
Amounts falling due within one year:			
Trade debtors		**51.1**	46.5
Amounts owed by Group undertakings		**1.0**	1.0
Other debtors		**0.1**	0.1
Prepayments		**0.6**	0.8
Corporation tax receivable		**1.2**	-
		54.0	48.4
Amounts falling due after more than one year:			
Amounts owed by Group undertakings		**134.4**	134.4
Derivative financial assets	15	**201.5**	167.3
Surplus in the UKPN Group defined benefit pension scheme	19	**51.6**	-
		387.5	301.7
		441.5	350.1

Amounts owed by Group undertakings due within one year are interest free trade balances which are repayable on demand.

Amounts owed by Group undertakings due after more than one year comprise a loan of £134.4m to the parent company UK Power Networks Holdings Limited, repayable in June 2021 and bearing interest at 2.56% per annum.

12 Creditors

	Note	2020 £ m	2019 £ m
Amounts falling due within one year:			
Borrowings	13	**85.0**	80.0
Trade creditors		**0.4**	-
Amounts owed to Group undertakings		**29.0**	31.5
Corporation tax		**-**	3.4
Other taxation and social security		**21.8**	19.7
Other creditors		**1.2**	0.8
Accruals		**51.0**	47.3
Deferred income		**84.0**	83.6
		272.4	266.3
Amounts falling due after more than one year:			
Borrowings	13	**1,216.2**	1,223.5
Deferred income		**642.3**	614.8
Derivative financial liabilities	15	**158.2**	122.4
		2,016.7	1,960.7

Amounts owed to Group undertakings are interest free trade balances which are repayable on demand.

Deferred income due after more than one year includes contributions received from customers as payment for connections work, the cost of which is capitalised to network assets. This income is released to turnover over the expected useful lives of the related network assets. Deferred income falling due within one year includes £25.4m (2019: £24.2m) relating to customer contributions, expected to be released to turnover within one year.

13 Borrowings

	2020 £ m	2019 £ m
Amounts falling due within one year		
Amounts owed to Group undertakings	**85.0**	-
£80m 2.35% EIB loan due January 2020	**-**	80.0
	85.0	80.0
Amounts falling due after more than one year		
£10m 2.335% EIB loan due October 2025	**10.0**	10.0
£105m 1.614% EIB loan due October 2028	**105.0**	105.0
£30m 2.155% EIB loan due May 2029	**30.0**	30.0
£20m 2.224% EIB loan due February 2030	**20.0**	20.0
£50m 3.053% Index Linked Bond due June 2023	**81.3**	79.1
£25m 0.25% Index Linked bond due February 2025	**28.3**	27.7
£270m 5.5% Bond due June 2026	**269.1**	268.9
£300m 5.625% Bond due September 2030	**321.2**	323.2
£300m 6.375% Bond due November 2031	**298.3**	298.1
Adjustments for fair value hedge relationships	**53.0**	61.5
	1,216.2	1,223.5
	1,301.2	1,303.5

Amounts owed to Group undertakings due within one year comprise a loan of £11.0m from Eastern Power Networks plc bearing interest at 0.6% and a loan of £74.0m from London Power Networks plc bearing interest at 0.5%.

Borrowings are stated net of unamortised issue costs of £2.8m (2019: £3.1m) and include an unamortised net premium on the 5.625% bond of £21.2m (2019: £23.2m) and accretion on the index linked bonds of £34.7m (2019: £31.9m). These balances together with the interest expense are allocated to the profit and loss account over the term of the debt.

The fair value adjustments of £53.0m (2019: £61.5m) relate to discontinued fair value hedge relationships and are amortising to profit or loss over the remaining term of the previously hedged debt. The amortisation for the year resulted in a gain of £8.5m (2019: £8.4m) to the profit and loss account.

No security has been given over the assets of the Company in respect of external debt or amounts owed to Group undertakings.

Borrowing facilities

The Company has access to an undrawn credit facility of £72.5m until March 2022.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

14 Financial instruments

The carrying values of the Company's financial assets and liabilities are summarised by category below:

	Note	2020 £ m	2019 £ m
Financial assets			
Measured at fair value through profit or loss			
Derivative financial assets	15	**201.5**	167.3
Measured at amortised cost			
Loans receivable from Group undertakings	11	**134.4**	134.4
Trade and other debtors excluding prepayments and accrued income	11	**52.2**	47.6
		388.1	349.3

	Note	2020 £ m	2019 £ m
Financial liabilities			
Measured at fair value through profit or loss			
Derivative financial liabilities	15	**(158.2)**	(122.4)
Measured at amortised cost			
* Bonds and loans payable	13	**(1,301.2)**	(1,303.5)
Trade and other payables excluding taxation and social security and accruals and deferred income	12	**(30.6)**	(32.3)
		(1,490.0)	(1,458.2)

* The carrying value of bonds and loans payable includes fair value adjustments of £53.0m (2019: £61.5m) relating to discontinued hedge relationships which are amortised to profit or loss over the term of the previously hedged debt.

14 Financial instruments (continued)

The Company's income, expense, gains and losses in respect of financial assets are summarised below:

	2020 £ m	2019 £ m
Derivative financial assets measured at fair value through profit or loss		
Interest rate swaps not in hedge relationships		
- Net interest receivable	**19.2**	19.9
- Fair value gains	**33.8**	12.6
Financial assets measured at amortised cost		
- Interest receivable on Group loans	**3.5**	3.8
	56.5	36.3

The Company's income, expense, gains and losses in respect of financial liabilities are summarised below:

	2020 £ m	2019 £ m
Derivative financial liabilities measured at fair value through profit or loss		
Interest rate swaps not in hedge relationships		
- Net interest payable	**(15.5)**	(15.3)
- Fair value losses	**(35.3)**	(15.7)
Financial liabilities measured at amortised cost		
Interest payable on bonds and bank loans	**(56.6)**	(54.7)
Accretion payable on bonds and bank loans	**(2.8)**	(3.2)
Interest payable on Group loans	**(0.3)**	-
	(110.5)	(88.9)

15 Derivative financial instruments

	2020 £ m	2019 £ m
Derivative financial assets		
Amounts falling due after more than one year		
Interest rate swaps not designated in hedging relationships	**201.5**	167.3
Derivative financial liabilities		
Amounts falling due after more than one year		
Interest rate swaps not designated in hedging relationships	**(158.2)**	(122.4)
	43.3	44.9

Under interest rate swap contracts, the Company agrees to exchange the difference between fixed and floating rate interest calculated on agreed notional principal amounts.

The fair value of the swap instruments at the reporting date is determined by discounting the future cash flows implicit in the swaps. The discount rate is derived from forward interest rate curves adjusted for the Company's own credit risk in respect of swap liabilities and counterparty credit risk in respect of swap assets.

Interest payable and receivable on the swaps is settled on a net basis, annually or semi-annually.

15 Derivative financial instruments (continued)

The following tables and discussion detail the notional principal amounts, the fair values and remaining terms of swap contracts as at the reporting date.

Non hedge interest rate swaps

	Average contract fixed interest rate		Notional principal value		Fair value	
	2020	2019	**2020**	2019	**2020**	2019
	%	%	**£ m**	£ m	**£ m**	£ m
Maturity of outstanding contracts						
Receive fixed / pay floating						
5 years plus	**5.4%**	5.4%	**845.0**	845.0	**201.5**	167.3
Receive floating / pay fixed						
5 years plus	**2.8%**	2.8%	**845.0**	845.0	**(158.2)**	(122.4)

The Company is party to a number of interest rate swap contracts not designated in hedge accounting relationships.

Receive fixed/pay floating
The floating rate payable on fixed to floating rate contracts is six month LIBOR plus a margin of up to 3.3% with maturities ranging from 2026 to 2031. In addition to interest receivable on these instruments, fair value gains of £33.8m (2019: gains of £12.6m) were recognised in profit or loss during the year.

Receive floating/pay fixed
The Company has re-fixed the floating rates achieved by the fixed to floating rate contracts to align the interest rate profile of the Company more closely to regulatory allowances. The floating rate receivable is 6 month LIBOR with maturities ranging from 2026 to 2031. In addition to interest payable on these instruments, fair value losses of £35.3m were recognised in profit or loss during the year (2019: losses of £15.7m).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

16 Provisions for liabilities

		2020 £ m	2019 £ m
Provision for deferred tax		**161.1**	127.5
Other provisions		**9.6**	9.9
		170.7	137.4
Defined benefit retirement obligations			
UKPN Group of the ESPS (UKPN Group Scheme)	19	**-**	23.1
UK Power Networks Pension Scheme (UKPNPS)	19	**18.0**	28.1
		18.0	51.2
		188.7	188.6

Movements in the deferred tax provisions and other provisions are shown below:

	Deferred tax £ m	Other provisions £ m	Total £ m
At 1 April 2019	**127.5**	**9.9**	**137.4**
Charged/(credited) to profit and loss account	**24.1**	**(0.3)**	**23.8**
Charged to other comprehensive income	**9.5**	**-**	**9.5**
At 31 March 2020	**161.1**	**9.6**	**170.7**

Explanation of provisions
Other provisions comprise legal and constructive obligations which are expected to become payable within the next two years.

Analysis of deferred tax

	2020 £ m	2019 £ m
Accelerated capital allowances	**154.1**	135.4
Deferred tax relating to defined benefit pension schemes	**6.4**	(8.7)
Other timing differences	**0.6**	0.8
Net deferred tax liability	**161.1**	127.5

17 Called up share capital and reserves

Share capital: Allotted, called up and fully paid

	2020 £ m	2019 £ m
145,050,000 ordinary shares at £1.00 each	**145.1**	145.1

The Company has one class of ordinary shares which carry no right to fixed income.

Reserves
The profit and loss account represents cumulative profits or losses, including actuarial gains and losses on remeasurement of the net defined pension liability, net of dividends paid.

The hedging reserve represents the cumulative portion of gains and losses on hedging instruments deemed effective in hedging variable interest rate risk of recognised financial instruments or foreign exchange risk in firm commitments or highly probable forecast transactions. Amounts accumulated in this reserve are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

18 Commitments and contingencies

Through the ordinary course of business the Company is party to various litigation, claims and investigations. The Directors do not expect the ultimate resolution of any these proceedings to have a material adverse effect on the Company's results of operations, cash flows or financial position.

Capital commitments
The total amount contracted for but not provided in the financial statements was £17.0m (2019: £23.1m).

Lease commitments
Total future minimum lease payments under non-cancellable operating leases are as follows:

	2020 £ m	2019 £ m
Land and buildings		
- within one year	**0.1**	0.1
- between one and five years	**0.3**	0.2
- after five years	**1.2**	1.2
	1.6	1.5

19 Pension commitments

Defined benefit pension schemes

The Company contributes to two funded defined benefit pension schemes operated by the Group:

The UK Power Networks Group of the ESPS (the UKPN Group) scheme
This scheme is an independent section of the Electricity Supply Pension Scheme "ESPS" which was formed in 1990 following privatisation of the Electricity Industry. The UKPN Group of the ESPS has been closed to new members since 1994.

The UK Power Networks Pension Scheme (UKPNPS)
The UKPNPS was formed from a number of legacy arrangements with membership dating back to 1994. It has been closed to new members since 2011.

Funding levels are monitored annually and a funding schedule is formally agreed between the Group and the trustees every three years based on the most recent triennial actuarial valuation. The latest funding schedule, based on the triennial valuation as at 31 March 2019, was agreed in June 2020. The new contribution rates are considered sufficient to eliminate the funding deficit over the next six years.

A valuation under FRS 102 at the balance sheet date was provided by actuaries using rolled forward member data from the 31 March 2019 triennial valuation and reflecting updated financial and demographic assumptions. The defined benefit scheme assets and liabilities are assigned to participating entities using an allocation methodology based on employment records and attribution portions agreed with the industry regulator Ofgem.

19 Pension commitments (continued)

The key financial assumptions (% per annum) used to calculate scheme liabilities under FRS 102 were:

	2020 %	2019 %
UKPN Group key financial assumptions		
Discount rate	**2.6**	2.5
Future salary increases	**3.0**	3.7
RPI inflation	**2.5**	3.2
CPI inflation	**1.9**	2.1
Pension increases in deferment	**2.5**	3.2
Pension increases in payment		
- pensions in excess of GMP	**2.5**	3.2
- post-88 GMP	**1.7**	1.9

	2020 %	2019 %
UKPNPS key financial assumptions		
Discount rate	**2.5**	2.5
Future salary increases	**2.6**	3.6
RPI inflation	**2.1**	3.1
CPI inflation	**1.6**	2.0
Pension increases in deferment		
- CPI up to 5% per annum	**1.6**	2.0
- CPI up to 2.5% per annum	**1.6**	2.0
Pension increases in payment		
- RPI up to 5% per annum	**2.1**	3.0
- RPI up to 2.5% per annum	**1.6**	2.1
- post-88 GMP	**1.5**	1.8

19 Pension commitments (continued)

The following life expectancies have been been assumed in the calculation of scheme liabilities:

	2020 Years	2019 Years
UKPN Group life expectancy assumptions		
Current male pensioner aged 60	**26**	26
Current female pensioner aged 60	**29**	28
Future male pensioner from age 60 retiring in 2039	**28**	28
Future female pensioner from age 60 retiring in 2039	**30**	30

	2020 Years	2019 Years
UKPNPS life expectancy assumptions		
Current male pensioner aged 65	**22**	22
Current female pensioner aged 65	**25**	24
Future male pensioner from age 65 retiring in 2039	**24**	23
Future female pensioner from age 65 retiring in 2039	**26**	26

The amounts recognised in the balance sheet in respect of the defined benefit schemes are as follows:

	UKPN Grp 2020 £ m	**UKPNPS 2020 £ m**	**Total 2020 £ m**	Total 2019 £ m
Fair value of scheme assets	**1,241.5**	**115.6**	**1,357.1**	1,418.5
Present value of defined benefit obligation	**(1,189.9)**	**(133.6)**	**(1,323.5)**	(1,469.7)
Defined benefit pension scheme surplus/(deficit)	**51.6**	**(18.0)**	**33.6**	(51.2)

In respect of the UKPN Group scheme, the Directors are of the view that the surplus is recoverable on the basis that a right of refund exists under the scheme rules, assuming the gradual settlement of the liabilities over time until all the members have left the scheme. Based on this view, the surplus is presented as a non-current asset within Debtors (note 11).

19 Pension commitments (continued)

Amounts recognised in the profit and loss account in respect of the defined benefit schemes were as follows:

	UKPN Grp 2020 £ m	UKPNPS 2020 £ m	Total 2020 £ m	Total 2019 £ m
Current service cost	(6.7)	(6.3)	(13.0)	(12.6)
Past service cost	(0.3)	-	(0.3)	(3.3)
Reduction in scheme liabilities due to plan amendments	5.4	-	5.4	-
Net interest cost	(0.2)	(0.5)	(0.7)	(2.4)
	(1.8)	(6.8)	(8.6)	(18.3)
Recognised in other comprehensive income	45.3	9.7	55.0	42.6
	43.5	2.9	46.4	24.3

Of the charge for the year a net expense of £7.9m (2019: £15.9m) has been included in distribution costs and a net expense of £0.7m (2019: £2.4m) included within net finance costs.

During the year a plan amendment was made by the trustees of the UKPN Group scheme which permitted members to exchange inflation-linked pension payments for initially higher, but non-escalating, pension payments. This resulted in an overall reduction of £5.4m to the present value of defined benefit obligations, credited to profit or loss.

Movements in the present value of defined benefit obligations in the year were as follows:

	UKPN Grp 2020 £ m	UKPNPS 2020 £ m	Total 2020 £ m	Total 2019 £ m
At 1 April	(1,331.9)	(137.8)	(1,469.7)	(1,462.4)
Current service cost	(6.7)	(6.3)	(13.0)	(12.6)
Past service cost	(0.3)	-	(0.3)	(3.3)
Reduction in scheme liabilities due to plan amendments	5.4	-	5.4	-
Interest cost	(33.5)	(3.5)	(37.0)	(38.4)
Actuarial gains/(losses)	119.0	14.8	133.8	(15.0)
Benefits paid	58.1	(0.8)	57.3	62.0
At 31 March	(1,189.9)	(133.6)	(1,323.5)	(1,469.7)

The actuarial gain (2019: loss) include a net transfer in of scheme liabilities amounting to £1.4m (2019: £3.1m transfer in) to align the allocation of scheme liabilities across the Group to the attribution portions agreed with Ofgem.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

19 Pension commitments (continued)

Movements in the fair value of scheme assets in the year were as follows:

	UKPN Grp 2020 £ m	UKPNPS 2020 £ m	Total 2020 £ m	Total 2019 £ m
At 1 April	1,308.8	109.7	1,418.5	1,350.7
Interest income	33.3	3.0	36.3	36.0
Return on plan assets (excluding amounts included in net interest cost)	(73.7)	(5.1)	(78.8)	57.6
Contributions by employer	5.1	4.2	9.3	9.5
Deficit payments	26.1	3.0	29.1	26.7
Benefits (paid)/received	(58.1)	0.8	(57.3)	(62.0)
At 31 March	1,241.5	115.6	1,357.1	1,418.5

The return on plan assets (excluding amounts included in net interest cost) includes a net transfer in of scheme assets amounting to £1.2m (2019: £2.5m transfer in) to align the allocation of scheme assets across the Group to the attribution portions agreed with Ofgem.

The fair value of scheme assets is analysed as follows:

	UKPN Grp 2020 £ m	UKPNPS 2020 £ m	Total 2020 £ m	Total 2019 £ m
Equities	323.3	47.3	370.6	372.7
Liability driven investments	443.3	40.1	483.4	455.9
Corporate bonds	80.6	12.5	93.1	11.2
Multi credit funds	91.4	-	91.4	110.4
Property	-	9.3	9.3	9.0
Hedge funds	-	5.8	5.8	5.2
Macro funds	47.0	-	47.0	133.9
Multi asset funds	252.0	-	252.0	318.8
Other	3.9	0.6	4.5	1.4
	1,241.5	115.6	1,357.1	1,418.5

20 Notes to the cash flow statement

Reconciliation of operating profit to cash flows

	2020 **£ m**	2019 £ m
Operating profit	**224.0**	206.6
Adjustment for		
Depreciation and amortisation of assets	**91.0**	87.2
Customer contributions recognised in turnover	**(24.1)**	(23.1)
Loss on disposal of tangible fixed assets	**0.3**	0.4
Operating cash flow before movement in working capital	**291.2**	271.1
Increase in debtors	**(4.6)**	(0.4)
Increase in creditors	**3.6**	33.0
Customer contributions received [1]	**52.8**	44.9
Decrease in provisions	**(0.3)**	(1.5)
Pension deficit repair payments	**(29.1)**	(26.7)
Pension adjustments	**(1.4)**	6.4
Cash generated from operations	**312.2**	326.8

[1] Cash generated from operations for the year ended 31 March 2020 includes contributions of £52.8m (2019: £44.9m) received from customers as payment for connections work. These cash receipts were presented in prior periods under investing activities on the face of the cash flow statement, together with the capital expenditure relating to the cost of the connections work, but are now presented within cash generated from operations. Restating the comparative has increased the prior year cash generated from operations by £44.9m and increased the net cash flows used in investing activities by the same amount.

Major non-cash flows in respect of pension schemes have been disclosed in note 19.

20 Notes to the cash flow statement (continued)

Reconciliation of net debt

	At 1 April 2019 £ m	Cash flows £ m	Fair value and exchange rate changes £ m	Other non-cash changes £ m	At 31 March 2020 £ m
Cash at bank and in hand	30.4	(26.3)	-	-	4.1
Cash equivalents	45.0	(45.0)	-	-	-
	75.4	(71.3)	-	-	4.1
Debt due within one year	(80.0)	(5.0)	-	-	(85.0)
Debt due after more than one year	(1,223.5)	-	8.5	(1.2)	(1,216.2)
	(1,303.5)	(5.0)	8.5	(1.2)	(1,301.2)
	(1,228.1)	(76.3)	8.5	(1.2)	(1,297.1)

21 Related party transactions

The Company has taken an exemption under FRS 102 (section 33 2.2) not to disclose transactions with other wholly owned members of the Group. The Company qualifies for this exemption on the basis that it is a wholly owned subsidiary of a parent which prepares publicly available consolidated financial statements intended to give a true and fair view of the financial position and results of the group, and the Company is included within the consolidation.

22 Non adjusting events after the financial period

Response to the COVID-19 pandemic

On Monday 23 March 2020 the UK Government declared a national lockdown due to the uncontrolled and rapid spread of the COVID-19 virus. This followed confirmation on 11 March 2020 by the World Health Organisation that the virus was officially a pandemic. The Group's response to the pandemic from the reporting date at 31 March 2020 until the date of authorisation of the financial statements on 23 July 2020 has focused first and foremost on the safety and wellbeing of its employees and its customers, while continuing to provide reliable electricity supplies and support to vulnerable customers.

In the initial phase of the lockdown, some operational work was paused to ensure safety, and office-based staff worked from home where possible. Relevant policies were established or updated in accordance with Government guidelines and there were daily communications with all employees. A recovery phase was initiated during May on a prioritised basis, to recover the capital work that had been initially paused during March and April, and to support employees in returning to the workplace over a phased period. In June, operational activities were back up to full capacity.

22 Non adjusting events after the financial period (continued)

Response to the COVID-19 pandemic continued

The pandemic has caused a reduction in DUoS revenues as a result of lower demand for electricity during the lockdown. Although domestic demand has increased, the suspension of activities by many businesses has resulted in an overall reduction in distribution volumes during this period. As offices and businesses re-open the demand is expected to increase to previous levels. The lower revenues during the lock down period will be recovered within a three year period via the regulatory price control mechanism which sets revenues to allow for an efficient level of operating costs, a capital expenditure programme and deliver a return on investment on the regulatory asset value. The profits of the Company have not been materially affected by the reduction in revenues. The Company has not made use of any of the COVID-19 support schemes established by Government.

The financial statements for the year ended 31 March 2020 have not been adjusted to reflect any post balance sheet impact of the pandemic which is considered to be a non-adjusting subsequent event. Whilst there is uncertainty in predicting the impact of COVID-19, the Company's forecast modelling has shown that the Company will remain profitable over the next 12 months under all reasonable scenarios, and there is considerable headroom in lending facilities and covenants. The Directors' current assessment, as disclosed in the Going Concern statement on page 15, is that the pandemic is a temporary disruption and is not expected to have a material effect on the long term financial position and prospects of the Company.

23 Parent and ultimate parent undertaking

The Company's immediate parent is UK Power Networks Holdings Limited, incorporated in the United Kingdom and registered in England and Wales at the following address:

Newington House
237 Southwark Bridge Road
London
SE1 6NP

UK Power Networks Holdings Limited is the parent of both the smallest and largest Group in which the Company's financial statements are consolidated.

Copies of the financial statements of UK Power Networks Holdings Limited may be obtained from the Company Secretary at Energy House, Carrier Business Park, Hazelwick Avenue, Three Bridges, Crawley, West Sussex, RH10 1EX.

UK Power Networks Holdings Limited is owned by a consortium comprising:

- Power Assets Holdings Limited, incorporated in Hong Kong;
- Li Ka Shing Foundation Limited, incorporated in Hong Kong; and
- CK Infrastructure Holdings Limited, incorporated in Bermuda.

In the Directors' opinion UK Power Networks Holdings Limited has no single controlling party as it is jointly controlled by the consortium.