Reiver Finance Limited

Registered No: 04872988

Annual Report and Financial Statements

for the year ended 31 March 2021

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for the year ended 31 March 2021

Contents

Company Information

Registered No: 04872988

Directors
M Porter (appointed: 26 October 2020)
R W P Somerville (appointed: 8 October 2021)
M Parker (appointed: 22 May 2020; resigned: 8 October 2021)
C I Johns (resigned: 30 May 2020)

Company Secretary
R W P Somerville (appointed: 8 October 2021)
M Parker (resigned: 8 October 2021)

Auditor
Deloitte LLP
Statutory Auditor
1 City Square
Leeds
LS1 2AL
United Kingdom

Banker
Barclays Bank Plc
PO Box 299
Birmingham
B1 3PF

Registered Office
Northumbria House
Abbey Road
Pity Me
Durham
DH1 5FJ

Strategic report

The Directors of Reiver Finance Limited (RFL or the Company) are pleased to present their Strategic report for the year ended 31 March 2021.

Principal activity and review of the business

RFL is incorporated and domiciled in the UK. The Company's principal activity during the year continued to be to act as a special purpose financing vehicle in respect of the securitisation of revenue receivable from the Environment Agency (EA) under the Water Resources Operating Agreement (WROA) relating to Kielder Reservoir. No new finance was raised during the year. The Company's immediate parent company is Reiver Holdings Limited (RHL). At 31 March 2021 the Company had net liabilities of £61,862,000 (2020: £57,921,000 restated).

Results and dividends

The loss for the year, after taxation, amounted to £3,941,000 (2020: profit of £5,351,000 restated). This is primarily due to the loss arising from the market valuation in finance costs arising on derivative financial instruments of £5,426,000 (2020: profit of £5,823,000) (note 5). The Directors do not recommend the payment of a final dividend (2020: nil). The Directors do not consider the setting of KPIs to be relevant to the Company's operations as a special purpose financing vehicle with a fixed income stream from the EA under the terms of the WROA.

Risks arising from the Company's financial instruments

The main risk arising from the Company's financial instruments is liquidity risk.

The Company's financing strategy is developed in accordance with the treasury policies of Northumbrian Water Group Limited (NWGL or the Group), whose board reviews and agrees policies for managing each of these risks. These are summarised below and the treasury activities of the Company are conducted in accordance with these policies.

Liquidity risk

The Company utilises revenue received from the EA under the WROA to fund interest payments arising on its loan from Bakethin Finance Plc (BFP). The revenue receivable is indexed annually by the Retail Prices Index (RPI). At the inception of the securitisation, an RPI inflation swap was entered to provide certainty of future cash flows, and this remains in place. This is the only financial instrument used by the Company.

Interest rate risk

The interest payable on the loan to BFP is at a fixed rate for the full duration of the loan. Only interest receivable on cash balances is at variable rate.

Strategic report (continued)

Foreign currency risk

NWGL's policy is that any foreign currency exposure in excess of £100,000 sterling equivalent of a transactional nature, or £3,000,000 sterling equivalent of a translation nature, should be covered immediately on recognition. At 31 March 2021, the Company had no currency exposures (2020: nil) and does not anticipate any foreign currency exposures in the future.

Market price risk

The Company's exposure to market price risk principally comprises interest rate exposure. The Company's policy is to accept a degree of interest rate risk. On the basis of the Company's analysis, it is estimated that a 1% rise in interest rates would not have a material effect.

Covid-19 risk

The Company has considered the impact of the Covid-19 pandemic and lockdown restrictions but does not consider it to be a principal risk.

Events after the balance sheet date

There have been no events subsequent to the year end and to the date of signing this report.

Approved by the Board and signed on its behalf

Michael Porter

M Porter
Director
11 November 2021

Directors' report

The Directors are pleased to present the Annual Report and audited Financial Statements for the year ended 31 March 2021.

Directors and Officers

The Directors who served during the year and up to the date of signing, except as otherwise noted below, were:

- M Porter
- R W P Somerville
- M Parker
- C I Johns

C I Johns resigned as a Director on 30 May 2020. M Porter was appointed as a on Director 26 October 2020. M Parker was appointed as a Director on 22 May 2020. He resigned as a Director and Company Secretary on 8 October 2021. R W P Somerville was appointed as a Director and Company Secretary on 8 October 2021.

Results and dividends

Information on results and dividends is contained in the Strategic report.

Going concern

The Company has net liabilities at 31 March 2021 of £61,862,000 (2020: £57,921,000 restated). NWGL has confirmed that adequate resources will be made available for the Company to continue in operational existence for at least twelve months from the date of approval of these Financial Statements.

The Directors confirm that, in their opinion, the Company has sufficient resources to continue in operational existence for at least twelve months from the date of approval of these Financial Statements. In arriving at this decision, the Directors have taken into account the confirmation of support by NWGL and the certainty of cash flows receivable from the EA under the WROA.

The Directors have taken specific account of the Covid-19 pandemic when making this assessment. The Directors have received assurance from Northumbrian Water Limited (NWL), an intermediate parent undertaking, that the operational and financial impacts of Covid-19 on its business are not material and that it remains a going concern.

Accordingly, the Directors continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Future developments

The Directors have no plans to expand the existing operations of the Company.

Directors' report (continued)

Treasury operations

The Company's Board is responsible for the financing strategy of the Company, which is determined within treasury policies set by NWGL. The aim of this strategy is to assess the ongoing capital requirement of the Company and to raise funding on a timely basis, taking advantage of any favourable market opportunities.

The Treasury department of NWGL carries out treasury operations on behalf of the Company. Surplus funds are invested based upon forecast requirements, in accordance with the treasury policy. On occasion, derivatives are used as part of this process, but the treasury policies prohibit their use for speculation.

Financial instruments

The Company's policy in relation to the use of financial instruments is set out in the Strategic report.

Political donations

There have been no political donations during the current or prior years.

Events after the balance sheet date

Information on events after the balance sheet date is contained in the Strategic report.

Directors' declaration

As required under Section 418 of the Companies Act 2006, as far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware and they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Indemnification of Directors

Directors and Officers liability insurance was in place for the year ended 31 March 2021. On 21 March 2017 NWGL entered into a deed of indemnity to grant the Directors of NWGL and its subsidiaries further protection against liability to third parties, subject to the conditions set out in the Companies Act 2006, and this remains in place.

Directors' report (continued)

Auditor

Deloitte LLP continued as auditor in the current year. NWGL (being the Company's ultimate parent) will undertake a selection process in due course to appoint an auditor for the financial year ending 31 March 2022, which will include all subsidiaries of NWGL including the Company. It is proposed that Deloitte LLP will continue in office pending the outcome of this process.

Approved by the Board and signed on its behalf

Michael Porter

M Porter
Director
11 November 2021

Directors' responsibilities statement

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable United Kingdom 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) including FRS 101 'Reduced Disclosure Framework'. 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for 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.

Independent auditor's report

to the members of Reiver Finance Limited

Opinion

In our opinion the Financial Statements of Reiver Finance Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the Financial Statements of the Company which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 17.

The Financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

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 FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the Financial Statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the Financial Statements is appropriate.

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

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

Independent auditor's report

to the members of Reiver Finance Limited (continued)

Other information

The other information comprises the information included in the Annual Report, other than the Financial Statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report. 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.

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 course of 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 this gives rise to a material misstatement in the Financial Statements themselves. 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 this regard.

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 what 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.

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.

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

Independent auditor's report

to the members of Reiver Finance Limited (continued)

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

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

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the Financial Statements. These included the UK Companies Act and Tax legislation; and
- 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.

We discussed among the audit engagement team and relevant internal specialists namely tax, financial instruments and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the Financial Statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our specific procedures performed to address it are described below:

- Valuation of RPI inflation swap: The valuation of the inflation swap within the entity is subject to judgement and hence inherently risky. Working in conjunction with our financial instrument specialists we have assessed the accuracy of the year-end valuation of the inflation swap.

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 addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the 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 external 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; and
- reading minutes of meetings of those charged with governance.

Independent auditor's report

to the members of Reiver Finance Limited (continued)

Report on other legal and regulatory requirements

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.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- certain disclosures of Director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

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.

David M Johnson FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Leeds, United Kingdom
11 November 2021

Statement of comprehensive income
for the year ended 31 March 2021

Continuing operations	Notes	2021 £'000	restated 2020 £'000
Revenue	2	17,520	17,074
Operating costs	3	(2,083)	(2,081)
Operating profit		15,437	14,993
Net finance costs	5	(19,838)	(8,763)
(Loss) / profit before taxation		(4,401)	6,230
Taxation	6	460	(879)
(Loss) / profit for the year attributable to the shareholder of the Company		(3,941)	5,351

Further information about the restatement of the Financial Statements for the year ended 31 March 2020 can be found in note 17.

Balance Sheet

as at 31 March 2021

(Registered number 04872988)

	Notes	2021 £'000	*restated* 2020 £'000
Non-current assets			
Intangible assets	7	180,715	182,572
Investments	8	11,498	11,461
Deferred tax assets	9	6,201	5,170
		198,414	199,203
Current assets			
Trade and other receivables	10	242	247
Cash at bank and in hand		7,440	7,805
		7,682	8,052
Total assets		206,096	207,255
Current liabilities			
Trade and other payables	11	(210)	(139)
Borrowings	12	(3,343)	(2,716)
		(3,553)	(2,855)
Non-current liabilities			
Borrowings	12	(231,771)	(235,113)
Financial instruments	13	(32,634)	(27,208)
		(264,405)	(262,321)
Total liabilities		(267,958)	(265,176)
Net liabilities		(61,862)	(57,921)
Capital and reserves			
Share capital	14	-	-
Profit and loss account		(61,862)	(57,921)
Equity attributable to the shareholder of the Company		(61,862)	(57,921)

Approved by the Board of Directors on 10 November 2021 and signed on its behalf

Michael Porter

M Porter

Statement of changes in equity

for the year ended 31 March 2021

	Share capital	*Retained earnings*	*Total*
	£'000	£'000	£'000
At 1 April 2019 (as previously reported)	-	(64,921)	(64,921)
Prior period adjustment (note 17)	-	1,649	1,649
At 1 April 2019 (restated)	-	(63,272)	(63,272)
Profit for the year and total comprehensive income (restated)	-	5,351	5,351
At 31 March 2020 (restated)	-	(57,921)	(57,921)
Loss for the year and total comprehensive income	-	(3,941)	(3,941)
At 31 March 2021	-	(61,862)	(61,862)

Notes to the Financial Statements

for the year ended 31 March 2021

1. Accounting Policies

General information

RFL is a company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 3. The nature of the Company's operations and its principal activities are set out in the Strategic report on pages 4-5.

These Financial Statements are presented in sterling and all values are rounded to the nearest one thousand pounds (£000) except where otherwise indicated.

Basis of accounting

The Company is a qualifying entity for the reduced disclosure framework under FRS 101. These Financial Statements have been prepared in accordance with FRS 101, incorporating the Amendments to FRS 101 issued by the FRC in July 2015 and the amendments to company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 prior to their mandatory effective date of accounting periods beginning on or after 1 January 2016.

The Financial Statements have been prepared under the historical cost convention modified to include certain items at fair value.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash flow statement, standards not yet effective, impairment of assets, presentation of comparative information for certain assets, related party transactions, financial instruments, capital risk management and presentation of a prior year opening balance sheet due to the prior period adjustment.

The principal accounting policies adopted are set out below.

Accounting standards

There were no new accounting standards adopted in the period.

Going concern

The Company has net liabilities at 31 March 2021 of £61,862,000 (2020: £57,921,000 restated). NWGL has confirmed that adequate resources will be made available for the Company to continue in operational existence for at least twelve months from the date of approval of these Financial Statements.

The Directors confirm that, in their opinion, the Company has sufficient resources to continue in operational existence for at least twelve months from the date of approval of these Financial Statements. In arriving at this decision the Directors have taken into account the confirmation of support by NWGL and the certainty of cash flows receivable from the EA under the WROA.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

1. Accounting policies (continued)

The Directors have taken specific account of the Covid-19 pandemic when making this assessment. The Directors have received assurance from Northumbrian Water Limited (NWL), an intermediate parent undertaking, that the operational and financial impacts of Covid-19 on its business are not material and that it remains a going concern.

Accordingly, the Directors continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Revenue

Revenue, which excludes Value Added Tax, represents the income receivable in the ordinary course of business for services provided to the EA under a WROA for Kielder Reservoir and is recognised over the life of the contract.

Interest bearing loans and borrowings

Loans and borrowings are initially recognised at fair value less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised in the statement of comprehensive income.

Taxation

Current tax
The tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

1. Accounting policies (continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and Deferred tax for the year
Current and deferred tax are recognised in the income statement, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Intangible assets

The intangible asset represents the right to receive income under the operating agreement with the EA in respect of the WROA for Kielder Reservoir for a period of 30 years. The asset is initially recorded at cost. Amortisation is provided to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition, evenly over its expected useful life of 30 years, being the period for which the rights to the income have been assigned to the Company.

Investments

Investments are held at cost less any provision for impairment.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

1. Accounting policies (continued)

Derivative Financial Instruments

The Company utilises inflation rate swaps as derivative financial instruments. A derivative instrument is considered to be used for hedging purposes when it alters the risk profile of an underlying exposure of the Company in line with the Group's risk management policies. Such instruments are used for economic hedging purposes and are not considered to be financial hedges.

Under IFRS 13, derivative financial instruments are measured at fair value, which is considered to be the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction reflecting the credit risk of the counterparties in the principal (or most advantageous) market under market conditions as at the balance sheet date.

Any gains or losses arising from changes in fair value of inflation rate swaps are recognised through the Statement of comprehensive income.

Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the accounting policies, the Company is required to make certain judgements, estimates and assumptions that it believes are reasonable based on the information available. The Directors consider that there are no significant judgements or estimates applied at the balance sheet date which may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. Revenue

Revenue is attributable to one continuing activity in the United Kingdom, the right to receive annual sums from the EA under the WROA relating to Kielder Reservoir, which was assigned to the Company by NWL. The Company holds an RPI inflation swap to fix the future inflation-linked cash flows under this agreement (note 13).

3. Operating costs

	2021 £'000	2020 £'000
Amortisation of intangible asset	1,857	1,857
Auditor's remuneration	25	23
Other costs	201	201
	2,083	2,081

Auditor's remuneration in respect of fees for the Company's annual Financial Statements amounted to £10,838 (2020: £7,710). The Company also incurred costs of £13,752 (2020: £15,516) in respect of audit fees for the annual Financial Statements of RHL, Bakethin Holdings Limited (BHL) and BFP.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

4. Staff costs

There were no employees during the year (2020: nil). The Directors did not receive any remuneration in respect of their services to the Company.

The Directors of the Company are remunerated by NWL and NWGL and, as their services to the Company are incidental to the services provided to NWL and NWGL, they receive no remuneration in respect of qualifying services to RFL.

5. Net finance costs

	2021	*restated* 2020
	£000	£000
Finance costs payable		
Interest payable on loan from BFP	14,984	15,189
Finance income receivable		
Bank interest receivable	(572)	(603)
Fair value loss / (profit) on derivative financial instruments with associated undertaking	5,426	(5,823)
Net finance costs payable	19,838	8,763

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

6. Taxation

	2021 £000	2020 £000
(a) Tax in the statement of comprehensive income		
Current tax		
Group relief payable for the year at 19% (2020: 19%)	549	430
Tax funding payable for the current year	7	5
Adjustments in respect of prior periods:		
- UK corporation tax	10	
- Group relief receivable	-	(1)
- Tax funding	5	
Total current tax	571	434
Deferred tax		
Opening tax rate change	-	(661)
Movement in the year at 19% (2020: 19%):		
- Origination and reversal of temporary differences in the year	(1,031)	1,106
Total deferred tax (note 9)	(1,031)	445
Total tax (credit) / charge	(460)	879

In its Budget Statement on 3 March 2021, the UK Government announced an increase in the corporation tax rate from 19% to 25% with effect from 1 April 2023. The increase is included in the Finance Act 2021 which received Royal Assent on 10 June 2021. These Financial Statements are unaffected by the change as the legislation was neither enacted nor 'substantively enacted' by the balance sheet date.

In accordance with IAS12, it will be necessary to restate the Company's deferred tax asset with effect from 1 April 2021 to take account of the higher tax rate that will apply to the reversal of temporary differences after 31 March 2023. The Company estimates this will result in its deferred tax asset at 31 March 2021 of £6.2m rising to £7.9m, recognising that some temporary differences will reverse at 19% in the next two years before the rate increase comes into force. The restatement will be reflected in the financial statements for the year ended 31 March 2022.

(b) Reconciliation of the tax (credit) / charge	2021 £000	2020 £000
(Loss) / profit before tax	(4,401)	6,230
(Loss) / profit before tax multiplied by the rate of UK corporation tax of 19% (2020: 19%)	(836)	1,184
Effects at 19% (2020: 19%) of:		
Expenses not deductible for tax purposes	353	352
Adjustments in respect of prior years	11	(1)
Impact of rate reduction on opening deferred tax	-	(661)
Tax funding payable for current and prior years	12	5
Total tax (credit) / charge (note 6a)	(460)	879

Notes to the Financial Statements (continued)
for the year ended 31 March 2021

7. Intangible assets

	£000
Cost:	
At 1 April 2020 and 31 March 2021	212,130
Amortisation:	
At 1st April 2020	29,558
Provided during the year	1,857
At 31 March 2021	31,415
Net book value:	
At 31 March 2021	180,715
At 31 March 2020	182,572

8. Investments

	£000
Cost:	
At 1 April 2020	11,461
Additions	37
At 31 March 2021	11,498

The investments represent guaranteed investment contracts with Financial Security Assurance (UK) Limited. Of this total, £1,498,000 (2020: £1,461,000) increases by interest receivable in instalments between 16 July 2021 and 16 January 2034. The whole investment matures on 16 January 2034.

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

9. Deferred tax assets

The following are the major deferred tax assets recognised by the Company and movements thereon during the current and prior reporting periods:

	Financial instruments
	£000
At 1 April 2019	5,615
Charge in the Statement of comprehensive income	(445)
At 31 March 2020	5,170
Credit in the Statement of comprehensive income	1,031
At 31 March 2021	6,201

Deferred tax is recognised on financial instruments as the fair value will ultimately unwind over the term of the swap (see note 13).

10. Trade and other receivables

	2021	*restated* 2020
	£000	£000
Prepayments and accrued income	242	245
Taxation	-	2
	242	247

11. Trade and other payables

	2021	*restated* 2020
	£000	£000
Interest payable	26	25
Accruals and deferred income	33	34
Amounts owed to other group companies	151	80
	210	139

Interest payable relates to ongoing issuer costs in relation to the loan agreement with BFP. Included in amounts owed to group companies is £12,397 (2020: £9,893) in respect of tax funding to fellow group companies and £101,927 (2020: £33,612) in respect of losses provisionally surrendered as group relief. The remaining £36,513 (2020: £36,712) is owed to NWL and is due on demand with no fixed repayment date and bears no interest.

Notes to the Financial Statements (continued)
for the year ended 31 March 2021

12. Borrowings

	2021	restated 2020
	£000	£000
Current instalments due on loan from BFP	3,343	2,716
Non-current instalments due on loan from BFP	231,771	235,113
	235,114	237,829

Interest is payable at 5.88526% and the loan is repayable by increasing instalments ending in January 2034. The loan is secured on the revenue receivable from the EA under the WROA.

13. Financial instruments

Financial liabilities carried at fair value through profit and loss:

	2021	2020
	£000	£000
Inflation swap	32,634	27,208

As at 31 March 2021 and 31 March 2020, the Company held a RPI inflation swap. The swap was used to convert variable inflation-linked revenue from the EA under the WROA, to a fixed income stream.

The inflation-linked revenues are accounted for in the statement of comprehensive income on an accruals basis. However, the long-term inflation swap that fixes these variable cash flows is measured at fair value with changes in fair value recognised in the statement of comprehensive income. The changes in the fair value reflects the change in the present value of the future cash flows which incorporates future expectations of inflation over the full term of the swap.

Notional amount	Annual swap cash flow paid	Start date	Termination date	Fixed
£000	£000			%
2,900	700	12 May 2004	09 January 2034	2.56

14. Share capital

	2021	2020
	£	£
Authorised		
100 Ordinary Shares of £1 each (2020: 100)	100	100
Allotted, called up and unpaid		
100 Ordinary Shares of £1 each (2020: 100)	1	1

Notes to the Financial Statements (continued)

for the year ended 31 March 2021

15. Related parties

The Company is an indirectly wholly owned subsidiary of NWGL, whose publicly available consolidated Financial Statements include the Company. Accordingly, the Company is exempt under the terms of FRS 101 from disclosing transactions with other members of the group headed by NWGL.

16. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is RHL, which is incorporated in England and Wales.

NWGL is, in the Directors' opinion, the Company's ultimate parent undertaking and controlling party. NWGL is incorporated in England and Wales.

The parent undertaking of both the largest and smallest group of undertakings for which group Financial Statements are drawn up, and of which the reporting company is a member, is NWGL. Copies of NWGL's group Financial Statements will be available in due course from its registered office at Northumbria House, Abbey Road, Pity Me, Durham, DH1 5FJ.

17. Prior period adjustment

The Company has corrected a prior period error relating to the calculation of interest on, and carrying value of, the loan from BFP. The previous method used by the Company was the straight-line method. This was corrected to amortised cost using the effective interest rate method in line with IFRS 9 Financial Instruments. This change has been applied retrospectively and has resulted in the following adjustments:

	31 March 2020	Change	Restated 31 March 2020
Balance Sheet:	£000	£000	£000
Current assets			
Trade and other receivables: taxation	-	2	2
Current liabilities			
Trade and other payables: accrued interest payable	(2,672)	2,647	(25)
Borrowings	(2,695)	(21)	(2,716)
Non-current liabilities			
Borrowings	(234,126)	(987)	(235,113)
Retained earnings	(59,561)	1,640	(57,921)
Statement of comprehensive income:			
Finance costs			
Interest payable on loan from BFP	(15,178)	(11)	(15,189)
Taxation	(437)	2	(435)

The impact of the above adjustment on retained earnings as at 1 April 2019 was a credit of £1,649k.