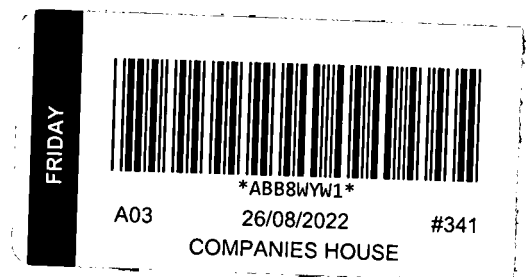


Registered No. 05046791

Wales & West Utilities Limited

Annual report and consolidated financial statements  
for the year ended 31 March 2022



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Directors and advisers	1
Strategic report	
• <i>Chairman's Statement</i>	2
• <i>Chief Executive's Report</i>	3
• <i>Wales &amp; West Utilities Ltd ("WWU") Business Model</i>	7
• <i>Wales &amp; West Utilities Ltd ("WWU") Business Review</i>	9
• <i>Key Performance Measures</i>	14
• <i>Principal Risks and Uncertainties</i>	16
• <i>Corporate and Social Responsibility</i>	22
• <i>Non-Financial Reporting</i>	26
• <i>The Board: Statement on s172</i>	27
Report of the Directors	36
Directors' responsibilities statement	42
Independent Auditor's report to the member of Wales & West Utilities Limited	43
Consolidated profit and loss account	47
Consolidated and Company statement of comprehensive income	48
Consolidated and Company balance sheets	49
Consolidated and Company statement of changes in equity	50
Consolidated cash flow statement	51
Principal accounting policies	52
Notes to the consolidated financial statements	59

## Directors and advisers

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### Directors

Andrew Hunter**	Chairman (R)
Graham Edwards*	Chief Executive Officer (H, R)
Dominic Chan**	(A, H, T)
Grant Hawkins***	(A, R, T)
Hing Lam Kam**	(R)
Duncan Macrae**	(A, R, H, T)
Michael Pavia***	(A, R, H, T)
Charles Tsai**	(A)
Neil Henson*	(Alternate Director to Graham Edwards)
Neil McGee**	(Alternate Director to Dominic Chan)
Wendy Tong-Barnes**	(Alternate Director to Hing Lam Kam)

*(A) Member of the Audit Committee*

*(R) Member of the Remuneration Committee*

*(H) Member of the Health & Safety Committee*

*(T) Member of the Treasury Committee*

*\* Executive director*

*\*\* Non-executive director*

*\*\*\* Independent non-executive director*

### Company secretary and registered office

Paul Millar

Wales & West House, Spooner Close, Coedkernew, Newport, NP10 8FZ

### Auditor

Deloitte LLP

5 Callaghan Square, Cardiff, CF10 5BT

## Chairman's Statement

We are pleased to share our report on the first year of the new regulatory control period, RII0-GD2, a year with continued difficulties operating during the continued Covid pandemic. As such, the year saw the implementation of a number of actions meticulously planned to ensure we have a fit for purpose organisation to react to the challenges of the new control and a workforce that is ready for the new norms of hybrid working.

We ensured we acted in accordance with all government advice on Covid-19, both from London and Cardiff, given we operate across both jurisdictions, whilst keeping the safety of our customers and colleagues at the heart of our approach.

I'd like to personally praise our colleagues who worked hard in challenging circumstances to ensure our customers continue to receive a safe and secure supply of gas.

As a Group we continue to strive towards our ambition 'to deliver outstanding levels of gas safety, reliability and customer service so that we are trusted and valued by the millions of people we serve every day'.

### ***The role and effectiveness of the Board***

Our Board is responsible for ensuring leadership through effective oversight and review. Supported by its principal committees – Audit, Health and Safety, Remuneration, and Treasury – the Board continues to set the strategic direction and aims to deliver sustainable shareholder value over the longer term. The work of the Board complements, enhances and supports the work of the Executive Committee.

We believe that effective governance is realised through leadership and team work and collaboration across all levels within the Board structure drives a culture of continuous improvement. Operating performance is managed on a daily basis by the local Executive Team who constantly strive to ensure the committed Price Control Deliverables within the current period are met. These are discussed in the report below.

### ***Capital providers***

As a Group we are funded by a combination of debt and equity. Representatives of the shareholder are members of the Board and also sit on the principal committees - Audit, Health and Safety, Remuneration, and Treasury. This ensures that the needs and concerns of the Company's shareholders are considered and addressed. We also continue to communicate with our debt holders upon request through ongoing reporting requirements, information provided in the Company's investor website and investor updates prior to any possible debt issuance.



Andrew Hunter  
Chairman  
22 August 2022

### Chief Executive's report

This is the end of the first year of the new 5 year RIIO-GD2 price control period. A control period that brings increased challenges to us at a time when the impacts of the Covid-19 pandemic are still around. I am delighted to say that colleagues at WWU have risen to these challenges, and embraced the changes required to achieve them.

These included the insourcing of the replacement activities previous undertaken through a primary contractor, giving us better control and flexibility in work delivery, carrying out a voluntary severance exercise, reviewing colleague terms and conditions and restructuring parts of our organisation to better deliver for our customers.

In order to enable us to achieve our price control deliverables across RIIO-GD2 we have updated our business ambitions, priorities and values with a renewed focus on sustainability. This strategic report includes our Sustainable Business Plan 2021 to 2026 and encompasses our ambitions, priorities and values which are intrinsic to us being able to meet that plan.

This is a critical time for the energy sector, especially with the current volatility in the energy markets, and we will continue to provide the infrastructure to transport the energy and heat that people need, while at the same time reducing the carbon impact of that energy. In our most ambitious plan ever, we explain how we are going to deliver this for the communities which rely on us, with a large focus being on sustainability and the long-term future of energy.

Our internal ambition is to deliver a "Net Zero-ready" gas network by 2035 which means that our network will be able to transport green gases like hydrogen and biomethane and to play our part in decarbonising heat, power, and transport. Achievement will require appropriate funding under future regulatory settlements. Over 25,000 stakeholders across Wales and South West England have had an input into the plan. From these discussions our plan has been designed to meet those expectations, namely focusing on sustainability and the environment, as well as delivering an inclusive service for everyone, particularly the vulnerable in society, so we plan to double our support for those most in need. In light of the current economic climate and the financial pressures of households within our area, we aim to reduce our service cost within the average gas bill from £154 in 2013 to £133 between 2021 and 2026 (in 2018/19 prices).

It is our ambition to help communities and the environment thrive by delivering safe, reliable, affordable and sustainable energy long into the future. We want to lead the way with high-quality, inclusive services for generations to come.

Our new priorities align with our headline targets and comprise 5 key areas:

- *Demanding SAFETY ALWAYS:*

We never compromise on the safety, wellbeing and health of our colleagues and customers, always raising the bar and improving standards.

- *Driving OUTSTANDING SERVICE:*

We strive to exceed customer expectations by offering fair, inclusive, quality services for all, whilst looking after those most in need.

- *Delivering VALUE FOR MONEY:*

We always spend and invest money wisely; working smarter to offer affordable, value for money services.

- *Doing all we can to provide SUSTAINABLE ENERGY:*

We are future proofing to deliver reliable greener energy for heat, power, and transport, and reducing our environmental impact to achieve net zero targets.

- *Designing OUR FUTURE:*

We are building a skilled, resilient, and diverse team to work in partnership with our stakeholders. Together, helping our communities and society thrive.

## Strategic report (continued)

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Our sustainable plan therefore includes the following headline targets based upon those priorities:

### **Customer Satisfaction:**

- To score an average of 9.2/10 for overall customer satisfaction across RIIO-GD2
- Resolve 85% of customer complaints within one working day
- Fund connections to 2,500 homes to reduce fuel poverty at a cost of £5m over five years from 2021 to 2026
- Spend £7m (£1.4m per annum) on projects with GDN's and third parties to improve the lives of people in vulnerable circumstances as well as raising the awareness of carbon dioxide
- Refer 12,000 customers per annum to the utilities Priority Service Registers lifting the percentage registered from 22% to 24% of homes supplied by gas by WWU
- Attend all gas escapes in an average of under one hour
- Keep our average unplanned interruption times below 10 hours (compared to the regulatory 13 hour target)

### **Environmentally Sustainable:**

- To invest £400m, the majority of which is under the existing mains replacement programme to replace metallic pipes that match certain thresholds with alternative materials, usually polyethylene, in order to make sure our network is net zero-ready, and can transport green gas like hydrogen and biomethane by 2035
- To align our plan to the UN Sustainable Development Goals
- To reuse or recycle 80% of our waste by 2026
- To eliminate office single-use plastic in 2022 and reduce our paper consumption by 75% by 2026
- To research smart hybrids and hydrogen to design the energy of the future using our Pathfinder simulator
- Across RIIO-GD2 we will plant 5 trees for every 1 we cut down
- By the end of RIIO-GD2, 75% of our company cars will be either hybrid or ultra-low emission
- Between 2021 and 2026 we will adopt the principle of Biodiversity Net Gain

### **Safe and Resilient Network:**

- To upgrade 426km of pipe a year on average
- To invest in the risk reduction of cyber attacks
- To continue to invest in the diversity of our team, making sure it reflects the communities we serve
- To continually improve the skills of our people as well as offering high-quality apprenticeships

Our four values underpin everything we do, from employee recruitment to service delivery and are not just the backbone to achieving our business plan but drive us to create a better world for this generation and the next. These values have not changed from previous years; but are regularly reviewed to ensure they remain appropriate. They are:

- *We put customers first:*  
We build trust by giving excellent service, listening and taking action on what our customers tell us
- *We take pride:*  
We take ownership and are accountable for our work, going above and beyond to get great results
- *We work as a team:*  
We build relationships with colleagues and partners, share best practice and encourage honest, open conversations
- *We bring energy:*  
We approach all our work with enthusiasm, always challenging ourselves to do better by embracing new ideas and innovative solutions

## Strategic report (continued)

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### **Performance**

This year has been challenging not just due to the ongoing impact of the Covid-19 pandemic and the disruptions that has caused, but also due to the introduction of a new price control, the close out of RIIO-GD1 and the changes we have undertaken to ensure we are ready for the future (including the completion of the voluntary redundancy program, the closure of the Defined Benefit pension scheme to future accrual, agreeing the methodology for pay settlements for the entirety of the new price control without industrial action and successfully bringing the mains replacement business in-house), as well as the volatility in the commodity and supply markets caused by the recent geo-political tensions around the world.

Despite the challenges mentioned above, our operating performance over the past year has been satisfactory, with all of the Ofgem "Guaranteed Standards of Performance" being achieved, consistent with previous years.

External targets were met in response to reported possible gas escapes, both within one and two hour time frames. The Ofgem standards for achieving connection quotations and for completing connection activities within agreed timescales were also both met.

There were 1,490 complaints in the year ended 31 March 2022 (2021: 1,285). This was up slightly from the previous year due to the prior year reduced workload impact of Covid-19, however it was 3.8% lower than the year ending 31 March 2020. Our employees remain our most valuable resource and continued training, engagement and support have ensured operational efficiency and operational standards have all been met.

Working practices, supported by our staff and the Unions, continue to be flexible and have been adapted due to Covid-19 with increased safety procedures, office and depot based employees work from home on a hybrid basis and increased online communication and engagement being put in place. We are acutely aware of the mental health of our employees and additional emphasis and support has been provided where required.

### **Climate Change and its Impact on the Future Role of the Network**

The UK Government has set a target for the UK to be net zero in its carbon emissions by 2050. In November 2020, the UK Government announced its Ten Point Plan for a green industrial revolution and Energy White Paper providing some more insight on potential net zero carbon pathways. Whilst we expect a significant degree of uncertainty to prevail for some years on the final pathways that may emerge, we consider that there will be a long-term role for gas (including some, or all, of methane, hydrogen and biomethane) in the energy system.

The next stages in the UK net zero strategy are likely to be hydrogen injecting into the current networks with up to 20% by volume planned by the UK Government (1% blending already in place in the local Swindon network) from 2023 (with no detriment to domestic appliance operations). This will be followed by the full conversion of the natural gas distribution network to a net zero gas system, with parts operating on a 100% hydrogen supply and other parts on a renewable biomethane supply which is also forecast to increase.

The UK Government has already funded the development of hydrogen-ready appliances in anticipation of changing over from a natural gas supply with a hydrogen blend to a 100% hydrogen supply. The Government's 10 Point Plan and Energy White Paper also outlined the consecutive delivery of a hydrogen community, hydrogen village and hydrogen town by 2030. The target for low carbon hydrogen production by 2030 was doubled from 5GW to 10GW in the more recent Energy Security Strategy.<sup>1</sup> Part of the Government's strategy to reduce reliance on imported energy supplies (both gas and electric).

By 2035, which is our internal ambition to be a net zero ready network, the plan, subject to appropriate funding and regulatory approval, is for all of our distribution network to be made of polyethylene (increase from the current level of 73%), or steel, which will then be suitable to deliver hydrogen.

In addition to direct investment in network assets, including expanding the number of biomethane production plants connected to our network, we plan to invest around £18m in innovation and net zero related activity across the current price control, RIIO-GD2, to develop further the role of our assets in the future energy system.

This includes:

- working with other Gas Distribution Networks to develop Hydrogen trials alongside evidence on safety and transition management;

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<sup>1</sup> British energy security strategy - GOV.UK ([www.gov.uk](https://www.gov.uk))

## Strategic report (continued)

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- the Regional Decarbonisation Pathways project, to be published in 2022, which will provide independent evidence on the role of the gas network in a range of scenarios for the future energy system, and conceptual plans to further develop our infrastructure to meet those scenarios;
- working with major industry to develop decarbonised industrial clusters in areas such as South Wales, which could require new or repurposed gas network assets; and
- investigating consumer technologies such as compact hybrid heating systems and the role of the network in supporting EV charging.

As a Group we support, and are committed to, implementing the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD). We have completed a gap analysis and benchmarking review of our climate related financial disclosures and have started to develop our reporting strategy and ambitions in relation to climate change.

An ESG Sustainability Group is being set-up which will monitor, control and report to the Executive Team and also to the Board through the new Board ESG Committee, demonstrating the importance the Board places on this area.

Working with a range of stakeholders to develop sustainable, innovative and affordable energy, we believe our role is to contribute positively to the quality of life and wellbeing of our customers and communities we serve. As a Group we will continue to invest in our gas distribution network, so we can continue to successfully deliver gas to homes and businesses, offering the very best service for our customers, both now and for generations to come.



Graham Edwards OBE  
Chief Executive  
22 August 2022



### WWU Business Model

#### Strategy and objectives

Wales & West Utilities Limited ("WWU") group's ("Company" or "Group" as the context requires) strategy is to continue to maintain the gas distribution network for which it is responsible in Wales and the South West of England as required under its Gas Transporters' Licence and by the Health and Safety Executive ("HSE"), whilst providing appropriate levels of customer and consumer service. Maintenance of the gas distribution network includes development to increase the number of consumers connected as well as regular repair and replacement to ensure that it is kept in a good operational state.

#### Business environment

The Gas Distribution and Transmission Network in Great Britain comprises the National Transmission System and eight regional gas distribution networks ("GDN"). The National Transmission System is owned and operated by National Grid plc group, although Macquarie Asset Management and British Columbia Investment Management Corporation have recently reached an agreement to acquire a 60% stake in National Grid's gas transmission and metering business.

The Company operates 1 of the 8 independently owned regional GDN's comprising the 3 local distribution zones in Wales and South West of England. Together these 8 networks represent the large majority of the GDN in Great Britain. The gas distribution business comprises the development, administration, maintenance and operation of the Company's GDN and the supply of gas transportation services.

There are other independent gas transporters who operate within the principal area of the Company's operation and the Company has contractual arrangements in place with them to ensure the safe passage of gas to their networks.

In addition to its gas distribution role, the Company also has obligations under its Gas Transporters' Licence to:

- provide 24 hour emergency response to all public reported gas escapes in Wales and South West England, irrespective of the cause (the significant majority of which are unrelated to the Company's distribution network);
- connect gas consumers to the distribution network, unless the consumer chooses to use another party to provide the connection; and
- provide meters to certain consumers if the consumer's gas supplier has not made alternative arrangements.

## Strategic report (continued)

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### **Regulatory environment**

The gas distribution business of the Company is regulated by the Office of Gas and Electricity Markets ("Ofgem"). Ofgem operates under the direction and governance of The Gas and Electricity Markets Authority ("GEMA" or "The Regulator"), which makes all major decisions and sets policy priorities for Ofgem. The mechanism for regulation of the Company's activities in gas distribution and metering is derived from:

- the Gas Act 1986 (as amended);
- the terms of its Gas Transporters' Licence granted under Section 7 of the Gas Act 1986 (as amended); and
- the Utilities Act 2000.

As a regulated business the Company is subject to price controls set by Ofgem which define its allowed revenues. For the year ended 31 March 2022, the Company operated under Ofgem's RIIO (Revenue = Incentives, Innovation and Outputs) principles (the RIIO-GD2 price control) a 5 year price control which commenced on 1 April 2021 and ends on 31 March 2026. This price control defines allowed revenue in respect of operating expenditure, capital expenditure, replacement expenditure and a return on the Company's investment in the gas infrastructure asset. This is the second price control under the RIIO regime.

In addition to the regulated revenues permitted by Ofgem, the Company earns non-regulated revenues, predominantly through gas meter work and smart meter installations. The Company aims to continue undertaking this work where it is of benefit to the Company.

The Company is also regulated by the Health and Safety Executive and other statutory regulations.

The Company submits specified annual returns and a regulatory reporting pack to Ofgem annually, generally by the end of July following the 31 March regulatory year end.

### **Close out of RIIO-GD1**

As part of starting a new price control we are also required to 'Close out' RIIO-GD1, reconciling any under delivery of RIIO-GD1 outputs with actual performance. Due to the coronavirus pandemic we under-delivered on our fuel poor connections deliverable and will be handing back circa £1m of capital expenditure. We over-delivered against all other RIIO-GD1 outputs.

### **First year of RIIO-GD2**

The RIIO framework introduced in RIIO-GD1 remains in place in RIIO-GD2 with some notable differences. These include Price Control Deliverables (specific outputs) for mains replacement, cyber security and a large capital pipeline rebuild project; any non-delivery or change of specification could result in a hand back of cost allowances (which are more prescriptive than the outputs previously reported on in RIIO-GD1).

New mechanisms called 'use it or lose it' allowances for investment in net zero and vulnerable customers have been introduced; we will hand back any allowances unspent in the RIIO-GD2 close out process in 2026.

There is also a considerable increase in the number of 'uncertainty mechanisms' we can utilise if we do not have the costs and workload covered in our base allowances; these require applications to Ofgem for re-imbursement of material spend areas outside of our base allowances.

There is a significant increase in the information required by Ofgem in respect of this price control ("regulatory returns") compared to GD1.

### **Competition and Markets Authority ('CMA') appeal**

On 3 March 2021, WWU sought permission from the CMA to appeal certain matters relating to RIIO-GD2, following approval from the Board. On 31 March 2021 the CMA granted WWU permission to appeal on all 6 of its heads of appeal. Ofgem submitted its defence to the appeals on 23 April 2021 and the appellants, including WWU, responded on 10 May 2021 to Ofgem's defence. The CMA has also held various Teach-in, Clarification and Main Hearings with the Appellants, Ofgem and 3 Intervenor, to gather and understand the evidence submitted. With the exception of the ESO (owned by National Grid), all other GDNs and Transmission energy licensees regulated by Ofgem have also sought, and were granted, permission to appeal by the CMA. The CMA in November 2021 published its Final Determinations from the appeals and WWU were partially successful on 2 grounds of appeal but determined in favour of Ofgem on the other 4 grounds.

## Strategic report (continued)

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### *Competition and Markets Authority ('CMA') appeal (continued)*

In January 2022 we sought to progress the unsuccessful outcome through the next stage of the appeal process to Judicial Review. By an order dated 30 June 2022 served 5 July 2022 the High Court refused permission for the Company's application for permission to apply for judicial review. The Company has challenged the decision pursuant to the civil procedure rules by lodging a notice of renewal of claim for permission to apply for judicial review which has been lodged with the court within 7 days of service of the order on the Company as required.

## WWU Business Review

The results of the Group for the year ended 31 March 2022 are set out in the consolidated profit and loss account and cashflow statement on page 47.

The operating profit decreased to £164.9m for the year ended 31 March 2022 (2021: £172.0m), due to increases in allowed revenue offset by exceptional costs. Exceptional costs were largely associated with the legal challenge to the RIIO-GD2 Final Determinations and the finalised restructuring of the business in preparation for the new price control, which began on 1 April 2021.

As part of the review of all our activities and structures in readiness for RIIO-GD2, we successfully closed the defined benefit section of the pension scheme to future accrual, which resulted in a £9.4m curtailment gain, as well as an extra £0.5m residual voluntary redundancy costs. Subsequent to our decision to challenge the RIIO-GD2 Final Determination with the CMA, we have also incurred an extra £6.1m legal and advisory related costs for the year ended 31 March 2022.

During the year, the Group also revised its accounting policy in relation to upfront configuration and customisation costs incurred in implementing Software as a Service ('SaaS') arrangements in response to the IFRS Interpretations Committee agenda decision clarifying how IFRS Standards apply to these types of arrangements. The impact of this in the current year was a £7.0m charge to operating expenditure which has been disclosed separately.

After net interest of £121.6m and a fair value swap charge of £225.3m (2021: net interest of £124.3m and a fair value swap charge of £6.9m) the consolidated loss before taxation for the year ended 31 March 2022 amounted to £182.0m (2021: profit of £40.8m). The consolidated loss attributable to shareholders amounted to £241.1m (2021: profit of £23.2m).

During the year ended 31 March 2022, the Company invested and capitalised £153.0m, against which consumers contributed £11.4m (2021: £155.9m, against which consumers contributed £11.8m), on expanding and improving the network.

Part of network improvement includes replacement work on gas pipes recorded within capital investment. The Company laid 341kms of gas mains and undertook work on the related gas service pipes running from the gas mains to the properties of gas consumers at a gross cost of £88.9m during the year ended 31 March 2022 against which consumers contributed £4.5m (2021: 339kms at a gross cost of £79.6m against which consumers contributed £2.6m). Consumer contributions are included within turnover.

The replacement work was undertaken either because:

- (i) mains were required to be replaced under a programme defined by the Health & Safety Executive where all iron mains up to and including 8" in diameter and within 30 metres of a property are to be replaced with plastic alternatives within a period of 30 years from 2002; or
- (ii) mains were required to be replaced under a programme defined by the Health and Safety Executive where all iron mains above 8" and less than 18" in diameter, within 30 metres of a property and in excess of a defined risk threshold, are to be replaced within a period of 30 years from 2002; or
- (iii) the overall condition of the metallic main warranted replacement; or
- (iv) of a request (usually through a local authority as a result of a highways project) to move the gas infrastructure.

In addition to meeting the operational standards for the year, the Group also continued to work to improve operational efficiency through the performance management framework and the use of management information tools.

## Strategic report (continued)

### Financial position

#### Basis of accounting

The consolidated financial statements present the Group's results for the year ended 31 March 2022 with comparatives for the year ended 31 March 2021 and the financial position as at 31 March 2022 and 31 March 2021. They have been prepared using the accounting policies shown on pages 52 to 58, in accordance with Financial Reporting Standard 102 ("FRS 102") as issued by the Financial Reporting Council in the United Kingdom.

#### Business unit reporting

In addition to providing the overall results and financial position in the consolidated financial statements, the Company provides a breakdown of those results and balances into a number of different business segments as required by the Gas Transporters' Licence within the Annual "A40 - GDN Regulatory Revenue Return" of Wales & West Utilities Limited prepared to 31 March.

Turnover in note 2 provides an analysis of income derived from regulated activities, non-regulated activities and from customer contributions in the year. Regulated revenue was up by 1.9% to £444.8m from £436.4m in 2021. This was largely due to an increase in capacity income (1.8%). A small unit rate increase of 0.1% plus increased demand on the network are responsible for this rise. Customer contributions were £0.4m lower in the year, down to £11.4m from £11.8m in 2021, as a result of a reduction in customer facing connections.

#### Cashflow generation and liquidity resources

Net cash flow from operating activities amounted to £248.3m, a reduction over the prior year (2021: £256.7m) largely due to higher operating costs.

Investing activities, including transfers to and from deposit accounts with maturities greater than 3 months, absorbed net cash of £128.0m (2021: £19.1m). This significant increase is largely due to a reduction in transfers from invested cash on deposit of £98m over the prior year.

Net cash outflow from financing activities amounted to £244.1m (2021: £71.4m net cash outflow). Financing activities included payment of the £100m bond buyback in April 2021 and a £50m drawdown of the £50m Class B committed revolver in March 2022. £60m was also paid to shareholders in the year, which included £40m of interest deferred from 2021. There were no significant financing activities in the prior year ended 31 March 2021.

Total liquidity resources at 31 March 2022 were £407.8m, comprising cash and deposits of £282.8m and undrawn facilities of £125.0m on committed revolver facilities (2021: £558.6m). Cash balances, reflecting net cashflow, excluding deposits and after taking account of financing activities, reduced by £123.8m (2021: increase of £166.2m). The reduction over the prior year is largely due to the £100m bond repayment and £60m payment to shareholders in respect of interest accrued on loans, of which £40m had been deferred from the prior year. This was partially offset by the deferral of £34.9m accretion payment on the index linked swaps which was due in March 2022. Subsequent to the year-end £20.9m has since been paid. Liquidity resources comprises cash at bank, cash held on deposit and revolving credit facilities.

#### Pension Scheme

The Group operates the Wales & West Utilities Pension Scheme ("the Scheme"). At 31 March 2022, an FRS 102 pension valuation of £76.4m net surplus (2021: £17.0m net deficit) resulted in a credit to the statement of comprehensive income of £73.2m before a deferred tax charge of £18.3m (2021 £67.9m debit before a deferred tax credit of £12.9m). The Company contributed £9m of deficit contributions in respect of the defined benefit section of the Scheme during the year ended 31 March 2022 (2021: £9.3m) in line with the deficit recovery plan.

By reference to section 4.7 of the Scheme Trust Deed and Rules, a surplus in the Scheme is considered recoverable by the Company. Accordingly, the Company therefore considers it appropriate to recognise an asset in respect of the Scheme where one arises. The surplus recognised at 31 March 2022 amounted to £76.4m (2021: £17.0m deficit).

The calculation of the gross pension liability of £480.9m (2021: £577.4m) has a number of areas of judgement, with the key assumptions being the discount rate, inflation rate and assumptions around mortality – as stated below:

- Discount rate - 2022: 2.65%, (2021: 2.00%) : c£66m increase to the liability in the year (2021: £19.2m increase)
- Inflation rate - 2022: 3.65%, (2021: 3.30%) : c£27m increase to the liability in the year (2021: £72.7m increase)

## Strategic report (continued)

### Pension Scheme (continued)

During the year ended 31 March 2022, the Company updated its assumptions around mortality from the Continuous Mortality Investigation ("CMI") 2020 model to the CMI 2021 model (2021: from the 2019 CMI model to the 2020 CMI model), to reflect the latest available information.

The mortality assumption includes a new component – the "w2020/w2021 weighting parameter" – to facilitate the user taking a view of the impact of Covid-19 on future mortality. A parameter of w=10% has been adopted which is consistent with a view that the pandemic's negative impact on life expectancies reduces gradually over the medium term, with mortality rates in 2022 being 5% worse than pre-pandemic (2019) but gradually improving back to 'normal' over the next 5 years. This is consistent with the advising actuary's best estimate view. Adopting the latest CMI model and the w=10% parameter decreases the liabilities by c£8m.

Furthermore, there was a change in cash commutation terms provided to members in January 2022 which increased liabilities by circa £0.7m.

In conclusion, the changes to demographic assumptions and commutation terms decreased scheme liabilities by circa 1.5% which led to a demographic gain of circa £7.2m (2021: decreased scheme liabilities by circa 0.5% and has led to a gain of £3.1m) recognised in the statement of comprehensive income. The mortality base table assumption, prior to the Covid-19 overlay, is consistent with that used for both the 2019 triennial funding valuation and the 31 March 2021 FRS102 pension valuation.

The Scheme net surplus of £76.4m (consisting of assets of £557.3m and liabilities of £480.9m) was based on underlying actual scheme asset valuations as at 31 March 2022. Details of the movements in the Scheme are set out in note 25.

With effect from 31 July 2021, the Company agreed with affected members the closure of the defined benefit section of the WWU Pension Scheme to future accrual. This closure resulted in a one off curtailment gain of £9.4m. Such a gain has been included in the income statement results for the year ended 31 March 2022.

### Shareholder deficit

Shareholder deficit as at 31 March 2022 amounted to £805.4m (2021: £619.2m), an increase over the prior year as a result of a retained loss of £241.1m for the year ended 31 March 2022 (2021: retained profit of £23.2m) largely driven by fair value derivative losses of £225.3m (see note 5(c) for further details) and offset by an actuarial gain on the pension Scheme net of deferred tax of £54.9m (2021: net actuarial loss of £55.0m). The Company does not currently have a distributable reserve. No dividends are proposed or have been paid.

Details of the ownership of the Company are included in note 26. There were no movements in the authorised or issued share capital of the Company during the year or up to the date of signing.

### Borrowings and financing

Details of total gross external borrowings of £2,504.5m (2021: £2,576.1m) are disclosed in notes 12 and 13. Total gross borrowings with senior secured lenders (i.e. excluding subordinated debt owed to shareholder entities and finance leases) of £1,825.6m (2021: £1,914.3m) are also disclosed in note 13.

Wales & West Utilities Finance plc ("WWUF") was established as a wholly owned subsidiary of the Company in March 2010 and is the funding vehicle for raising public bonds to support the long term bond debt financing requirements of the Group.

In addition, the Company has borrowed directly from the European Investment Bank ("EIB"), MetLife and National Westminster Bank plc ("NWB"). These debt investors, together with bond debt investors, comprise the senior secured lenders to the Group.

At 31 March 2022, cash at bank (excluding cash held on deposit) of £134.8m was held by the Group (2021: £258.6m). Cash held on deposit (for a period greater than three months) by the Group was £148.0m (2021: £175.0m).

The cumulative net proceeds of the issue of the bonds, including redeemed bonds, were lent by WWUF to the Company to repay its existing financing and for general corporate purposes.

Payments to shareholders during the year ended 31 March 2022 were £60.0m, comprising £40.0m deferred from 2020, and £20.0m for 2021/22. We anticipate significantly lower payments to shareholders in RIIO-GD2 compared to RIIO-GD1, and this support from shareholders helps to lower leverage.

## Strategic report (continued)

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### **Borrowings and financing (continued)**

Our published leverage target for the end of RIIO-GD1 of net debt (measured on a senior lender basis and includes accrued accretion on inflation linked swaps) between 65% to 70% of Regulated Asset Value ("RAV") was achieved, with an outcome of 66.7% at 31 March 2021.

The outcome for 31 March 2022 was also within that target range, at 66.0% based on senior lender net debt of £1,664.8m and RAV estimated at £2,522.9m. We are reviewing this target range for RIIO-GD2 and expect to update it by March 2023. Liquidity resources remain strong and were £407.8m at 31 March 2022.

Details of the Group's approach to financial risk is set out in the Strategic report on pages 19 to 21.

### **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, PAYE and national insurance, regulatory licence fees, local authority fees (New Roads and Streetworks Act) and relevant rates.

Corporation tax is calculated at 19% (2021: 19%) of the estimated assessable profit for the year.

No current corporation tax charge arises in the year ended 31 March 2022 as a result of tax losses generated in the period (2021: £1.1m tax charge for the financial year after the utilisation of brought forward losses) and an adjustment in respect of prior years, a credit, of £0.2m (2021: £1.3m charge). The overall current tax position for the year has moved from a tax charge of £2.4m in 2021 to a £0.2m credit in 2022 mainly as a result of the loss in the year and a net R&D Expenditure Credit (RDEC) in respect of the year ended 31 March 2021 of £0.6m submitted to HM Revenue & Customs in March 2022.

Deferred tax is calculated based on enacted rates at the time the asset or liability is expected to unwind. The net deferred tax liability recognised as at 31 March 2022 is £337.7m (2021: £260.1m). Details for the movements in the deferred tax liability are disclosed in more detail in note 17(d).

The UK Government announced in the 2021 Budget on 3 March that the statutory tax rate will be increased to 25% with effect from 1 April 2023. This increase in the tax rate was substantively enacted on 24 May 2021 and is therefore reflected in the deferred tax charge for the year ended 31 March 2022. The incremental one-off deferred tax charge is £81.3m.

In accordance with the Group's obligations in respect of Schedule 19 of Finance Act 2016 the 2022 Tax Strategy<sup>2</sup> is publicly available on the business website and can be found in the Publications section. With the aim of being a good corporate citizen, the Group's strategy is to comply with all relevant legislation, regulations and disclosure requirements at all times, to submit accurate tax returns and pay the right amount of tax at the right time, and to maintain a transparent, constructive and professional relationship with HMRC.

### **Fixed assets**

Freehold land and buildings are carried in the consolidated financial statements at depreciated historic cost of £20.0m for the year ended 31 March 2022 (2021: £18.4m).

Investment in the network is essential for ensuring the security of the gas supply and the safety of the public. Gross capital expenditure in the Company's network was £153.0m for the year ended 31 March 2022 (2021: £154.3m).

### **Contractual relationships**

The Group has contractual relationships with many parties including Directors, employees, suppliers, banking groups, debt investors, group companies and affiliated companies (see note 13). Amongst the suppliers is Xoserve Limited, the sole company which provides gas throughput and billing information to the Group and the other GDN's, and which is used by the Group and the other GDN's in setting its regulated gas distribution charges to gas transporters. The Company's investment in Xoserve was £0.1m at 31 March 2022 (2021: £0.1m).

### **Current energy market conditions**

The UK energy supply market remains unsettled due to the volatility in wholesale gas prices.

The Group continues to monitor the shippers' liquidity closely including the level of bad debt risk. At the end of March 2022, there is a £5.1m bad debt provision.

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<sup>2</sup> <https://www.wvutilities.co.uk/media/4364/wales-west-utilities-tax-strategy-2022.pdf>

## Strategic report (continued)

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### Current energy market conditions (continued)

Bad debts arising in a regulatory year, in relation to the Company's transportation business (£5.0m of the total provision of £5.1m), are expected to be recovered in a future regulatory year(s) to the extent the business has used reasonable endeavours to recover amounts from shippers. Over 30 energy suppliers have ceased trading since January 2021, with one placed in Special Administration.

When a supplier fails, there is a process in place to protect customers, ensuring the customer continues to receive energy, whereby Ofgem appoint a Supplier of Last Resort (SoLR) to take on the failed supplier's customers. However, the additional costs of this process (including any unrecovered wholesale gas purchase costs, inherited domestic customer credit balances and working capital costs) are then recovered through the distribution networks and ultimately passed through to consumer bills.

WWU received 17 SoLR claims in December 2021 totalling £95.9m, representing the Company's share of total claims sent to all gas and electricity distribution networks, of £1,837.3m. Following licence modifications by Ofgem to Standard Special Condition A48 of the Gas Transporters' Licence, receipt of SoLR claims in December 2021 obliges WWU to raise transportation charges in 2022/23 to the extent of such claims, and to pay amounts so raised to the SoLRs in 2022/23. The SoLR claims will be recognised from April 2022 onwards and are expected to be accounted for on a net basis in the Profit and Loss Account, as no obligation exists at the balance sheet date. The Company does not expect any material adverse or favourable financial impacts from these transactions in 2022/23.

### Future developments

The Group does not envisage any significant changes in the activity of the Group in the new regulatory control period to 31 March 2026. The Group expects to continue to safely maintain and develop the Gas Distribution Network for the benefit of stakeholders in accordance with the Gas Transporters' Licence granted by the Regulator. The Group has a good record against its key performance measures as set out below and aims to maintain this position into the future.

## Strategic report (continued)

### Key performance measures

The Group uses a number of key measures of operational and financial performance to plan and monitor its business activities. These measures are principally focused on the safe and effective operation of the gas network infrastructure asset. Measures of operational performance include:

- process safety – safety of the gas transportation assets;
- occupational safety and health - injuries, near misses and ill health;
- environment – waste disposal, energy usage and use of natural resources;
- the management of controllable costs in relation to the regulated business;
- the achievement of service levels and the minimisation of complaints;
- the achievement of capital and replacement programme targets and cost efficiency; and
- the reliability of the gas distribution network and other customer facing quality of service measures.

The Directors believe that safety is paramount and, as a fundamental part of this, that all work related injuries and illnesses are preventable. Consequently, the Group measures the level of injuries, incidents and near misses as a key operational performance indicator. In addition, process safety measures have been devised to measure both the 'health' of the infrastructure assets and their impact on the environment and the communities in which the Group works.

Operational reliability is a core measure of the Group's success, and it is fundamental to the Group's relationships with consumers, Ofgem and the public. Reliability of the gas distribution network is monitored in a number of ways, including the number and duration of interruptions to consumers' gas supplies.

The Group is required by Ofgem to meet a number of different service targets ("Overall Standards"), including attendance at gas escapes, notifying consumers in advance of planned interruptions and responding to complaints.

The Company's Gas Transporters' Licence also requires it to meet certain service targets for connections. Performance against these standards is reported to senior management every month and is reportable to Ofgem on an annual basis.

Compensation payments are made to consumers under the Gas (Standards of Performance) Regulations 2005, in the regrettable event that certain service standards are not met. The Regulations were amended at the start of 2022 changing the criteria and payment levels from April 2022. Compensation payments for the year ended 31 March 2022 amounted to £0.3m (2021: £0.2m on a different set of rules and included voluntary doubling of statutory payments).

The Company measures service quality to assess the performance of management and staff in serving consumers, including a monthly survey which is undertaken by an independent market research company (Explain Market Research), the results of which are published on the Company's website and are reported to Ofgem. The scores are out of 10:

	Year ending 31 March 2022	GDN Ranking
Planned work	8.88	6 <sup>th</sup> of 8
Connections	8.72	6 <sup>th</sup> of 8
Emergency	9.56	1 <sup>st</sup> of 8



## Strategic report (continued)

All regulatory standards of performance were achieved in the year ended 31 March 2022 and the preceding years as shown below. Key operational performance measures were:

	License Obligation	Year ended 31 March 2022	Year ended 31 March 2021	Year ended 31 March 2020	Year ended 31 March 2019
<b>Responding to gas escapes</b>					
1 hour target for uncontrolled escapes	97.0%	99.0%	99.2%	99.0%	99.0%
2 hour target for controlled escapes	97.0%	99.9%	99.8%	99.8%	99.8%
<b>Standards of performance</b>					
Issuing quotations	90.0%	99.6%	99.7%	99.7%	99.6%
Offer dates for work start and finish	90.0%	99.3%	99.1%	99.7%	99.9%
Jobs completed on agreed dates	90.0%	92.8%	94.9%	95.0%	97.0%
Responding to complaints	90.0%	99.7%	99.8%	99.9%	99.0%
<b>Customer complaints</b>					
Number of complaints		1,490	1,285	1,549	1,515
Number of jobs undertaken		230,574	206,487	266,792	266,071
Percentage complaints		0.6%	0.6%	0.6%	0.6%
<b>Upheld complaints*</b>					
Ombudsman service		2	-	-	-

\*Upheld complaints are defined in The Gas and Electricity (Consumer Complaint Handling Standards) Regulations 2008.

Key financial performance measures of the Group under FRS 102 were operating costs and operating cash flows as shown below:

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m	Year ended 31 March 2020 £m
Turnover	462.9	454.8	491.8
Operating costs	(298.0)	(282.8)	(268.9)
Operating profit	164.9	172.0	222.9
<i>Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)</i>	249.0	254.6	313.4
Financing charges	(346.9)	(131.2)	(152.6)
Tax	(59.1)	(17.6)	(45.9)
(Loss)/profit after tax	(241.1)	23.2	24.4
Operating cash flows	248.3	256.7	297.3

### Other key performance indicators:

	Year ended 31 March 2022	Year ended 31 March 2021
Total Net Emissions (tonnes CO <sub>2</sub> e)	396,588	399,938
Capital Investment (£'m)	153.0	155.9
Mains Replaced (km)	341	339

## Strategic report (continued)

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### Principal risks and uncertainties

The business, capital structure and the execution of the Company's strategy are subject to a number of risks.

The Company has carefully reassessed the impact of Covid-19 within each of the relevant risk factors.

#### Approach to risk

The Group has an established comprehensive approach to risk and has embedded risk management into its business decision-making process. The systems and processes implemented by the Group, together with the recruitment of appropriately qualified staff, are designed to mitigate the risks identified below.

In addition, the Group undertakes regular reviews of its compliance with the requirements of the Gas Transporters' Licence, standards of service and obligations with the HSE. During the year, and subsequently, this included the ongoing review of the risk assessments in light of the impact of the Covid-19 pandemic on home, office and site working practices, their consequential impact on cyber security and GDPR as well as the volatility in the commodity and supply markets caused by the recent geo-political tensions around the world.

If more than one principal risk event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the Group.

On an annual basis, the Board, as the body with overall responsibility for the Group's system of risk management and internal control and for the monitoring of its effectiveness, undertakes a review of the internal processes, risks and controls with assurance and support provided by one of the Company's sub-committees, the Audit Committee.

A key part of the review is the receipt of a Letter of Assurance from the Chief Executive, which consolidates the key matters of interest raised throughout the year by the management of the Group.

Within the business, the risk management process continues to be based on assessments of operational (including health and safety), regulatory, financial and other business or project risks. Key business departments prepare and maintain risk registers that capture their key risks and the actions being taken to manage them.

These risk registers support the Company's strategic risk register; this incorporates risks that are viewed as important to the Company from an ongoing risk management and mitigation perspective. Senior management is closely involved in the review process, whether that be through discussion at relevant committees or during review and challenge from the Company's internal audit function on a quarterly basis.

The key business risks facing the Company are set out below and have been identified from an inherent risk perspective as having the potential for a material adverse effect on our business operations and results, financial condition or reputation. With appropriate mitigating controls management attempts to reduce the impact of these risks within the business, but some of these risks are not wholly within its control, and may still have potential to result in a material adverse impact on the Group and its business activities, as may factors besides those listed.

Further financial related risks are set out after these key business risks, and include inflation and interest rate risk.

#### **Strategic Risk 1 : Network Asset Management Systems**

*Risk Responsible Officer* : Director of Regulation, Asset Strategy & HS&E

*Risk* : Failure in the design, implementation and maintenance of each of the Company's asset management systems, including asset health, physical security and integrity (e.g. asset data records), may result in major incidents leading to loss of life, adverse impact on the environment, loss of assets, prosecution under relevant legislation, or failure to meet the relevant applicable licence conditions.

*Risk Mitigation* : The Company's asset management systems have been certified to ISO 55001 by an external assessor. The Asset Management team oversees a process of asset integrity and risk based management, which is subject to regular audit.

The WWU gas control centre manages gas flows on a day to day and intra-day basis within our gas distribution network and regular emergency exercises and testing are conducted in conjunction with the National Gas Control Centre as part of WWU's crisis management arrangements. Capital spending and maintenance programmes are maintained by the Company with internal oversight and guidance.

## Strategic report (continued)

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### **Strategic Risk 2 : Health and Safety Incidents**

**Risk Responsible Officer :** Director of Regulation, Asset Strategy & HS&E

**Risk :** There are significant risks associated with failure in the network assets which could result in loss of supply of gas to customers or a fatality or serious injury involving a colleague, a contractor, a member of the public or a third party. 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.

There is a risk that the Health and Safety Executive's ("HSE") 30:30 Mains Replacement Programme, applicable to all GDNs, may not be achieved. Non-compliance with the HSE 30:30 Mains Replacement Programme could result in financial penalties and could cause adverse publicity and impact negatively on the reputation of the Group. A major third-party project within or close to our geography could result in a loss of skilled labour; or a major incident could result in the workforce being diverted away from the replacement programme for a period of time.

**Risk Mitigation :** WWU has a well-established risk based asset intervention programme which is designed to limit the risk of failure resulting in loss of supply, injuries and fatalities. WWU measure customer service at the highest level in the organisation and we have a senior level focus on improvement plans within our Customer and Communities Steering Group. The mains replacement programme is designed at least one year ahead; progress against the targets is shared quarterly with the HSE. The Company implemented a direct labour delivery model from Summer 2021 to give us greater control against the potential risks of losing labour to third parties.

### **Strategic Risk 3 : Regulation and RIIO-GD2 Price Control**

**Risk Responsible Officer :** Director of Regulation, Asset Strategy & HS&E

**Risk :** The gas industry is subject to extensive regulatory obligations with which the regulated business must comply. The application and possible changes of these laws, regulations and regulatory standards could have an adverse effect on the operations and financial position of WWU or, in the case of financial or workload misreporting, a potential fine and a negative reputational impact. The prices which can be charged for the use of the Company's gas distribution network are determined in accordance with the Regulator approved price controls. The outcome of each price control review base-lines the revenues that will be allowed over a pre-determined period (5 years from 2021).

In addition, targeted incentive schemes have been introduced by the Regulator whereby the Group has the opportunity to perform against agreed targets and thereby increase revenues or incur penalties if performance is below the targets.

**Risk Mitigation :** WWU remains fully engaged with Ofgem at all levels of seniority, and the wider industry, to ensure that the RIIO framework remains balanced, sustainable and one that will support investment and customers. WWU has a regulation team and a RIIO steering group to support the RIIO-GD2 price control, understand future plans and the potential impacts on the business.

See the regulatory environment section on page 8 for further information. The Company responds to all potential changes which impact on the business and seeks to mitigate any adverse impacts. The Company has in place an extensive set of policies and procedures to ensure compliance with legal and regulatory obligations.

### **Strategic Risk 4 : Supply Chain**

**Risk Responsible Officer :** Operations Director

**Risk :** An interruption to the supply of critical materials or services could have a significant impact on the Company's ability to repair, maintain, develop and reinforce the network.

**Risk Mitigation :** Since Brexit and during Covid-19 WWU has maintained a critical spares stock holding of repair clamps and other essential material to support the maintenance of the network in the event of an outage. WWU's Procurement department also monitors supplier shortages and in key areas (e.g. PPE and PE Pipe) have support suppliers in place to step in, in the event of failure. There has been minimal impact on the business and corresponding financial statements due to Brexit and the situation is constantly under review.

## Strategic report (continued)

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### **Strategic Risk 5 : Labour Availability and Employee Relations**

*Risk Responsible Officer* : People and Engagement Director

*Risk* : WWU depends on the continued services and performance of a skilled workforce, its ability to retain suitably qualified individuals and recruit individuals with the right experience and skills or in training them, to replace those who leave or retire. The loss of qualified staff, or the inability to attract, retain or assimilate suitably qualified staff in the future, or the delay in hiring any such required personnel, could have an adverse effect on the Company's ability to manage its assets adequately. Turnover remains low comparative to national trends but has been steadily increasing.

*Risk Mitigation* : The Company has a comprehensive range of employment policies which taken together are designed, inter alia, to foster a stable, positive working environment and relationships, and there is a focused recruitment and retention strategy. There can be no assurance that the financial condition and performance would not be adversely affected by the threat of, or taking of, industrial action by employees, the majority of whom are members of union organisations.

### **Strategic Risk 6 : Cyber Security Risk and IT Service Failure**

*Risk Responsible Officer* : Director of Finance and IT

*Risk* : In an increasingly complex environment, with the advent of new technologies, cloud services, mobile working and increased geopolitical situation, traditional security tactics are struggling to combat growing numbers of cyber threats; some of which are unknown and difficult to predict. As an operator of essential services and part of the UK critical national infrastructure, we play a vital role in society, ensuring the supply of energy to domestic and industrial customers across our region. The reliability and security of supply are essential to our customer's everyday activities.

*Risk Mitigation* : The Head of Cyber Resilience has outlined a multi-year Improvement Plan which will see the cyber resilience and maturity of WWU continue to grow, and risk exposure reduce. Phase 1 of this Improvement Plan includes a tightened access control policy and the introduction of privileged access management, together with End Point Protection deployed to the whole estate, and a full suite of ISO27001 Cyber Security Policies. WWU Executive Leadership is regularly updated on the overall state of cyber security and the plans and investment in place to improve the current position.

Key security initiatives undertaken during and subsequent to the year end have reduced residual risk, including the enterprise wide delivery of Endpoint Detection & Response, DMARC (Domain-based Message Authentication, Reporting, and Conformance) implemented on our web gateway to reduce spoofing attempts, a full set of ISO27001 Security Policies deployed and the reduction and remediation of known vulnerabilities within our infrastructure, and the creation of an 'Enterprise Security Council' to provide governance of additional security domains (e.g. Physical, Personnel etc). Additionally, the Head of Cyber is actively involved in ongoing threat intelligence briefings and has increased our monitoring as a result of a formal increase in Threat Level to Amber by the NCSC, due mainly to the volatile geo-political situation in Ukraine. We continue to monitor the position closely.

### **Strategic Risk 7 : Covid-19**

*Risk Responsible Officer* : People and Engagement Director

*Risk* : The Company is continually monitoring the impact on the Group of the Coronavirus pandemic. The safety of our customers and colleagues is fundamental, whilst maintaining the integrity of the gas network we operate.

*Risk Mitigation* : Across the entire year, the Company has undertaken additional safety practices for its operational and office based colleagues, in order to keep them and our customers safe. This includes the continuation of remote hybrid working, with the head office in Celtic Springs and our operational depots only being occupied by a small minority of the staff who normally work from them, and heighten use of personal protective equipment for operational activities where contact with the public or other colleagues is expected.

## Strategic report (continued)

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### **Strategic Risk 8 : Environment and Climate Change**

**Risk Responsible Officer :** Director of Regulation, Asset Strategy & HS&E

**Risk :** There is a climate change decarbonisation risk that a full electrification energy scenario in the UK would lead to the stranding of distribution system assets and loss of value / business. Climate change is a substantial risk and our roadmap is to reduce the risk to the business by adopting both an internal and external strategic approach.

**Risk Mitigation :** The Company currently completed a GAP analysis and benchmarking review of our climate related financial disclosures and have started to develop our reporting strategy and ambitions in relation to climate change. An ESG Sustainability Group is being set-up which will monitor, control and report to the Executive Team and also to the Board through a new ESG Board Committee.

Internally the Company is constantly striving to reduce our operational emissions through numerous cost and waste reduction initiatives. Externally the Company has a unique role to play in the de-carbonisation of our network and are working with our partners to connect more sustainable sources of renewable gas (currently there are 20 renewable sources of gas connected to our network which is equivalent to heating 157,000 homes). The Company is also helping pioneer innovative projects using our 2050 Energy Pathfinder simulation model and working on multiple projects to develop the use of Hydrogen within the network. These are discussed on page 5 and form part of this report by cross-reference.

### **Financial risks**

The Company's operations and capital structure expose it to a range of ongoing financial risks outlined below.

The Directors have delegated the responsibility of monitoring financial risk management to a sub-committee of the Board, the Treasury Committee. However, key decisions of the Treasury Committee are referred back to the Board for ratification. The policies set by the Board are implemented by the Company's finance department through the Treasury Committee.

### **Liquidity risk**

Liquidity risk is the risk that any payment obligation is not met, or is not expected to be met, when due. The Group has significant payment obligations represented by secured debt obligations to third parties.

The Group maintains adequate liquidity resources through a combination of cash balances (overnight or short term deposits) with approved counterparties and headroom under committed revolver facilities provided by core banks. Liquidity forecasting over short and medium term timescales is embedded within the Finance function as a core process and is periodically updated.

The Group's Treasury policy requires an adequate level of liquidity to be maintained, but there can be no absolute assurance that the Group will be able to raise sufficient funds, or funds at a suitable interest rate, or on suitable terms, at the requisite time such that the purposes for which such financing is being raised are fulfilled, and in particular such that all amounts then due and payable on senior secured debt or any other maturing indebtedness will be capable of being so paid when due.

### **Leverage risk**

The Group has significant secured debt obligations to third parties. Excessive leverage, principally represented by high levels of net debt to RAV, can pressurise credit strength, impair ability to raise capital efficiently, invest in the network and maintain shareholder value. To manage this risk the Group maintains a policy to comply with senior lender contractual undertakings including financial ratios, and to achieve strong and stable investment grade credit ratings. From 2017, the Group pursued a senior net debt to RAV policy target ratio within the range of 65% to 70% by 31 March 2021 (using the senior lender measurement basis). That target was achieved with an outcome of 66.7%. The leverage policy is expected to be updated by the year ended 31 March 2023 for the remainder of the current regulatory control period RIIO-GD2 which ends on 31 March 2026.

### **Interest rate risk**

The Group has both interest bearing assets and interest bearing liabilities. Volatility in interest rates, real and/or nominal, could result in uncertainty over future cash flows, compliance with interest cover ratios with senior lenders and rating agencies. This volatility is reduced by a policy of maintaining a fixed nominal and/or real rate on at least 85% of liabilities on a rolling 5 year basis, 75% of liabilities thereafter.

## Strategic report (continued)

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### **Interest rate risk (continued)**

Index-linked swap and interest rate swap contracts are used to achieve the target interest risk profile. As at 31 March 2022, the Company held index-linked swap contracts with a notional principal of £1,000.4m (2021: £1,000.4m) and interest rate swaps with a notional principal of £680.4m (2021: £180.4m). At 31 March 2022 the net fair value liability of the interest and index-linked swap contracts held by the Company was £1,205.4m (2021: £973.4m). This liability may differ materially from the ultimate cost of settling these contracts and remains sensitive to movements in forward interest and RPI rates.

Following a number of index-linked swap trades switching from fixed to floating receipt legs during the year ended 31 March 2022, the Company entered into additional interest rate overlay swaps with a total notional value of £500.0m. These swaps have a floating pay leg and fixed receipt leg which effectively fixes the floating receipt leg on £500m notional of RPI index-linked swaps. These new overlay swaps have an expiry date of 30 November 2023.

Note 14 - Financial instruments and risk management provides further detail.

### **Inflation risk**

Inflation risk exists because CPIH inflation allowed in regulated revenues and RAV does not perfectly offset inflation cost changes within the business (affecting operating costs and investments) and capital structure combined, leading to (i) cash flow risk due to timing mismatches between inflation cash inflows and outflows and (ii) basis risk due to different measures of inflation involved – i.e. CPIH to revenues and RAV but RPI in the cost of debt finance with the use of RPI linked swaps and RPI linked debt.

From 1 April 2021, Ofgem changed the inflationary index from RPI to CPIH for the determination of regulated nominal revenues and RAV and considered this change to be value neutral to investors and consumers in the long run. This change is likely to accelerate revenues into control period RIIO-GD2 and RIIO-GD3 from revenues in subsequent control periods, but likely to result in slower nominal growth in RAV.

The Company has, and continues to use, a significant amount of RPI linked inflation swaps to achieve a fixed real cost on a significant amount of debt in its capital structure and this significant position remains. Since 2010, periodic swap accretion payments due under these RPI swaps create significant cashflow timing differences because they are not offset by inflation cash inflows from future regulated nominal revenues. In addition, the regulatory change to CPIH from 1 April 2021 gives rise to a new basis risk between this RPI linked debt base and the CPIH linked regulated revenues and RAV. These two risks create pressures on liquidity, leverage, and credit rating profile, and ultimately on shareholder value, and are managed within the Company's policies on liquidity, leverage and credit rating. At 31 March 2022, a 0.01% increase to the forward break even RPI curve would result in a £3.2m increase to the RPI index-linked swap liability and a 0.01% increase to forward nominal interest rates would result in a £2.1m decrease to the RPI index-linked swap liability. However, there can be no absolute assurance that these policies will be effective in preventing impairment to liquidity, credit profile and shareholder value.

### **Pension deficit risk**

The Group operates the Wales & West Utilities Pension Scheme ("the Scheme"). The defined benefit section of the Scheme was closed to new entrants in 2005 and 100% (2021: 75%) of members are either retired or have deferred benefits at 31 March 2022. Since 2005 new employees are entitled to enrol into the defined contribution section of the Scheme.

There are risks of increasing deficit pension contributions associated with the financial performance of the assets within the defined benefit section of the Scheme and with the estimate of the liabilities of the Scheme including the longevity of members. Currently, deficit repair costs in respect of service earned to 31 March 2013 are separately funded within regulated revenue. Deficit repair costs in respect of service post 31 March 2013 and ongoing service costs are funded out of the overall controllable cost allowance through regulated revenue.

See page 10 for consideration of the volatility of the pension assets and details of the criteria for the recognition of the pension liability at 31 March 2022.

In order to further minimise the risks of the fluctuating values of liabilities in the defined benefit section of the pension scheme, the scheme was closed to future accruals from July 2021.

## Strategic report (continued)

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### Commodity risk

The Company is exposed to commodity volume risk through the purchase of “shrinkage gas” as a result of its operations. Shrinkage gas is the gas which leaks from the distribution network and also includes gas used by the Company and gas stolen from the network. This risk is partially managed through appropriate commodity purchases in the forward market.

The total gross cost of gas purchased for the year ended 31 March 2022 was £17.7m (2021: £3.7m). The gas is purchased through contracts renewed annually and these contracts typically fix the price of gas a day ahead of purchase. Price risk is allowed for under both the RIIO-GD1 and RIIO-GD2 regimes and treated as a cost pass through using day ahead prices and is therefore substantially mitigated. The volume risk is closely monitored and is also mitigated to a certain extent given the relatively stable flows of gas through the network and consequent consumption volumes. The large increase in gas prices compared to the prior year is due to volatility in commodity prices such as oil which has had a significant impact on supplier costs.

### Credit risk

The Group is exposed to the risk that its counterparties, including shippers, may default on the terms of their agreements. The Company has implemented policies that require appropriate credit checks on potential customers before sales are made. The amount of exposure to any individual counterparty is subject to a limit, which is reassessed on a regular basis. Exposure against credit limits is monitored daily and credit limits are reviewed at least annually in the case of credit checks and when any security document expires, an Investment Grade Rating changes or trading levels increase.

The amount of credit given to gas shippers is governed by the Uniform Network Code (“UNC”) regulations and guideline. These provide for defined levels of unsecured credit with Gas Shippers based on Investment Grade Ratings (“IGRs”) with any excess credit amounts being secured by Letters of Credit, Parent Company Guarantees or by way of prepayment. The UNC criteria allow a maximum credit limit usage of 100% (2021: 100%) which, if exceeded, allows the Company to apply sanctions.

If any of the Company's shipper customers default on their payment to the Company or become insolvent, and provided that WWU has followed and implemented the relevant procedures under the UNC, WWU can make an application to Ofgem for the costs and losses incurred from such events to be passed on to consumers and recovered by the Company.

Credit risk also arises with counterparties such as banks and other financial institutions with whom cash and deposits are placed. WWU's Treasury policy requires independently rated financial counterparties to have a minimum short term rating of A2 with Standard and Poor's, F2 with Fitch or P-2 with Moody's; and a minimum long term rating A- with Standard and Poor's and Fitch or A3 with Moody's. In relation to financial obligations that may arise under derivative contracts, counterparties with such obligations are required to maintain minimum rating thresholds and are subject to collateral posting obligations.

## Strategic report (continued)

### Corporate and social responsibility

#### WWU AND OUR PEOPLE

##### Gender diversity

The Group employed the following mix of staff:

Number	At 31 March 2022			At 31 March 2021		
	Male	Female	Total	Male	Female	Total
Executive and Directors	8	4	12	16	4	20
Senior managers	25	6	31	28	8	36
Other employees	1,505	274	1,779	1,279	257	1,536
<b>Total employees</b>	<b>1,538</b>	<b>284</b>	<b>1,822</b>	<b>1,323</b>	<b>269</b>	<b>1,592</b>

WWU engages contractors to undertake larger capital projects and to provide some resource to back office departments. At 31 March 2022 WWU had over 268 contractors engaged (2021: over 570). The significant reduction resulted from the Company insourcing the replacement activity previously undertaken through the Western Gas Alliance using a primary contractor, Morrison Energy Services ("MES"). On the insourcing of that work, the relevant employees of MES transferred across to the Company under the TUPE regulations. The Group is based in the UK and, to the extent that it is appropriate, aims for a workforce that is representative of the communities in which it operates.

The Group is committed to ensuring equal opportunities in recruitment, career development, promotion, training and reward for all employees.

##### Employment policies

The Group recognises that its employees are key to both the present and future success of the Group and supports the fundamental belief that to maximise the potential of every individual there must be:

- a comprehensive framework of policies, business priorities, values and behaviours which are widely understood;
- appropriate investment in training and development;
- a supportive working environment; and
- employee participation and involvement in business matters.

All employees have regular opportunities to discuss their individual performance and development in a focused and proactive way. The Group seeks to maximise employees' potential by identifying and developing talent and skills.

##### Colleague engagement

Our commitment to clear, regular and two-way engagement is fundamental in how the business is managed. We have a comprehensive employee engagement and communications strategy which has well embedded channels. By regularly gathering colleague views and consulting with our Trade Union Representatives, we can develop and adapt our colleague engagement activities with confidence.

A targeted communication programme is developed by our People & Engagement Department and fully supported and led by the Executive Team. The Executive Team comprises the five WWU internal department heads together with the CEO and Legal Counsel. During the year this included a programme of limited face to face colleague briefings (due to Covid-19 restrictions) by our Executive Committee, complemented by regular online briefings and Q&A sessions.

We have an annual face-to-face communications programme where the Executive Team and Senior Managers meet colleagues in an interactive roadshow format in different geographical locations across our network. These roadshows provide an opportunity to share information across a wide range of topics of interest, based on our business priorities, as well as an opportunity to discuss local and network wide matters of interest or concern to colleagues.

As Covid-19 restrictions ease, during March 2022 we reinstated our face to face Operational 'Roadshow' programme, visiting a number of depots across our network to date. Connecting with colleagues in person to gather their views and ideas for the future is already proving invaluable in shaping our onward 2022 communication and engagement delivery.



## Strategic report (continued)

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### *Colleague engagement (continued)*

In addition, our senior level Employee Forum is chaired by our Director of People and Engagement and focused on matters of change and business performance. Members of the Executive Team and Senior Trade Union representatives usually meet monthly to discuss and report on key matters of importance to colleagues and representatives such as company policy, organisation design, pay and terms and conditions.

Supporting this are two formal consultative forums which are chaired by our Chief Operating Officer and Director of Business Services – focusing on operational staff and office staff respectively. In 2021, there were some significant discussions around pension scheme changes and the pay award which meant that the forums met more frequently. We successfully consulted on closing our DB Pension Scheme to future accrual and agreed a 5 year pay deal for the regulatory GD2 period. This was a significant achievement, especially as no industrial action was taken.

Other regular methods of colleague engagement and collaboration include our Management Conferences, Young Person's Network, Wellbeing and Health Forum, and more recently our Women's Inclusion Network (WIN). Set up independently by a small group of female colleagues, our WIN has been embraced by our senior team and is now jointly chaired by our Director of People & Engagement and Director of Regulation, Asset Strategy & HSE, and sponsored by our Director of Finance & IT. In operation for the last 5 months and officially launched to the business on International Women's Day (8<sup>th</sup> March 2022), the group has made an impact with a trial of safety alarms for lone workers and kickstarting the creation of a Women's Health Policy.

Our magazine '2W' has remained a communications channel of choice for colleagues since 2005, and we took the decision during 2021 to move away from printed copies to an online digital format. 2W provides a colleague-centric view of what goes on at WWU – showcasing achievements, awards and stories about our people, as well as updating them on key business activities and projects.

This is supplemented by our online intranet which is updated daily with the latest news from the Company and colleagues. Called 'Pipeline', this is our central hub of information for our people which can be accessed via mobile devices or desktops. Colleagues at all levels can submit 'blogs' which are often opinion pieces on topical or business issues of importance to them. We are currently developing plans to replace Pipeline in 2022 with a new digital workplace channel – offering colleagues more opportunities to engage and collaborate right across the business, providing a central hub and vital resource library.

We believe this to be an important channel as we move towards different ways of working post pandemic. Our new Hybrid Working policy is about to be launched as we develop more flexible workplace and home-working arrangements, for colleagues in roles where this is possible. Consulting widely with colleagues has told us that going forward colleagues would like the opportunity to retain some working from home as part of their working week, complimented with time at the office or depot so they can meet and collaborate with others in person.

The Group continues to formally consult employees at all levels in the spirit of partnership and co-operation; colleague engagement surveys and 'pulse' surveys provide the Group with valuable information upon which to base future policy decisions and understand the concerns of colleagues. WWU has in place, since 2017, a silver level accreditation from Investors in People (IiP). We are delighted that in spite of the turmoil and challenges Covid-19 placed on our business and our colleagues, our focused communication and engagement activities resulted in us retaining our silver level accreditation in 2021.

A strategic and targeted review conducted by IiP concluded that we had achieved a stronger Silver than in 2017 with our colleagues sharing that during the pandemic that they felt safe and supported by the increase in communication, and visibility our senior leaders albeit virtually. They also praised the approach to developing and putting in place our new business operating structure, updating our strategic priorities and values, particularly after a period of such change. They also liked the positive culture of continuous improvement the business is building to ensure the sustainability of our organisation for the long term.

The Group offers equality of opportunities and support for disabled employees and provides a comprehensive occupational health service which seeks to retain colleagues in employment. The Group's policy for the employment of disabled persons gives full and fair consideration to all applications for employment made by such persons, having regard to their aptitudes, abilities, values and behaviours in support of the Group's operational requirements. Once employed, a development plan is designed so as to ensure suitable opportunities for each disabled person.

## Strategic report (continued)

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### Colleague engagement (continued)

Arrangements are made, where possible, for retaining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities in line with the Group's operational requirements. The Group operates an in-house Occupational Health function to ensure a continued focus on the health and well-being of the Group's workforce with a wide-reaching Wellbeing Strategy, with focus in the year on supporting psychological health.

### Training and development

The Group has consistently sought to recruit and retain the best employees in its geography in order to provide the level of service, which is expected by customers, and invests appropriately in training to protect and develop key competencies. The Group measures success in this area through employee retention. The Group had a voluntary staff turnover rate of 8.4% during the year ended 31 March 2022 (2021: 4.0%). This increase was due in part to the restructuring activities and voluntary redundancy program that was completed in readiness for the start of the new price control, albeit we are now experiencing higher rates of underlying turnover compared to prior years.

To maintain appropriate retention rates the Group has developed a comprehensive People Strategy and continues its focus on wellbeing, succession planning and talent management. This ensures that colleagues with key skills and knowledge are retained and that there is a plan to replace them upon retirement.

The WWU Apprenticeship Programme is a 3 to 5 year training period, depending on the course of study undertaken. There are 3 purpose built in-house training centres for the apprentices to develop their practical and technical skills. Recruitment is undertaken on a targeted basis, ensuring that apprentices are recruited to areas of need. Our apprentice population has been recruited into all our key operational disciplines of "Emergency", "Mechanical Engineering", "Electrical & Instrumentation", "Build and Repair" and "Replacement". All our apprenticeships are in key technical areas where skills are not readily available in the external market and training times can be up to 5 years.

Ensuring continuity of the key skills required within the industry and enabling a full and proper knowledge transfer to take place will ensure that the Group is well placed to effectively undertake this work going forward. Working with our sector skills council, Energy & Utility Skills, and other key partners, we are able to effectively and proactively plan for the future. The number of additional apprentices employed since WWU started trading in 2005 is 188 (2021: 188).

Since 2005 the Company has also directly employed people previously employed by the Group's contract partners. This has tangible benefits to both the employees and the Group - not least the fact that it further refreshes the workforce.

### Impact of Covid-19 on Colleagues

During the Covid-19 pandemic lockdown, WWU has been using technology to support our communications and engagement strategy more than ever. Our roadshows were temporarily replaced with live Question & Answer sessions with our Executive Team and Senior Managers, for which recordings were made available. We decided to continue with this method as well as commence smaller depot visits and round table discussions as colleagues found the online versions are easily accessible during the working day, can reach more colleagues, and could watch recordings at a time that is better suited for them. Our meetings with the Trade Union during the year were held both virtually and, where appropriate, face to face.

Colleagues who can work from home have been supported to do so since March 2020, and a steering group was set up to review options for returning safely to offices and depots as and when Government guidance allowed. After commencing our repopulation plans in late 2021, we then had to put these plans on hold once government guidance changed.

We re-commenced the plans in February 2022 and have moved to phase 2 of the repopulation plan in Q2. Operational colleagues have been safely deployed into our communities based on relevant guidance for that area. Throughout 2020 and 2021 we undertook research to establish their views on our works continuing as well as to understand their expectations in regard to safety matters such as PPE, social distancing etc. This supported our customer communications so that we were able to target different areas with relevant messaging at the right time.

### Transition impact of RIIO-GD2

In RIIO-GD1 the Mains Replacement programme was delivered through the Western Gas Alliance; a partnership between WWU and a leading Tier 1 provider. Following an extensive external tender process WWU has taken the decision to end this arrangement and transition to an in-house delivery model.

## Strategic report (continued)

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### Transition impact of RIIO-GD2 (continued)

On the 30 June 2021 the Western Gas Alliance ceased; contractor staff joined WWU as employees and WWU took on the management and delivery responsibility of the RIIO-GD2 outputs and deliverables. As a result of this employment transfer, WWU increased its directly employed labour workforce by over 250 employees. WWU will continue to contract with a number of smaller organisations in order to meet the full RIIO-GD2 output.

### Process Safety

The Company's objective and obligation is to manage the risk of a major accident or severe gas supply loss. The management of the gas carrying assets is significant and a comprehensive safety management system has been established which is certified to ISO 55001; a Safety Case has been submitted to, and approved by, the Health and Safety Executive. During the year ended 31 March 2022 there were no significant incidents on the gas network (2021: one).

### Occupational Health and Safety

The Company's objective is to achieve zero work-related injuries, zero work-related ill health and zero injuries to members of the public. During the year ended 31 March 2022, there were two labour lost time injuries ("LTIs"), giving a 12-month frequency rate of 0.06 LTIs/100,000 hours worked for direct labour (2021: two LTI's: 0.07 LTIs/100,000 hours worked).

The Company continues to make progress in the management of occupational illnesses with a comprehensive health surveillance and occupational health programme for industrial employees. With a deployed workforce of around 2,160 (2021: around 2,300), a multi-million-pound replacement programme and the Company's core role of managing the safe and secure delivery of gas; the safety challenge is significant.

The Company meets this challenge by having a comprehensive management system designed and certified to "ISO 45001 – Occupational Health and Safety" ("ISO 45001"), with a structured risk management process at its core. WWU is proud to be amongst the first UK companies to achieve this standard in October 2018 and the first GDN to do so.

The Company believes that its safety performance is amongst the leaders in the sector. This valued position is targeted at being maintained through continued, vigilant implementation of its health, safety and environmental procedures. Nurturing a safety aware culture within the Company's workforce that sees clear accountability resting with line management and its employees is a key element of the Company's successful record.

### WWU AND OUR COMMUNITY

The Company aims to be a socially responsible business within the region covered by its gas distribution network, and by working in collaboration with the other Gas Distribution Networks, develop UK wide projects and is working to combat fuel poverty on two fronts. Funding has enabled 1,250 homes to have a first-time gas connection over the last 12 months with funding from third party schemes supporting the installation of a new heating system and insulation measures. At a time of increasing energy prices, we are working with organisations including Warm Wales, National Energy Action, Citizens Advice Bureau and the Fuel bank Foundation to help customers maximise their income, tackle the energy efficiency of their home, change their behaviours towards energy, and where necessary, provide fuel vouchers to help customers keep the heating on.

### WWU, THE ENVIRONMENT AND CLIMATE CHANGE

The Company is also proud of its environmental achievements and again maintained certification to "ISO 14001 - Environmental Management". By utilising and developing industry-wide best practices, the Company has reduced its environmental impact. Key areas of focus have been climate change, the disposal of waste to landfill and the use of quarried stone. Protecting the environment is a key focus for the Company going forward, and the Company is constantly looking for ways to minimise the environmental impact of its past, present and future activities. Details of the Company's carbon emissions can be found in the Director's report on pages 39 to 40 and form part of this report by cross-reference. Climate change is a substantial risk and our roadmap is to reduce the risk to the business by adopting both an internal and external strategic approach. Internally we are constantly striving to reduce our operational emissions and we have been successful in reducing net emissions as disclosed above. Externally we have a unique role to play in the de-carbonisation of our network and are working with our partners to connect more sustainable sources of renewable gas (currently we have 20 renewable sources of gas connected to our network).

The Company continues to manage its portfolio of contaminated land sites. These sites are former manufacturing gas plants and can sometimes have a complex mix of contamination dating back over 100 years. The Company's remediation programme has a main focus on managing environmental risk.

### Non-Financial Reporting

Details of the Company's employment policies form part of this report by cross-reference. The Group also has policies on fraud, anti-bribery and whistleblowing as described on page 27.

The Group has also published a modern slavery statement and corporate responsibility policy – both of which can be found on the companies' website: [www.wwutilities.co.uk/about-us/our-company/publications](http://www.wwutilities.co.uk/about-us/our-company/publications). WWU and its owners have a zero tolerance to slavery and human trafficking and are committed to ensuring that there is no modern slavery or human trafficking in its supply chains or in any part of its business. WWU joined the Slave-Free Alliance in 2019, an organisation set up by the charity Hope for Justice and WWU will continue to work with them in the future to improve its systems and processes and the fight against modern slavery.

Environmental matters and climate change are discussed on page 5 as well as the Carbon Reporting measures on page 39. We exceeded our commitment to reduce carbon emissions by 10% over the 2013-2021 price control period.

### The Board's Statement on s172(1)

The Board of Directors, in line with their duties under s172 of the Companies Act 2006, act in a way 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 to a range of matters when making decisions for the long term.

Key decisions and matters that are of strategic importance to the Company are appropriately informed by s172 factors.

Through an open and transparent dialogue with our key stakeholders, we have been able to develop a clear understanding of their needs, assess their perspectives and monitor their impact on our strategic ambition and culture. As part of the Board's decision-making process, the Board and its Committees consider the potential impact of decisions on relevant stakeholders whilst also having regard to a number of broader factors, including the impact of the Company's operations on the community and environment, responsible business practices and the likely consequences of decisions in the long term.

Below are our key stakeholder groups, how we engaged with them throughout the year and how we measured the effectiveness of the engagement.

#### Engaging with stakeholders

The success of our business is dependent on the support of all of our stakeholders. Building positive relationships with stakeholders that share our values is important to us, and working together towards shared goals assists us in delivering long-term sustainable success. In order to fulfil their duties, the Directors of the Group itself take care to have regard to the likely consequences on all stakeholders of the decisions and actions which they take. Where possible, decisions are carefully discussed with affected groups and are therefore fully understood and supported when taken.

Reports are regularly made to the Group Board by the business units about the strategy, performance and key decisions taken which provides the Board with assurance that proper consideration is given to stakeholder interests in decision making. At Group level, the Board is well informed about the views of stakeholders through the regular reporting on stakeholder views and it uses this information to assess the impact of decisions on each stakeholder group as part of its own decision-making process.

Details of the Group's key stakeholders and how we engage with them are set out below:

#### Shareholders

As owners of our Group we rely on the support of shareholders and their opinions are important to us. The shareholders have appointed shareholder representatives to sit on the Board. The Board has appointed two independent non-executive Directors to the Board to represent stakeholders and provide an expert independent view. We have an open dialogue with our shareholders through one-to-one meetings, group meetings and webcasts and the Annual General Meeting (WWUF only). Discussions with shareholders cover a wide range of topics including financial performance, strategy, outlook, governance and ethical practices.

#### Debt investors

We continue to communicate with our debt holders upon request through ongoing reporting requirements, information provided in the Company's investor website and investor updates prior to any possible debt issuance.

#### Colleagues

Our people are key to our success and we want them to be successful individually and as a team. Our culture is built on our Company Ambition, Priorities and Values which were developed with staff in 2013 and recently updated as discussed in more detail in the Chief Executive's report. This underpins all of our people procedures and activities. There are many ways we engage with and listen to our people including colleague surveys, forums, round table groups, face-to-face briefings, internal communities, newsletters and through our anonymous colleague whistle-blowing line. Key areas of focus include health and well-being, development opportunities, pay and benefits. Regular reports about what is important to our colleagues are made to the Board ensuring consideration is given to colleague needs.

Details of the Company's employment policies and employee consultation undertaken can be found in the Strategic report on pages 22 to 24 and form part of this report by cross-reference.

## Strategic report (continued)

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### Colleagues (continued)

Consultation with colleagues is very important on a wide range of issues, but none more so than on matters of safety. Our approach to fatigue and working time has been undertaken alongside Trade Union representatives and colleagues, with their input being received at the HSE Consultative Forum chaired by the Chief Executive and subsequently in working sessions. Colleague feedback has helped us to shape an evolved risk assessment process, policy documents and colleague communications.

### Customers

Our ambition is to deliver best-in-class service to customers. We build relationships with our customers, who are mainly gas shippers and the end gas consumer, with whom we interact to understand their needs and views and listen to how we can improve our service for them. We use this knowledge to inform our decision-making, for example to tailor our workforce to suit customer demands. Details of the Company's key performance measures, including Ofgem standards of service and customer satisfaction results can be found in the Strategic report on pages 9 to 15 and form part of this report by cross-reference.

The Customer Engagement Group ("CEG") was formalised in August 2018 with a role to scrutinise our future plans. They are an independent group that reflects the views of customers and stakeholders from across Wales & the South West of England. The group is chaired by Sian Callaghan, Communications Consultant and experienced Non-Executive Director, who has extensive experience of Corporate Communications in highly regulated industries. Sian has held senior positions at Centrica/British Gas, and the Office for National Statistics. To reflect the views of communities from across Wales and the South West of England, Sian is joined by 6 other members' representing different customers and stakeholders, with specialisms in communications and engagement, business, safeguarding vulnerable customers and research.

Ofgem published its Final Determination for the next regulatory control period, RIIO-GD2, on 8 December 2020. Throughout the RIIO-GD2 discussion process the Company evaluated the outcome and continued to participate actively in bilateral and industry discussions with Ofgem to get the best outcome for customers. It was clear the interests of the customer had not been at the forefront of the RIIO-GD2 Final Determination, hence on 3 March 2021, WWU sought permission from the CMA to appeal certain matters relating to RIIO-GD2, following approval from the Board. On 31 March 2021 the CMA granted WWU permission to appeal on all six of its heads of appeal. Ofgem submitted its defence to the appeals on 23 April 2021 and the appellants, including WWU, responded on 10 May 2021 to Ofgem's defence. The CMA has also held various Teach-in, Clarification and Main Hearings with the Appellants, Ofgem and three Intervenor, to gather and understand the evidence submitted. With the exception of the Energy Systems Operator ("ESO" owned by National Grid), all other GDNs and Transmission energy licensees regulated by Ofgem have also sought, and were granted, permission to appeal by the CMA. In October 2021 the CMA issued its Final Determination on the various RIIO-2 appeals before it. The CMA determined in favour of WWU on two grounds of appeal but determined in favour of Ofgem on the other four grounds. WWU has sought a judicial review of the outcome. By an order dated 30 June 2022 served 5 July 2022 the High Court refused permission for the Company's application for permission to apply for judicial review. The Company has challenged the decision pursuant to the civil procedure rules by lodging a notice of renewal of claim for permission to apply for judicial review which has been lodged with the court within 7 days of service of the order on the Company as required.

### Suppliers

We build strong relationships with our suppliers to develop mutually beneficial and lasting partnerships. Engagement with suppliers is primarily through a series of interactions and formal reviews and we also host regular conferences to bring suppliers and customers together to discuss shared goals and build relationships. Key areas of focus include innovation, health and safety and sustainability. The Board recognises that relationships with suppliers are important to the Group's long-term success and is briefed on supplier feedback and issues on a regular basis.

The majority of third party spend is subject to formal tender, contracting and performance management processes. This includes the formal assessment of a suppliers' capability, professional standing, insurance coverage and Health & Safety management credentials. Strategic suppliers are also subject to performance management throughout the term of the contract and most include performance indicators, and some performance incentives. The procurement team operate in a strategic capacity, sourcing contracts to support business outcomes and is not involved in tactical purchasing, as this is performed by the end users, at point of need.

Stakeholder engagement underpins the strategic sourcing approach deployed. Most tender events include 3-4 key stakeholders from varying disciplines across the business. These stakeholders provide the necessary category expertise to ensure business objectives are met. These stakeholders also become the contract owners, once contracts are agreed and suppliers appointed. This continuity also ensures that stakeholders are bought into the process early and then responsible for their successful delivery.

## Strategic report (continued)

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### Suppliers (continued)

In the last year we have run two IT tender events with the external support and expertise from ImprovIT, which were for SAP S4 Application Support Services and Infrastructure Support Services. All above and below threshold tenders run by the Procurement team are done in collaboration with the business and subject matter experts. For the majority of tenders, the qualitative assessment of the bids is solely made by the business experts. This stakeholder engagement approach ensures winning tenders are both fit for purpose and represent value for money.

Details of the Company's key contractual relationships can be found in the Strategic report on page 12 and forms part of this report by cross-reference.

### Communities

We engage with the communities in which we operate to build trust and understand the local issues that are important to them. Key areas of focus include how we can support local causes and issues, create opportunities to recruit and develop local people and help to look after the environment. We partner with local charities and organisations at a site level to raise awareness and funds. The key issues and themes across local communities are reported back to the Board. The impact of decisions on the environment both locally and nationally is considered with such considerations as minimising the use of Shrinkage gas and Carbon Monoxide awareness.

### Government and regulators

We engage with the Government and regulators through a range of industry consultations, forums, meetings and conferences to communicate our views to policy makers relevant to our business. Key areas of focus are compliance with laws and regulations and health and safety. The Board is updated on legal and regulatory developments and takes these into account when considering future actions. Details of the Company's regulatory environment including RIIO-GD2 can be found in the Strategic report on page 8 and forms part of this report by cross-reference.

Illustrations of how s172 factors have been applied by the Board can be found throughout the Strategic Report. For example, information on how we maintain safety records can be found on page 25; for details on how we have considered the impact of the Company's operations on the community and environment see pages 24 to 25; for capital allocation and investment decisions, see pages 9 to 12.

## Strategic report (continued)

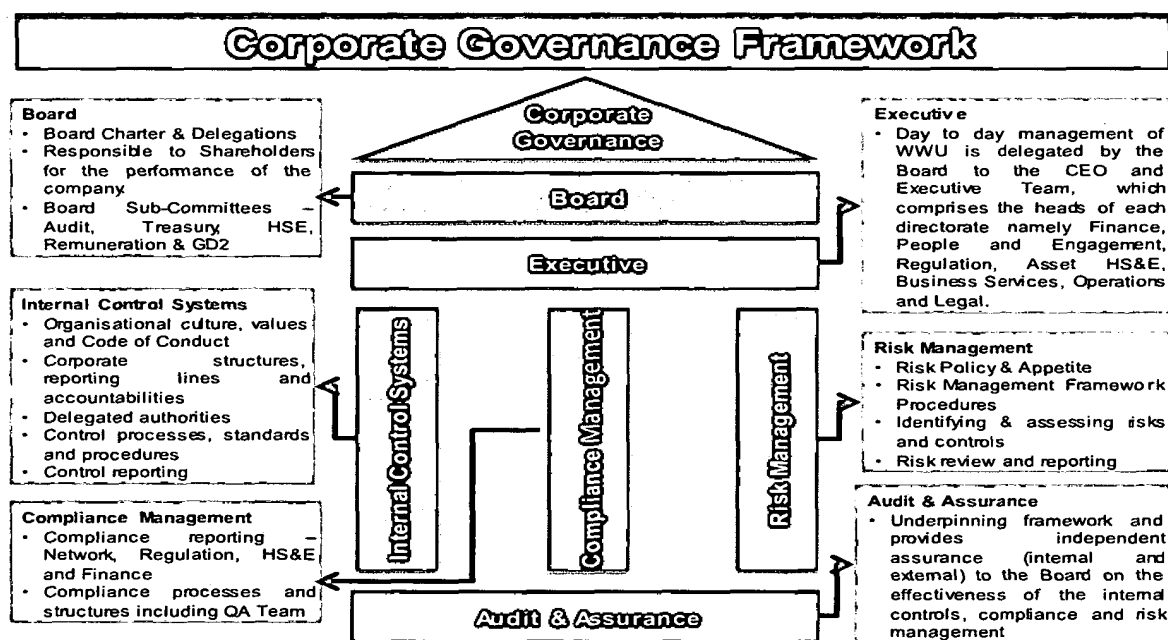
### The Board and its Corporate Governance Framework

#### Scope of Corporate Governance statement

WWU is not a listed entity, but as a large private company is required to prepare a corporate governance statement under section 172 of Companies Act. This statement has been prepared using the 'Wates Principles' ("Wates") to provide a clear message on the business model, future strategies and core values of WWU. It describes how the Directors have had regard to the matters set out in section 172(1)(a) to (f) of Companies Act.

#### Corporate Governance Framework

Details of the Board and its Corporate Governance Framework are set out below. The board has detailed terms of reference setting out its responsibilities, accountabilities and reporting obligations and, in respect of the subsidiary board committees, how they operate in conjunction with the Board as detailed later in this section. These, together with the risk management and internal control frameworks, form an effective and robust governance structure designed to manage and develop the Group in accordance with the Group's strategy.



#### Board of Directors

The Board is responsible to the shareholders for all aspects of the Group's and Company's performance and meets on a bi-monthly basis to review the strategic direction of all business activities and monitor performance against approved business plans and budgets.

Appointment to the Board is made in accordance with the articles of the Company.

The roles of Chairman (Andrew Hunter) and Chief Executive Officer (Graham Edwards) are held separately. There is no standing Deputy Chairman. All Directors have access to the advice and services of the Company Secretary who is responsible for ensuring that the Board procedures and applicable rules and regulations are observed. The Directors other than the Chief Executive and his alternate are independent of management and free from any business or other relationship with the Company, other than as shareholder representatives. Due to the nature of the Shareholder Agreement in place for the Wales & West Gas Networks (Holdings) Limited Group, which entitles each shareholder to a relevant number of seats on the Board of each entity in that group, WWU's shareholder appointed board Directors are representatives from each shareholder. Therefore, the shareholders are already appropriately protected as they are involved in making all the key business decisions. As such some aspects of the UK Corporate Governance Code are not applicable for the Group.

All Directors have full access to the internal audit team, the external auditor and to management. No director has a financial interest in the Company other than by way of their fees as disclosed in the Report of the Directors. The Chairman has confirmed that he has sufficient time to undertake his duties as Chairman given his commitments outside the Group.



## Strategic report (continued)

### Board of Directors (continued)

Grant Hawkins and Michael Pavia are independent non-executive Directors. The role of the non-executive Directors includes scrutinising the performance of management; satisfying themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.

The two independent non-executive Directors attend and participate in decisions at all WWU Board meetings and at meetings of WWU's Audit, Treasury, Remuneration and HSE Committees. Whilst these are formally constituted at the Wales & West Gas Networks (Holdings) Limited ("WWGN") Group level, their work relates to the Group's activities. The independent non-executive Directors therefore play a full part in all strategic decisions at the WWU Board. All Directors' views are given full consideration and due weight in all proceedings of the Board and committees.

During the year ended 31 March 2022, attendance at Board and Committee meetings has been quorate. Papers are circulated to the relevant Directors in advance of the meetings and, where they have been unable to attend, any comments or issues are raised with management prior to the meeting.

The Board meetings held during the year and up to the date of signing are detailed below with attendees:

Date of 2021/22 Board meetings	Attendees	Directors	Attendance at Board meetings
15 April 2021	8 out of 8	Andrew Hunter	10 out of 10
21 June 2021	8 out of 8	Graham Edwards	10 out of 10
15 July 2021	8 out of 8	Dominic Chan (or alternate)	10 out of 10
25 July 2021	8 out of 8	Grant Hawkins	10 out of 10
16 August 2021	8 out of 8	Hing Lam Kam (or alternate)	10 out of 10
29 September 2021	7 out of 8	Duncan Macrae	9 out of 10
19 November 2021	8 out of 8	Michael Pavia	10 out of 10
6 December 2021	8 out of 8	Charles Tsai	9 out of 10
12 January 2022	8 out of 8		
26 January 2022	7 out of 8		

Board composition is reviewed regularly to ensure appropriate balance of expertise, skills and experience for the requirements of the business of the Group. Evaluation of the performance of the Board Directors is conducted by virtue of their appointments being made and monitored by the investing shareholders; accordingly there is no standing nominations committee.

The performance of members of the Executive Committee is assessed annually by the Chief Executive Officer as part of WWU's performance management process.

All Directors make an active contribution to the affairs of the Board. The Company Secretary is responsible to the Board for ensuring that all Board procedures are followed and that the Board is briefed on all legislative, regulatory and corporate governance developments.

The Board reserves for its consideration or approval all Company matters which includes the Group's strategy, major items of capital expenditure and certain material contracts, save for those which it explicitly delegates to management. The form of delegated authority is reviewed by the Board periodically.

The Board is responsible for monitoring the statutory audit of the annual report and consolidated financial statements, reviewing and monitoring the independence of the statutory auditor, and, in particular, the provision of additional services to the Company.

**The Remuneration Committee**, which comprises Andrew Hunter, as Chairman, Graham Edwards, Duncan Macrae, Hing Lam Kam, Michael Pavia and Grant Hawkins has written Terms of Reference. This Committee meets as necessary to consider and determine the terms and conditions of employment of senior management, including salary, bonus, and pension entitlements. The activities of the Remuneration Committee meetings are reported to the Board at least annually.

## Strategic report (continued)

### Board of Directors (continued)

**The Treasury Committee**, which comprises Dominic Chan, as Chairman, Duncan Macrae, Michael Pavia and Grant Hawkins, has written terms of reference and meets as required. The Directors have delegated financial risk management to the Treasury Committee, which considers the funding requirements of the Group and reports its activities to the Board with key decisions referred back to the Board for ratification. The policies set by the Board are implemented by the Company's Finance department.

**The Health and Safety Committee**, which comprises Michael Pavia as Chairman, Graham Edwards, Dominic Chan and Duncan Macrae, has written terms of reference and meets regularly. It reviews the Company's safety and environmental record and activities. The activities of the Health and Safety Committee meetings are reported to and considered by the Board at each HSE meeting, with a formal report being presented to the Board on an annual basis.

**The Audit Committee**, which comprises Michael Pavia, as Chairman, Dominic Chan, Duncan Macrae, Grant Hawkins and Charles Tsai, has written terms of reference. This Committee meets at least three times a year to monitor the adequacy of internal controls, accounting policies and financial reporting of the Company and the Group and receives reports from the internal audit team and external auditor on a regular basis. The activities of the Audit Committee meetings are reported to and considered by the Board.

During the year, and in the period up to the approval of these consolidated financial statements, the Audit Committee held three meetings and assisted both executive and non-executive Directors to discharge their individual and collective responsibilities by undertaking the following work:

- i. reviewed significant issues and provided comments on the consolidated financial statements, received reports from the external auditor setting out the audit approach and plan, significant audit risks and conclusions on the group's internal controls and risk management and confirming auditor independence;
- ii. reviewed the appropriateness of accounting policies, significant accounting judgements and evidence supporting the going concern basis for the accounts and recommended approval of the accounts to the Board;
- iii. reviewed the effectiveness of the external auditors and their effectiveness in respect of the audit process and discussed their outputs with the external audit partner;
- iv. reviewed the effectiveness of the internal audit function, including approving the appointment of external co-sourcing partners to carry out specialist assurance work;
- v. considered and approved external auditor's fees for both audit and non-audit services, by reference to the Committee's policy on approval of non-audit fees;
- vi. approved the internal audit work programme for the year, reviewed progress against the programme and received reports on the outputs of internal audits;
- vii. reviewed the risk and control framework and reporting; and
- viii. monitored compliance with the Company's procedures designed to prevent bribery, having regard to the provisions of the Bribery Act 2010, including receiving reports on any whistleblowing allegations.

The external auditor has confirmed to the Audit Committee that it remains independent and maintains internal safeguards to ensure its objectivity. The Audit Committee considers that the external auditor remains independent.

Attendance at Committee meetings by Directors and/or alternates during the year ended 31 March 2022 and up to the date of signing is shown below:

Date of meeting	Audit Committee	Remuneration Committee	Health and Safety Committee	Treasury Committee
21 June 2021	4 out of 5	-	-	-
29 November 2021	3 out of 5	-	-	-
16 February 2022	-	-	3 out of 4	-
18 February 2022	-	5 out of 6	-	-
17 March 2022	4 out of 5	-	-	3 out of 4

## Strategic report (continued)

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### Internal control

The Board is responsible for the process to identify, evaluate and manage significant risks facing the Group and maintaining the Group's system of internal control to safeguard shareholders' investment and the Group's assets and for reviewing its effectiveness. The system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. There is an ongoing process for identifying, evaluating and managing the significant risks faced by the Group through the risk register that is regularly reviewed by the Board and has been in place throughout 2021/22 and up to the date of the approval of these consolidated financial statements. The risk register is updated and reviewed by the Executive Team ("Exec") quarterly.

The SAP S4 project "Link" is managed through a monthly Executive Working Group, attended by all members of the Executive Team and a sub group of the Executive Team that meet as required. This is also a standing topic for the Audit Committee agenda.

### Risk identification and management

On an annual basis, the WWU Board of Directors, as the body with overall responsibility for the Group's system of risk management and internal control and for the monitoring of its effectiveness, undertakes a review of the internal processes, risks and controls with assurance and support provided by one of the Company's Board committees, the Audit Committee.

WWU has endorsed a Corporate Governance Framework (page 30) which supports the Board and puts assurance at its foundation and internal control and risk management at its core.

The Board is responsible for identifying the major business risks faced by the Company and determining a suitable response. The Audit Committee, as a committee of the Board, operates under delegated authority from the Board to discharge this responsibility on their behalf and reviews the effectiveness of the system of internal financial control of the Group and receives reports from the internal audit team and external auditor on a regular basis. In order to ascertain the effectiveness of the risk management framework, the Board receives a verbal summary of each Audit Committee meeting from the Audit Committee Chairman and requests further information as appropriate.

The Board has put in place an organisational structure with clearly defined lines of responsibility and delegation of authority. There are also established procedures for planning and capital expenditure, together with information and reporting systems for monitoring the Group's businesses and performance. The Board has adopted a Code of Business Conduct applicable to all staff, setting out the standards which the Company expects of them.

The Board is ultimately responsible for reviewing the effectiveness of control of WWU's key business risks, set out on pages 16 to 19, and key elements of this process are described below. Using this information the Board will:

- review and examine WWU's performance on risk management and internal control; and
- consider the internal and external risk profile of the coming year and consider if current risk management and mitigating actions are likely to be sufficient and effective.

Under the Group risk management policy, all Executive Committee members are required to certify on an annual basis that they have effective controls in place to manage risks and to operate in compliance with legislation and Group procedures.

The Group also has policies covering suspected fraud, anti-bribery and whistleblowing included in the Code of Business Conduct, and we thoroughly investigate any allegations of misconduct and irregularity and consider the implications for our control environment. These policies apply to all Directors, employees, workers, agents or any other persons acting for, or on behalf of, the Group. The Group will seek to ensure that third parties such as joint venture partners, agents and consultants also commit to the principles and relevant practices referred to in the Code of Business Conduct.

All of these processes serve to ensure that a culture of effective control and risk management is embedded within the organisation and that the Group is in a position to react appropriately to new risks as they arise. A key part of that process is the receipt of a Letter of Assurance from the Chief Executive which consolidates the key matters of interest raised throughout the statutory and regulatory year undertaken by the Group. The Letter of Assurance is based on a confirmation by each member of the Executive Committee of the accuracy of the risk, management process, effectiveness of internal controls and general governance. The report is used by the Chief Executive Officer as an opportunity to update the Board on any significant issues or projects that may have arisen in the period under review.

## Strategic report (continued)

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### Internal control framework

The Group has an established internal control framework which comprises:

- a clearly defined structure which delegates an appropriate level of authority, responsibility and accountability, including responsibility for internal financial control, to management of defined departments;
- a comprehensive budgeting and financial reporting function with an annual budget and business plan approved by the Board, which also monitors the financial reporting process, monthly results and updated forecasts for the year against budget;
- a cash management plan to ensure that the Group has adequate funds and resources for the foreseeable future;
- documented financial control procedures; managers of departments are required to confirm annually that they have adequate financial controls in operation and to report all material areas of financial risk; compliance with procedures is reviewed and tested by the Company's internal audit department;
- an investment appraisal process for evaluating proposals for all major capital expenditure and acquisitions, with defined levels of approval and a system for monitoring the progress of capital projects; and
- a post-investment evaluation process for major capital expenditure and acquisitions to assess the success of the project and learn any lessons to be applied to future projects.

Key elements of the WWU internal control process are:

- **Strategic risk framework:** This process involves the Executive Committee in the identification, assessment, and monitoring of risks significant to WWU. The document is formally appraised at each Audit Committee but new risks are added as required and improvement actions and risk indicators monitored on a regular basis. Closed risks are removed.
- **Operational/compliance/financial risk frameworks:** This process involves each Executive Committee member and their management teams in the identification, assessment, and monitoring of risks significant to their function. Risks are reviewed quarterly with new risks added as required and improvement actions and significant risks monitored on a regular basis by the Executive Committee. The frameworks are formally reported upon in the Executive Letters of Assurance to the Chief Executive Officer at 31 December each year prior to reporting results to the parent undertaking.
- **Reporting to the Board and Executive Committee:** The Executive Committee considers new risks as they arise and reports to the Board and Audit Committee as appropriate. This includes regular updates throughout the year of the risks currently considered to be key to the sustainability of the business model.
- **Internal Audit:** This involves periodic reporting to the Executive Committee and the Audit Committee, the Head of Internal Audit has unfettered direct access to the Audit Committee.
- **External Audit:** The results of any external audit findings are incorporated into the Internal Audit monitoring process and improvements to the internal control environment are made as required.
- **Ofgem's Data Assurance Guidelines ("DAG"):** Regulatory year 2015/16 saw the full implementation of DAG which requires all relevant regulatory submissions to be risk assessed and proportionate controls put in place to ensure accuracy and completeness of such returns. DAG requires the documentation of methodologies and processes to collate and account for information being submitted, and specifies the assurance process around such information. The requirements of DAG include a reconciliation of the statutory consolidated financial statements to the annual regulatory performance.

The Directors have delegated to executive management implementation of the system of internal financial control throughout the Group. This includes financial controls which enable the Board to meet its responsibilities for the integrity and accuracy of the Group's accounting records and compliance with accepted accounting principles in order to enable the preparation of consolidated financial statements which show a true and fair view of the Group's results and financial position.

Processes underpinning the financial reporting systems are managed and monitored by functional line management through regular reporting. Data consolidated into the Group's consolidated financial statements is reconciled to the underlying financial records.

## Strategic report (continued)

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### Internal control review

The Chief Executive Officer and Director of Finance & IT have undertaken an annual assessment for the annual statutory and regulatory year under review and up to the date of approval of the consolidated financial statements on the Company's internal control including financial, operational and compliance controls and risk management functions.

In making the annual assessment, the Chief Executive Officer and Director of Finance & IT have considered and prepared a list of the significant risks which documents how they have been identified, evaluated and managed the Company's ability to respond to changes in its business and the external environment, considered and documented the scope and quality of management's continued monitoring of risks and of the system of internal control, and the work of the internal audit function and other providers of assurance. As part of the prior year and current year external and internal audits, a number of deficiencies were raised in respect of operational, financial and IT controls. During FY22 management has made progress in remediating the deficiencies identified, which is being overseen by the Audit Committee. As part of this process, manual business process deficiencies are being addressed. This included a review of manual financial postings and, as a consequence, risk mitigation measures such as the "four eyes" principle and retrospective journal reviews have been introduced. Management are on a journey to develop the internal control environment to an environment where reliance can be placed on the internal controls for the external audit and financial reporting.

The Company continues to improve its IT control environment and widened the application of SAP's Governance Risk Compliance software solution during the year. This resulted in increased awareness of potential access risks, which the Company deals with as identified.

The Chief Executive Officer and Director of Finance & IT are satisfied that the Company's internal control systems are effective and adequate. In addition, the Chief Executive Officer and Director of Finance & IT are satisfied with the adequacy of financial resources, qualifications and experience of the staff of their accounting and financial reporting function, and their training programmes and budget, and also the adequacy of their anti-bribery and anti-corruption policy, procedures and programmes.

The Directors and Executive Committee are not aware of any un-remediated significant control deficiencies which require additional consideration or disclosure.

### External auditor

The external auditor is engaged to express an opinion on the consolidated financial statements.

The Company has a policy in place to monitor and maintain the objectivity and independence of the external auditor, Deloitte LLP. The policy requires prior approval from the Audit Committee for non-audit work above a threshold level of £50,000. The presence of listed debt in the Group classifies it as an EU public listed entity which impacts on the ability of the external auditor to provide certain non-audit services. Details of the amounts paid to Deloitte LLP are set out in note 3(e) Audit fees to the consolidated financial statements.

This strategic report of the Directors was approved by the Board of Directors and authorised for issue on 22 August 2022.

### By order of the Board



Paul Millar  
Company secretary  
22 August 2022

## Report of the Directors

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The Directors have pleasure in presenting the annual report to the shareholder of the Wales & West Utilities Limited group ("the Company" or "the Group" as the context requires) together with the audited consolidated financial statements for the year ended 31 March 2022 as presented on pages 47 to 88.

### Principal activities

The Company is a private company limited by shares. The Company is principally engaged in the management of gas transportation assets throughout Wales and the South West of England.

### History and development

The Company is a regulated gas transportation business owning and operating the principal gas distribution network in Wales and the South West of England consisting of some 32,880 kilometres of mains pipeline and a further 2,360 kilometres of Local Transmission Pipeline. The Company operates under a Gas Transporters' Licence granted by the Gas and Electricity Markets Authority and is responsible for the safety, development, maintenance and daily operation of the GDN which it owns. Gas is transported on behalf of approximately 30 main gas shippers through the Company's distribution pipelines to around 2.5 million consumers.

Details of the immediate and ultimate parent companies are set out in note 26 to the consolidated financial statements.

### Dividends on ordinary shares

The Directors do not recommend the payment of an interim or final dividend in respect of the year ended 31 March 2022 (2021: £nil). The company does not currently have a distributable reserve.

### Directors

The names of the current Directors of the Company are shown on page 1.

There were no changes in Directors during the year.

### Company secretary

The name of the current Company Secretary is shown on page 1.

### Directors' service contracts and remuneration

Details of Directors' remuneration and service contracts are set out in note 4(a).

### Directors' interests

There were no significant contracts subsisting during or at the end of the year with the Group in which any director is or was materially interested (other than service contracts).

None of the Directors has or has had a beneficial interest in the shares of the Company.

### Contributions for political or charitable purposes

During the year ended 31 March 2022, there have been no political donations (2021: £nil). The Company did however donate £33k during the year ended 31 March 2022 for charitable purposes (2021: £62k).

### Future developments

Details of future developments can be found in the Strategic report on page 13 and form part of this report by cross-reference.

### Disabled employees

Details of the Company's policy for the employment of disabled employees can be found in the Strategic report on page 24 and form part of this report by cross-reference.

### Employee consultation

Details of the Company's employment policies and employee consultation undertaken can be found in the Strategic report on pages 22 to 24 and form part of this report by cross-reference.

## Report of the Directors (continued)

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### Contractual relationships

The Group has contractual relationships with many parties including Directors, employees, suppliers, banking groups, debt investors, group companies and affiliated companies (see notes 13 and 27). Amongst the suppliers is Xoserve Limited, the sole company which provides gas throughput and billing information to the Group, and which is used by the Group in setting its regulated gas distribution charges to gas transporters. The investment in Xoserve was £0.1m at 31 March 2022 (2021: £0.1m). During the year ended March 2021, Xoserve sold its stake in Correlia Ltd, and as part of the sale agreement, the Group received a £0.5m rebate in relation to billing fees which were all accounted for in the prior year.

### Financial risks

The Board is responsible for financial risk management policies of the Group. The exposure of the Group to ongoing key financial risks can be found in the Strategic report on pages 19 to 21 and form part of this report by cross-reference.

### Corporate Governance arrangements

The Group has only debt securities listed on the London Stock Exchange, Luxembourg Stock Exchange and loan notes which are registered on the Official List of the International Stock Exchange in Jersey, and no listed equity. The full corporate governance disclosures set out in the UK Corporate Governance Code are not required. The Corporate Governance Statement sets out how the Group applies the Wates Principles and includes a description of the main features of our internal control environment and can be found in the Strategic report on pages 34 to 35 and form part of this report by cross-reference. A description of the composition and operation of the Board and its Committees can be found in the Strategic report on pages 30 to 32 and form part of this report by cross-reference.

### Going concern

The Group's consolidated financial statements have been prepared on the basis that the Group and Company is a going concern.

The business activities, together with the factors likely to affect its future development, performance and position, are set out in the Strategic report. The principal risks and uncertainties that the business faces are set out on pages 16 to 19. The financial position of the Group, its cash flows and liquidity position are set out on pages 10 to 12 and form part of this report by cross-reference.

In arriving at their decision to prepare the consolidated financial statements on a going concern basis the Directors have reviewed the Group's and Company's board approved budgets and cashflow forecasts to September 2023. The levels of headroom under key financial ratios, liquidity headroom, investment grade credit rating levels and ability to access debt capital markets were assessed in the context of the principal risks and uncertainties faced by the Group, the net liability position and any material term debt expiries to September 2023. The Directors concluded that the Group and Company were in a position to meet their liabilities as they fall due during the period to September 2023.

Therefore, we conclude it would be appropriate to prepare the financial statements on a going concern basis.

The Directors also concluded that there were no events or condition that cast significant doubt on going concern and which would give rise to material uncertainties requiring disclosure.

### Qualifying indemnity

On 5 June 2008, the Group entered into a qualifying indemnity, within the meaning of section 235 of the Companies Act 2006, in favour of the Directors of the Group's subsidiary, Wales & West Pension Scheme Trustees Limited, where a director is acting as Trustee of an occupational pension scheme to protect him/her against liabilities.

### Directors' liability insurance

The Group has entered into deeds of indemnity for the benefit of each director of the Group in respect of liabilities to which they may become liable in their capacity as a director of the Group and of any Company in the Group. These indemnities are qualifying third party indemnity provisions for the purposes of section 234 of the Companies Act 2006 and were in force during the financial year and also at the date of approval of the consolidated financial statements.

### Engaging with suppliers, customers and other stakeholders

Details of the Company's engagement with suppliers, customers and other stakeholders can be found in the Strategic report on pages 27 to 29 and forms part of this report by cross-reference.

### Impairment review

An impairment review of the net asset carrying value of the business (i.e. the Cash Generating Unit ("CGU")) of the Company has not been carried out as there were no indicators of impairment during the year to 31 March 2022.

## Report of the Directors (continued)

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### Exceptional items

The Material Revenue Item relating to "legacy revenue adjustment" as shown on the Profit and Loss account relates to legacy pre RIIO-GD1 amounts in respect of tax clawback of £11.9m. This amount was agreed with Ofgem in late 2020 for inclusion in regulatory revenues in 2021/22. Ofgem has since advised WWU that this inclusion in 2021/22 regulatory revenues was an error by Ofgem. Ofgem has advised WWU that it intends to reduce regulatory revenues in 2022/23 for the pre RIIO-GD1 legacy amount. In line with WWU's revenue recognition policy to recognise revenue on a collected rather than allowed basis no liability for over-recovery has been recognised for the potential adjustments by Ofgem as such an adjustment to future transportation prices relates to the provision of future service.

The Material Income Item of £8.9m (2021: £12.7m cost) relates to the finalised restructuring of the business in preparation for the new price control period RIIO-GD2, which began on 1 April 2021. As part of the review of all our activities and structures in readiness for RIIO-GD2, we successfully closed the Defined Benefit section of the pension scheme to future accrual, which resulted in a £9.4m curtailment gain. We also completed the voluntary redundancy programme which resulted in an additional £0.5m residual redundancy cost (2021: £12.7m).

The Material Cost Item of £6.1m (2021: £1.8m) relates to the challenge to the RIIO-GD2 Final Determination. We incurred an extra £6.1m legal and advisory related costs for the year ended 31 March 2022 (2021: £1.8m), including costs for the Judicial Review.

### Change in accounting policies

During the year, the Group also revised its accounting policy in relation to upfront configuration and customisation costs incurred in implementing SaaS arrangements in response to the IFRS Interpretations Committee agenda decision clarifying how IFRS Standards apply to these types of arrangements. The impact of this in the current year was a £7.0m charge to operating expenditure which has been disclosed separately.



## Report of the Directors (continued)

### Streamlined Energy and Carbon reporting

The carbon and energy reporting criteria is set within an operational control organisational boundary, of which 100% is UK based.

Our report reflects the carbon emissions across all our work streams and the geography within which we operate. It includes occupied buildings whether owned by the Company or leased from third parties and operational installations where gas and electricity is used. The report also includes Scope 3 emissions associated with primary business activities and suppliers.

		Year ended 31 March 2022*	Year ended 31 March 2021*
	Note		
Scope 1, Stationary Combustion (tonnes CO <sub>2</sub> e)	1	297	215
Scope 1, Fugitive Emissions including Shrinkage (gas leakage, own use gas and theft of gas) (tonnes CO <sub>2</sub> e)	2,3	374,185	386,071
Scope 1, Mobile Combustion (tonnes CO <sub>2</sub> e)		10,381	8,677
Scope 2, Emissions from purchased electricity – Market Based (tonnes CO <sub>2</sub> e)	4	-	NR
Scope 2, Emissions from purchased electricity – Location Based (tonnes CO <sub>2</sub> e)		914	903
Total Gross Emissions (Scope 1 and 2) – Market Based (tonnes CO <sub>2</sub> e)	4	384,863	394,963
Total Gross Emissions (Scope 1 and 2) – Location Based (tonnes CO <sub>2</sub> e)		385,776	395,866
Total Gross Energy Consumption (Scope 1 and 2) (kWh)		370,014,178	371,806,804
Carbon (Scope 1 and 2 in tonnes CO <sub>2</sub> e)/ £m turnover	4,5	833	870
Carbon (Scope 1 and 2 in tonnes CO <sub>2</sub> e)/ GWh gas throughput of the network	4,5	6.7	6.6
Scope 3 – Purchased goods and services, including polyethylene and metal pipe, reinstatement materials, pipe helicopters services (Tonnes CO <sub>2</sub> e)		4,166	4,079
Scope 3 – Capital goods, including plastic and metal pipe and IT purchases (Tonnes CO <sub>2</sub> e)		3,512	NR
Scope 3 – Fuel and energy related activities, not including in scope 1 (Tonnes CO <sub>2</sub> e)		2,871	NR
Scope 3 – Scope 3 waste generated in operations, including excavated spoil, office, and depot waste (Tonnes CO <sub>2</sub> e)		185	NR
Scope 3 – Business Travel (Tonnes CO <sub>2</sub> e)		104	0.5
Scope 3 – Employee Commuting (Tonnes CO <sub>2</sub> e)	6	964	NR
Total Gross Emissions (Scope 3) (tonnes CO <sub>2</sub> e)		11,802	4,079
Total Gross Emissions (Scope 1, 2 and 3) - Market Based (tonnes CO <sub>2</sub> e)		396,664	NR
Total Gross Emissions (Scope 1, 2 and 3) – Location Based (tonnes CO <sub>2</sub> e)		397,578	399,946
Renewable energy generated (kWh)		130,883	134,387
Total Net Energy Consumption (Scope 1, 2) (kWh)		369,983,775	371,825,634
Carbon Offsets, including business travel and helicopter services (tonnes CO <sub>2</sub> e)		70	-
Total Net Emissions (Scope 1, 2 and 3) (tonnes CO <sub>2</sub> e)		396,588	399,938

\* - Data provided here is in line with annual business carbon footprint reporting to Ofgem using DEFRA 2020 conversion factors.

Conversion factors are updated annually.

NR = not recorded

## Report of the Directors (continued)

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### Streamlined Energy and Carbon reporting (continued)

#### Note

1. Energy consumption values for a limited number of locations estimated due to unavailable data, considered to be less than 0.5% of total business carbon footprint;
2. Shrinkage gas is calculated using an Ofgem approved engineering mathematical model. Asset data and performance is populated within this model combined with pre-determined leakage rates to estimate the level of Shrinkage Gas by component. The conversion of Shrinkage gas from energy quantity to the CO<sub>2</sub> equivalent is carried out by using updated Ofgem conversion factors (2021.22 data) and DEFRA guidance March 2021 (RIIO-2 Environmental Reporting Guidance v\_1 final (ofgem.gov.uk)).
3. Value includes fugitive emissions associated with refrigeration and air conditioning units which have been recorded as nil for this reporting period;
4. Data for year ending March 2021 is location based;
5. Intensity metrics have been selected to permit broad and sector specific carbon emission comparison. Sector specific intensity metrics have been discussed and agreed via the Energy Networks Association and the Gas Environment Group;
6. Value based upon extrapolation from employee survey (23% return).

Our ambition for reducing emissions is to be a net-zero ready Network by 2035, subject to appropriate funding. This ambition would see an increase in our mains replacement programme, reduced emissions from above ground installations and an increase in the proportion of green gas (including hydrogen) injected into our network.

Our scope 1 and 2 carbon reporting and total business carbon footprint has seen an overall reduction in emission during the year ending 31 March 2022 from previous years. The reduction specifically relates to shrinkage gas (gas leakage from old metallic pipes, gas stolen from the network and gas used in the management of the network), where our mains replacement programme and our investment in upgrading gas pressure control systems continues to have a significant positive impact. Our GD2 commitment is to reduce the carbon emissions associated with shrinkage by 10% by 2026. The reduction, against a 2020/21 baseline shows that we are on target in year one with a 3% reduction achieved.

Our Scope 1, mobile combustion emissions have increased within the year and is a reflection in the change in our business model; vehicle data previously reported in scope 3 is now included within scope 1. During the reporting period our carbon intensity in tCO<sub>2</sub>e per £m turnover has also reduced reflecting a reduction in carbon and increase turnover; whilst throughput was lower than in previous years

Our renewable electricity generation has created over 130,000 kWh of green energy and our carbon offsetting of our helicopter fuel use and train travel of 70tCO<sub>2</sub>e has had a positive impact on our carbon footprint.

In line with our environmental commitments, and to support the need to drive positive environmental practices within our wider value chain, we have increased the breadth of our scope 3 reporting to include more areas outside of our direct control. By increasing the extent of our reporting, we will look to analyse, identify, and implement further scope 3 carbon reduction initiatives into the future. The new inclusions cover purchased goods and services, capital goods, fuel and energy related activities, waste and employee commuting and were calculated in line with the Greenhouse Gas Protocol Corporate Accounting and Reporting Standard.

During the year from 1 April 2021 to 31 March 2022, the following carbon and energy efficiency actions have been taken:

- Our mains replacement programme has seen the successful abandonment of approximately 410km (2021: 346km) of metallic mains with 26,178 (2021: 21,503) services being replaced or transferred; the replacement of leaking metallic pipe work with polyethylene ("PE") pipe reducing our fugitive emissions significantly.
- We renewed our gas and electricity contracts in April 2021 to include certified green energy. This change is reflected in the business carbon footprint, with our location-based contracts saving 914tCO<sub>2</sub>e over the market based alternative.
- In April 2021 we published our Supplier Charter which clearly sets out the core principles expected of all suppliers. The environmental standard reflects our ambition regarding carbon, circular economy, and natural capital.
- We have continued to increase the number of electrical charging points across our network 45 installed and over 10 signed off for construction in 2022; and encouraging the take up of ultra-low emission vehicles (ULEVs) by existing and new employees within the company car scheme. ULEV reached 68% in March 2022 with further ULEV on order for delivery in 2022.

## Report of the Directors (continued)

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### **Adaptation Reporting Power**

WWU continue to take a proactive role in the management of risk to physical assets from climate change. The third reporting round to the DEFRA's Climate Change Adaptation Reporting Power (ARP), as set out in the Climate Change act 2008, was published in September 2021. The report, updated with UKCP18 projections, highlight that climate risk is primarily embedded in day-to-day operations and future actions will be considered in line with ongoing risk assessments and Ofgem funding cycles.

### **TCFD and Sustainability**

As a Group we support and are committed to implementing the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD). We have currently completed a gap analysis and benchmarking review of our climate related financial disclosures and have started to develop our reporting strategy and ambitions in relation to climate change. An ESG Sustainability Group is being set-up which will monitor, control and report to the Executive Team and also to the Board through a new ESG Committee of the Board.

Internally we are constantly striving to reduce our operational emissions through numerous cost and waste reduction initiatives. Externally we have a unique role to play in the de-carbonisation of our network and are working with our partners to connect more sustainable sources of renewable gas (currently we have 20 renewable sources of gas connected to our network which is equivalent to heating 157,000 homes). We are also helping pioneer innovative projects using our 2050 Energy Pathfinder simulation model and working on multiple projects to develop the use of Hydrogen within the network. These are discussed on page 5 and form part of this report by cross-reference.

### **Disclosure of information to auditor**

In the case of each person who is a director at the time when the report is approved under section 419 of the Companies Act 2006:

- so far as the director is aware, there is no relevant audit information of which the Group's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Deloitte LLP has expressed its willingness to continue in office as auditor and are deemed to be reappointed, subject to certain specified circumstances under s487 of the Companies Act 2006.

This report of the Directors was approved by the Board of Directors and authorised for issue on 22 August 2022.

### **By order of the Board**



Paul Millar  
Company secretary  
22 August 2022

## Directors' responsibilities statement

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The Directors are responsible for preparing the Annual report and the consolidated 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) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 Group and the Company and of the profit or loss of the Group and the Company for that period. In preparing these consolidated 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;
- 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 Group 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 Group and the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and 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.

**By order of the Board**



Paul Millar  
Company secretary  
22 August 2022

# **Independent auditor's report to the member of Wales & West Utilities Limited (continued)**

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

### **Opinion**

In our opinion the financial statements of Wales & West Utilities Limited (the 'parent company') and its subsidiary (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2022 and of the group's loss 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 consolidated profit and loss account;
- the consolidated and parent company statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement;
- the principal accounting policies; and
- the related notes 1 to 27.

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).

### **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 group and the parent 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, 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.

Our evaluation of the directors' assessment of the group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- evaluation of the financing facilities including nature of facilities, repayment terms and covenants;
- assessment of the availability of cash and committed facilities and their utilisation over the going concern period;
- assessment of the level of debt which is due to be repaid over the going concern period;
- assessment of compliance with covenants at 31 March 2022 and forecast compliance at 31 March 2023 and the relevant headroom on the covenants;
- evaluation of the reasonableness of the cash flow assumptions used in the forecasts;
- evaluation of the reasonable possible changes including changes to forecast accretion payments linked to inflation over the going concern period;
- checking the historical accuracy of forecasts prepared by management against actuals achieved;
- checking the mathematical and clerical accuracy of the model used to prepare the forecasts; and
- evaluating the appropriateness of the disclosures over going concern included in the financial statements.

# **Independent auditor's report to the member of Wales & West Utilities Limited (continued)**

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## **Conclusions relating to going concern (continued)**

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 group's and parent 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.

## **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.

## **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 group's and the parent 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 group or the parent 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## **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 group's industry and its control environment, and reviewed the group'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.

# **Independent auditor's report to the member of Wales & West Utilities Limited (continued)**

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## **Auditor's responsibilities for the audit of the financial statements (continued)**

We obtained an understanding of the legal and regulatory framework that the group 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 Companies Act 2006, pensions legislation and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the group's ability to operate or to avoid a material penalty. These included the regulatory requirements of Office of Gas and Electricity Markets ("OFGEM").

We discussed among the audit engagement team, including relevant internal specialists such as tax, valuations, pensions and IT specialists 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 or non-compliance with laws and regulations in the following areas, and our specific procedures performed to address them are described below:

- **Classification of overheads** – The group invests heavily in fixed assets and specifically in infrastructure and their gas network annually, ranging from major replacement projects to minor repair and maintenance works. During the year the group has invested £136.8m in property, plant and equipment. We have identified a risk that overheads capitalised as costs directly attributable to the construction of the network are overstated. As the classification of such capital expenditure and operating expenditure directly affects the group's financial performance, we identified that there was a potential for fraud through manipulation of this balance.

We have performed the following procedures in response to the risk identified:

- obtained an understanding of the relevant controls around the valuation of capitalised overheads
- challenged the appropriateness of the company's capitalisation policies and its approach to determining which costs should be capitalised, and tested whether these policies are being followed
- tested the accuracy of a sample of overhead costs;
- checked the appropriate classification of costs in the general ledger; and
- evaluated the estimates used in determining the value of the cost that is directly attributable to the construction of an 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 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 financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

## **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 group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

## **Independent auditor's report to the member of Wales & West Utilities Limited (continued)**

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### **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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' 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.

*Delyth Jones*

Delyth Jones (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Cardiff, United Kingdom

23 August 2022



## Consolidated profit and loss account for the year ended 31 March 2022

		Year ended 31 March 2022	Year ended 31 March 2021
	Note	£m	£m
Continuing operations			
Turnover	2	462.9	454.8
Net operating costs		(298.0)	(282.8)
Operating profit before depreciation, amortisation, and certain material items		234.3	269.1
Material revenue item – legacy adjustment	3(a, c)	11.9	-
Material income / (cost item) - restructuring	3(a, c)	8.9	(12.7)
Material cost item – CMA costs	3(a, c)	(6.1)	(1.8)
Depreciation and amortisation	3(a) 7,8	(84.1)	(82.6)
Operating profit		164.9	172.0
Operating profit	3	164.9	172.0
Interest receivable and similar income	5(a)	0.7	2.4
Interest payable and similar charges	5(b)	(122.3)	(126.7)
Fair value swap movements	5(c)	(225.3)	(6.9)
(Loss)/profit before taxation		(182.0)	40.8
Tax on (loss)/profit	6	(59.1)	(17.6)
(Loss)/profit for the financial year		(241.1)	23.2

## Consolidated and Company statement of comprehensive income for the year ended 31 March 2022

Group and Company	Year ended 31 March 2022	Year ended 31 March 2021
	£m	£m
(Loss)/profit for the financial year attributable to ordinary shareholder	(241.1)	23.2
Actuarial gain/(loss) on pension scheme (note 25)	73.2	(67.9)
Deferred tax (charge)/credit on actuarial gain/(loss) on pension scheme (note 25)	(18.3)	12.9
Total comprehensive expense relating to the year	(186.2)	(31.8)

## Consolidated and Company balance sheets at 31 March 2022

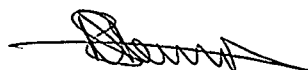
		Group		Company	
		31 March	31 March	31 March	31 March
		2022	2021	2022	2021
	Note	£m	£m	£m	£m
<b>Fixed assets</b>					
Intangible assets	7	189.5	183.3	189.5	183.3
Tangible assets	8	2,767.4	2,708.6	2,767.4	2,708.6
Investments	9	0.1	0.1	0.2	0.2
Pension asset	25	76.4	-	76.4	-
		<b>3,033.4</b>	<b>2,892.0</b>	<b>3,033.5</b>	<b>2,892.1</b>
<b>Current assets</b>					
Derivative asset					
– due after more than one year	14(e)	34.7	48.7	34.7	48.7
Stocks	10	4.1	3.8	4.1	3.8
Debtors	11	47.3	54.4	47.3	54.4
Cash at bank and in hand	21	134.8	258.6	134.8	258.6
Cash on deposit	22	148.0	175.0	148.0	175.0
		<b>368.9</b>	<b>540.5</b>	<b>368.9</b>	<b>540.5</b>
<b>Current liabilities</b>					
Creditors: amounts falling due within one year	12(a)	(196.3)	(337.4)	(1,562.3)	(1,692.2)
<b>Net current assets/(liabilities)</b>		<b>172.6</b>	<b>203.1</b>	<b>(1,193.4)</b>	<b>(1,151.7)</b>
<b>Total assets less current liabilities</b>		<b>3,206.0</b>	<b>3,095.1</b>	<b>1,840.1</b>	<b>1,740.4</b>
<b>Creditors: amounts falling due after more than one year</b>					
	12(b)	(3,620.5)	(3,391.7)	(2,254.6)	(2,037.0)
<b>Provisions for liabilities</b>	17	(390.9)	(305.6)	(390.9)	(305.6)
<b>Pension liability</b>	25	-	(17.0)	-	(17.0)
<b>Net liabilities</b>		<b>(805.4)</b>	<b>(619.2)</b>	<b>(805.4)</b>	<b>(619.2)</b>
<b>Capital and reserves</b>					
Called up share capital	18	30.7	30.7	30.7	30.7
Profit and loss account		(836.1)	(649.9)	(836.1)	(649.9)
<b>Total shareholder's deficit</b>		<b>(805.4)</b>	<b>(619.2)</b>	<b>(805.4)</b>	<b>(619.2)</b>

The loss for the financial year dealt with in the financial statements of the parent Company was £241.1m (2021: £23.2m profit).

The annual report and consolidated financial statements of Wales & West Utilities Limited (registered number 05046791) on pages 47 to 88 were approved by the Board of Directors and authorised for issue on 22 August 2022 and were signed on its behalf by:



Graham Edwards  
Chief Executive Officer



Neil Henson  
Director

## Consolidated and Company statement of changes in equity for the year ended 31 March 2022

### Group and Company

	Note	Called up share capital £m	Profit and loss account £m	Total £m
<b>Total equity attributable to owners at 1 April 2020</b>		<b>30.7</b>	<b>(618.1)</b>	<b>(587.4)</b>
Profit for the year		-	23.2	23.2
Remeasurement of net defined benefit liability	25	-	(67.9)	(67.9)
Deferred tax on net defined benefit liability remeasurement	25	-	12.9	12.9
<b>Total comprehensive expense</b>		<b>-</b>	<b>(31.8)</b>	<b>(31.8)</b>
<b>Total equity attributable to owners at 31 March 2021</b>		<b>30.7</b>	<b>(649.9)</b>	<b>(619.2)</b>
Loss for the year		-	(241.1)	(241.1)
Remeasurement of net defined benefit asset	25	-	73.2	73.2
Deferred tax on net defined benefit asset remeasurement	25	-	(18.3)	(18.3)
<b>Total comprehensive expense</b>		<b>-</b>	<b>(186.2)</b>	<b>(186.2)</b>
<b>Total equity attributable to owners at 31 March 2022</b>		<b>30.7</b>	<b>(836.1)</b>	<b>(805.4)</b>

## Consolidated cash flow statement for the year ended 31 March 2022

		Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
	Note		
<b>Operating activities</b>			
Net cash inflow from continuing operating activities	19	261.1	267.7
Taxation		(2.1)	(1.7)
Pension deficit contributions	25	(10.7)	(9.3)
<b>Net cash flows from operating activities</b>		<b>248.3</b>	<b>256.7</b>
<b>Cash flows from investing activities</b>			
Purchase of intangible fixed assets		(16.2)	(14.8)
Purchase of tangible fixed assets		(139.2)	(133.0)
Proceeds of disposal of tangible fixed assets		0.4	3.7
Net transfers from deposit accounts		27.0	125.0
<b>Net cash outflow from investing activities</b>		<b>(128.0)</b>	<b>(19.1)</b>
<b>Cash flows from financing activities</b>			
Interest received in respect of index-linked swap contracts		4.7	4.0
Interest received in respect of interest rate swaps		3.0	2.5
Interest received – other		1.3	3.2
Interest paid in respect of index - linked swap contracts		(18.5)	(15.2)
Interest paid – other external debt		(62.0)	(60.5)
Interest paid on subordinated loans from affiliates		(60.0)	-
Index linked swap settlement		-	(4.2)
Premium paid over par on repayment of Class A bond		(11.5)	-
Payments in respect of finance lease obligations		(1.1)	(1.2)
Bond debt repaid		(100.0)	-
<b>Net cash outflow from financing activities</b>		<b>(244.1)</b>	<b>(71.4)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(123.8)</b>	<b>166.2</b>
<b>Cash and cash equivalents at beginning of year</b>	21, 22	<b>258.6</b>	<b>92.4</b>
<b>Cash and cash equivalents at end of year</b>	21, 22	<b>134.8</b>	<b>258.6</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(123.8)</b>	<b>166.2</b>
<b>Analysis of cash and cash equivalents</b>			
Cash at bank	21, 22	134.8	258.6
<b>Total cash and cash equivalents</b>	22	<b>134.8</b>	<b>258.6</b>
<b>Analysis of cash on deposit</b>			
Cash on deposit at beginning of period	21, 22	175.0	300.0
Cash on deposit at end of period	21, 22	148.0	175.0
<b>Net transfers from deposit accounts as per above</b>	22	<b>(27.0)</b>	<b>(125.0)</b>

## Principal accounting policies

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The consolidated financial statements have been prepared in accordance with Accounting Standards applicable in the United Kingdom including Financial Reporting Standard 102 ("FRS 102") and comply with the Companies Act 2006. A summary of the principal Group accounting policies, which have been consistently applied in both the current year and the prior year, is shown below. The Group is principally engaged in the management of gas transportation assets throughout Wales and the South West of England.

### Changes in accounting policy

During the year, the Group revised its accounting policy in relation to upfront configuration and customisation costs incurred in implementing SaaS arrangements in response to the IFRS Interpretations Committee agenda decision clarifying how IFRS Standards apply to these types of arrangements. During April 2021 the IFRS Interpretations Committee finalised its agenda decision in relation to configuration and customisation costs in Cloud Computing Arrangements (Software as a Service, 'SaaS') and the application of IAS 38. That agenda decision offers clarification of the treatment of implementation costs which is relevant to the Group's ongoing programme to revise its access to software and systems. The Group prepares its financial statements under FRS 102 and management has evaluated that the committee's decision should apply to it. In line with this decision, the Group has reviewed all of the current software arrangements and SaaS costs are expensed when incurred.

The new accounting policy is presented below.

#### *Software-as-a-Service (SaaS) arrangements*

SaaS arrangements are service contracts providing the Group with the right to access the cloud provider's application software over the contract period. Costs incurred to configure or customise, and the ongoing fees to obtain access to the cloud provider's application software, are recognised as operating expenses when the services are received. Some of the costs incurred relate to the development of software code that enhances or modifies, or creates additional capability to, existing on-premise systems and meets the definition of, and the recognition criteria for, an intangible asset. These costs are recognised as intangible software assets and amortised over the useful life of the software on a straight line basis. The useful lives of these assets are reviewed at least at the end of each financial year, and any change accounted for prospectively as a change in accounting estimate.

The impact of this in the current year was a £7.0m charge to operating expenditure.

### General information and basis of accounting

Wales & West Utilities Limited (registered number 05046791) is a private company limited by shares incorporated in Wales, United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Report of the Directors on page 36.

These consolidated financial statements have been prepared in accordance with FRS 102 issued by the Financial Reporting Council and the Companies Act 2006.

The functional currency of Wales & West Utilities Limited is considered to be the pound sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in pounds sterling.

Wales & West Utilities Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to the presentation of inter-group transactions and related party transactions.

The consolidated financial statements of Wales & West Utilities Holdings Limited, within which this Company is included, can be obtained from the address provided in note 26.

### Going concern

The Directors are satisfied that the Group and Company have adequate resources to continue for the foreseeable future. For this reason they adopt the going concern basis in the preparation of these consolidated financial statements, as set out in the Report of the Directors on page 37.

### Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertaking drawn up to 31 March.

All intra-group transactions, balances, income and expenses between Group companies are eliminated on consolidation.

## Principal accounting policies (continued)

### Related party transactions

The Company is a 100% owned subsidiary of Wales & West Utilities Holdings Limited and is included in the consolidated financial statements of Wales & West Utilities Holdings Limited. Consequently, under the terms of Section 33 of FRS 102 "Related Party Transactions", the Company is exempt from disclosing related party transactions with entities that are wholly owned within the Wales & West Utilities Holdings Limited group.

### Exceptional Items

When assessing whether an event should be classified as an exceptional item management considers the nature, frequency, materiality and the facts and circumstances of each event. Management considers whether there is any precedent, and ensures consistent treatment for both favourable and unfavourable transactions. Items of income or expense considered as exceptional are separately disclosed as a material item in the profit and loss account; such examples include significant restructuring and the associated costs (for example fees associated with closure of the Defined Benefit scheme), impairment of non-current assets and costs associated with the company's appeal to the CMA and subsequent judicial review, which are considered to be one off and material over time.

### Revenue recognition

Turnover, from regulated and non-regulated activities, represents the sales value derived from two classes of business, being the distribution of gas together with the sales value derived from the provision of other services to customers during the year. All turnover is generated in the UK. Details of turnover split by class of turnover is presented in Note 2 - Turnover. Turnover is recognised to the extent that it is probable that economic benefit will flow to the Group and that the turnover can be reliably measured.

No liability/asset is recognised when revenues received or receivable exceed/do not meet the maximum amount permitted by regulatory agreement and changes will be made to future prices to reflect any over/(under) recovery.

Contributions received from customers towards the construction or diversion of network assets are recognised in turnover within the profit and loss account on job completion. The contributions are recognised in line with completion of the construction work as the obligation in respect of the contract is completed once the construction work is completed and there is no continuing obligation. The costs incurred in the year are recorded within the Gas Distribution Network fixed assets and depreciated over the life of the asset.

### Other income

Interest income, including income arising from finance leases and other financial instruments, is recognised using the effective interest method.

### Intangible assets and amortisation

The Gas Transporters' Licence held by Wales & West Utilities Limited has been recognised as a separately identifiable intangible asset, the value of which has been supported by an independent valuation. The Gas Transporters' Licence has been capitalised and is written off on a straight line basis over its useful economic life, which is estimated to be 45 years in line with the acquired asset base. Provision is made for any impairment.

Intangible fixed assets are amortised, on a straight line basis, at rates estimated to write off their book amount over their estimated useful economic lives. No amortisation is provided on assets in the course of construction. In assessing estimated economic lives, which are reviewed on a regular basis, consideration is given to any contractual arrangements and operational requirements relating to particular assets. The amortisation periods for the principal categories of intangible fixed assets are shown below.

Gas Transporters' Licence	over 45 years (to 2050)
IT software	3 to 10 years

### Tangible fixed assets and depreciation

Tangible fixed assets, which include assets in which the Group's interest comprise legally protected statutory or contractual rights of use, are included in the balance sheet at their cost less accumulated depreciation and provision for any impairment. Cost includes the original purchase price of the asset and, for network assets, cost also includes payroll and other costs incurred which are directly attributable to the construction of the asset. Borrowing costs are not capitalised.

Additions represent the purchase or construction of new assets and extensions or significant increases in the performance capacity of existing mains and services tangible fixed assets. No depreciation is provided on freehold land or assets in the course of construction. Other tangible fixed assets are depreciated on a straight line basis, at rates estimated to write off their book amounts over their estimated useful economic lives. In assessing estimated economic lives, which are reviewed on a regular basis, consideration is given to any contractual arrangements and operational requirements relating to particular assets.

## Principal accounting policies (continued)

### Tangible fixed assets and depreciation (continued)

The depreciation periods for the principal categories of tangible fixed assets are shown below:

Freehold buildings	up to 50 years
Leasehold land and buildings	over the period of the lease
Gas distribution network assets:	
Mains, services and regulating equipment	30 to 65 years
Storage	40 years
Meters	5 to 20 years
Vehicles, plant and equipment	3 to 10 years

### Impairment review of the carrying value of the cash generating unit ("CGU") represented by the Company's business

FRS 102 section 27 requires an assessment at each reporting date as to whether there is any indication that an asset (as defined by Section 27) may be impaired. If such an indication exists, the recoverable amount for the asset must be estimated, and if it is less than the carrying amount of the asset, that carrying amount must be reduced to the recoverable amount. The business of the Company is considered a single cash generating unit ("CGU") in accordance with FRS 102, subject to specific exclusions required by Section 27 (e.g. pension assets, financial assets such as cash and deferred tax assets).

If indicators of impairment exist, determining whether the carrying value of the Company's CGU should be impaired requires an estimation of the CGU's value in use or fair value. The CGU's recoverable amount is the higher of its fair value less costs of disposal and its value in use.

Value in use represents the present value of expected pre-tax future cash flows discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the cash generating unit, for which the estimates of future cash flows have not been adjusted.

Fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. The best evidence of the fair value less costs to sell of an asset is a price in a binding sale agreement in an arm's length transaction or a market price in an active market. If there is no binding sale agreement or active market for an asset, fair value less costs to sell is based on the best information available to reflect the amount that an entity could obtain, at the reporting date, from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal. In determining this amount, the Company considers the outcome of recent transactions for similar assets within similar industries.

### Leased assets

Where assets are financed by leasing arrangements which transfer substantially all the risks and rewards of ownership of an asset to the lessee (finance leases), the assets are treated as if they had been purchased and the corresponding capital cost is shown as an obligation to the lessor. Leasing payments are treated as consisting of a capital element and finance costs, the capital element reducing the obligation to the lessor and the finance charges being written off to the profit and loss account over the period of the lease in reducing amounts in relation to the written down amount. The assets are depreciated over the shorter of their estimated useful lives and the lease period.

All other leases are regarded as operating leases. Rental costs arising under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

### Grants and infrastructure charges

Grants and infrastructure charges relating to gas infrastructure assets and expenditure on other fixed assets are treated as deferred income and recognised in the profit and loss account over the expected useful economic lives of the related assets.

### Investments

Long term investments held as fixed assets are stated at cost less amounts written off or provided to reflect permanent diminutions in value. Those held as current assets are stated at the lower of cost and net realisable value.

### Stocks

Stocks are stated at the lower of cost and net realisable value with cost being determined on a weighted average basis which takes account of any provision necessary to recognise damage and obsolescence.



## Principal accounting policies (continued)

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### **Decommissioning and environmental costs**

Decommissioning and environmental costs are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability, based on discounted future estimated expenditures, are provided for in full. The unwinding of the discount is included within the profit and loss account as a financing charge.

### **Provisions for liabilities**

Provisions for liabilities are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability, based on discounted future estimated expenditures, are provided for in full and where appropriate a corresponding tangible fixed asset or regulatory asset is also recognised. The unwinding of the discount is included within the profit and loss account as a financing charge.

### **Financial instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Further disclosure on IBOR reform and impact can be found in disclosure note 14(g).

#### **i) Financial assets and liabilities**

Debt is initially measured at fair value, which is the amount of the net proceeds after deduction of directly attributable issue costs, with subsequent measurement at amortised cost. Debt issue costs and discounts on issue are recognised over the expected term of the instruments.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. For a debt instrument to be subsequently measured at amortised cost using the effective interest rate method, specific conditions in Section 11.8 of FRS 102 - "Basic Financial Instruments" must be met.

Debt instruments that have no stated interest rate (and do not constitute a financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Other than the derivative financial instruments referenced below, there are currently no other debt instruments which are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when (a) the contractual rights to the cash flows from the financial asset expire or are settled, (b) the Group transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or (c) the Group, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

#### **ii) Derivative financial instruments**

Derivative financial instruments ("derivatives") are used by the Group for the management of interest rate and index-linked exposures. The principal derivatives used are nominal interest rate swaps and index-linked swaps.

## Principal accounting policies (continued)

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### ii) Derivative financial instruments (continued)

All transactions are undertaken, or maintained, with a view to providing a commercial hedge of the interest and inflation risks associated with the Group's underlying business activities and the financing of those activities. The derivatives are measured at fair value through the profit and loss account. No hedge accounting is applied.

### Cash on deposit

In accordance with FRS 102 section 7.2, any cash deposit with an initial term greater than 3 months is classified as 'cash on deposit' rather than 'cash at bank and in hand' to reflect the less liquid nature of the deposit.

### Pension costs

The Group operates one pension Scheme ("The Scheme") which has a defined benefit and a defined contribution section.

The pension costs in respect of the defined contribution section of the pension Scheme comprise contributions payable in respect of the year. The assets of the defined benefit section of the Scheme are measured using closing market values at the balance sheet date. Pension scheme liabilities are measured using the projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The increase in the net present value of the liabilities of the defined benefit Scheme expected to arise from employee service in the year is charged to operating profit. The net of the expected return on the Scheme's assets and the increase during the year in the present value of the Scheme's liabilities, arising from the passage of time, are included net as other finance charges. Actuarial gains and losses are recognised in the statement of comprehensive income.

A net pension asset is recognised to the extent the pension scheme net surplus is considered recoverable by the Company under section 4.7 of the Trust Deed and Rules (while the Scheme is ongoing). On wind-up, under clauses 19.7 and 19.8 the Trustee may (with Company consent) apply any balance to augment benefits before the Company becomes automatically entitled to any remaining surplus.

### Taxation

Current tax, including UK corporation tax and foreign 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. Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

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 tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group'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, or in the case of the deferred tax asset recognised in respect of Corporate Interest Restriction (CIR) disallowances, there are existing deferred tax liabilities sufficient to utilise such deferred tax assets and deductions/taxable amounts are available under UK tax law.

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less/(more) than the value at which it is recognised, a deferred tax liability/(asset) is recognised for the additional tax that will be paid/(avoided) in respect of that difference. Similarly, a deferred tax asset/(liability) is recognised for the additional tax that will be avoided/(paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

## Principal accounting policies (continued)

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### Payments received on account

Payments received on account include amounts received in advance from customers for various sources of revenue, including diversions, connections and isolations. Revenue is recognised at job completion. Security deposits also held on behalf of customers and are repaid at the end of the contract.

### Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, 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 estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### Critical judgements in applying the Group's accounting policies

The following are critical judgements, not involving estimations (which are dealt with separately) that the Directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements. The treatment and critical judgement of exceptional items of cost and income is described on Page 53 and forms part of this report by cross reference.

### Recognition of contributions received from customers towards the construction or diversion of a network asset

Contributions received from customers towards the construction or diversion of network assets of £11.4m (2021: £11.8m) are recognised in turnover within the profit and loss account on job completion. In making their judgement, the Directors considered the detailed criteria for the recognition of revenue as set out in FRS 102 and, in particular, whether the Group had extinguished its performance obligation under the terms of the contract. Following a detailed review of the contracts with customers for construction or diversion of network assets the Directors are satisfied that the Group has performed its obligations under the contract and that recognition of the revenue in the current year is appropriate. The contributions are recognised on completion of the construction work as the obligation in respect of the contract is completed once the construction work is completed and there is no continuing obligation. The gross costs incurred in the year of £25.9m (2021: £20.5m) for both connections and rechargeable diversions are recorded within the Gas Distribution Network fixed assets and depreciated over the life of the asset.

### Derivative contracts : Fair value measurements and valuation process

- (i) Debit Valuation Adjustments for own credit risk ("DVA") : No DVA (within the meaning of International Financial Reporting Standard 13 ("IFRS 13") and relating to own credit risk) are applied to reduce the fair value liability of derivative contracts. Management does not consider DVA appropriate because FRS 102 requires a settlement basis in assessing fair value whereas IFRS 13 applies a different basis, i.e. a fair value for a transfer of the liability to a market participant where own credit risk is assumed to be the same post the transfer, and this could likely understate the reported fair value liability against ultimate settlement cost.
- (ii) Capitalisation of costs from extension of mandatory break dates on index linked swaps. The extension of a mandatory break date on an index linked swap is normally a substantial modification of the contract and a "day one" recognition of the fair value loss from the extension would be normally recognised in the profit and loss account. In the absence of specific guidance in FRS 102, the Company refers to IFRS. IFRS 9 appendix B, para B5.1.2A provides that recognition of a day 1 gain or loss should be based on level 1 inputs (quoted price in an active market for an identical liability) or observable inputs only. As no such inputs exist for the mandatory break date extensions, the Company's policy position is to recognise the loss or gain over the period to the new extended mandatory break date in equal instalments. The total capitalised amount at 31 March 2022 was £70.2m (2021 : £58.2m).

### Key source of estimation uncertainty

The following are the key assumptions concerning the future, and the other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

### Key source of estimation uncertainty - Cost classification

The allocation of overhead costs between capital expenditure and operating expenditure is subject to judgement, particularly around the amount of time spent on different activities. Guidelines have been established and a cost allocation model issued as part of a process to determine the split of attributable overheads between capital expenditure and operating expenditure. This process is consistent with prior years.

## Principal accounting policies (continued)

### **Key source of estimation uncertainty – Fair value measurements and valuation process**

The Group's derivative financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value of the derivative asset of £35.2m and liability of £1,240.6m, the Group uses market-observable data to the extent it is available. The valuations at 31 March 2022 are based on a valuation methodology that is materially unchanged from the prior year. Fair values are based on market observable inputs wherever appropriate, as required by FRS 102, and are produced by discounting expected future cash flows under the swap contracts. These expected future cash flows are generated from market forward rates for RPI and interest over the remaining lives of the derivative contracts. At 31 March 2022, an increase of 0.01% in forward break even RPI would lead to an increase of £3.2m in fair value of the index linked swap liability and an increase of 0.01% in forward nominal interest rates would lead to a decrease of £2.1m in fair value of the index linked swap liability.

### **Key source of estimation uncertainty – Pension Scheme**

#### **Discount rate and mortality assumptions used to determine the carrying amount of the Company's defined benefit obligation**

The Company's defined benefit obligation is discounted at a rate set by reference to market yields at the end of the reporting year on high quality corporate bonds. Judgement is required when setting the criteria for bonds to be included in the population from which the yield curve is derived. The most significant criteria considered for the selection of bonds include the issue size of the corporate bonds, quality of the bonds and the identification of outliers which are excluded.

The mortality assumption is set based on the most recent mortality tables "SAPS3" with an adjustment for the CMI 2021 model. The mortality assumption includes a new component – the "w2020/w2021 weighting parameter" – to facilitate the user taking a view of the impact Covid-19 on future mortality. A parameter of w=10% has been adopted which is consistent with a view that the pandemic's negative impact on life expectancies reduces gradually over the medium term, with mortality rates in 2022 being 5% worse than pre pandemic (2019) but gradually improving back to 'normal' over the next 5 years. This is consistent with the advising actuary's best estimate view. Adopting the latest CMI model and the w=10% parameter decreases the liabilities by c£8m.

Details of the assumptions made and associated sensitivities to the discount rate and mortality assumptions are set out in note 25.

#### **Valuation of Scheme assets used to determine the carrying amount of the Company's defined benefit obligation**

The Scheme net surplus of £76.4m (consisting of assets of £557.3m and liabilities of £480.9m) was based on underlying scheme asset valuations as at 31 March 2022. Pension note 25 includes a sensitivity analysis for changes in both the inflation and discount rates and form part of this report by cross reference.

#### **Recognition of the Company's defined benefit pension scheme surplus**

The recognition of the £76.4m surplus in respect of the defined benefit pension scheme reflects legal and actuarial advice that we have taken regarding recognition of surpluses under FRS 102. We have concluded that the Group has an unconditional right to a refund from the plan, in the event of a winding-up.

### **Key source of estimation uncertainty – Useful Economic Life of the Network Assets**

The current published data on the Future of Energy for the UK, including the developing pathway to net zero with the gas network distributing only hydrogen / biomethane all indicate a long term future for the gas network. There is no contradictory position from Government which would indicate anything different at this point. WWU continues to track developments closely and is undertaking further work to understand the implications for the network.

Noting a different profile after the end of the next price control period in 2032, our ambition is to accelerate and be net zero-ready by 2035 if sufficiently funded and supported by central and local Government. Subject to ongoing regulatory approval, the current pipe replacement programme will be completed by 2035 meaning that 100% of our distribution network will be made of polyethylene which can then be utilised for the future distribution of hydrogen and hydrogen blended gas. The UK government's target remains to be net zero by 2050.

Given the information currently available about how the UK will achieve net-zero using alternative technologies (particularly greener gases such as hydrogen and biomethane) it is still reasonable to assume that the entire network will continue to be used beyond 2050 in its current form or adapted to accommodate hydrogen or biomethane. Management have therefore assumed that our network assets can be adapted to use alternative technologies and hence have useful lives that extend beyond 2050 in line with our policy. However, if future developments in technology or the climate change agenda indicate that the UELs of our network assets are limited to 2050, with no assumption made for future network additions, an additional £8.5m depreciation would be required per year until then.

## Notes to the consolidated financial statements

### 1. Company profit and loss account

As permitted by section 408 of the Companies Act 2006, the profit and loss account of the Company has not been included in these consolidated financial statements. The loss after taxation for the year ended 31 March 2022 within the financial statements of the Company was £241.1m (2021: £23.2m profit) and the actuarial gain on the pension scheme included in the consolidated statement of comprehensive income was £54.9m net of deferred tax (2021: net actuarial loss of £55.0m). The total comprehensive loss transferred to reserves was £186.2m (2021: £31.8m).

### 2. Turnover

The turnover of the Company is all derived from activities undertaken in the UK and an analysis by class of business is set out below:

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
Income from regulated activities	444.8	436.4
Income from non - regulated activities	6.7	6.6
Customer contributions towards the construction of assets	11.4	11.8
	<b>462.9</b>	<b>454.8</b>

Within customer contributions £4.5m (2021: £2.6m) was received by WWU in relation to replacement capital expenditure.

### 3. Operating profit

(a) Operating profit is stated after charging/(crediting):

	Note	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
<u>Continuing operations:</u>			
Staff costs	4(b)	98.4	92.2
Staff costs capitalised as fixed assets		(50.3)	(33.5)
Depreciation: Own assets	8	73.3	73.1
Depreciation: Leased assets	8	0.8	0.8
Amortisation of intangible assets	7	10.0	8.7
Profit on disposal of fixed assets		(0.4)	(3.6)
Rentals under operating leases:			
Hire of plant and equipment		2.8	0.8
Other		0.3	0.2
Cost of stock recognised as an expense		7.6	7.1
Other operating income		(3.6)	(2.5)
Net increase in provisions	3(b), 17	0.8	0.5
Material revenue item – legacy adjustment	3(c)	(11.9)	-
Material items – pension curtailment gain	3(c)	(9.4)	-
Material items – restructuring costs	3(c)	0.5	12.7
Material items – CMA and judicial review costs	3(c)	6.1	1.8
Change in accounting policy – SaaS costs	3(d)	7.0	-

Staff costs capitalised includes direct labour costs allocated to business activities based on time taken per employee to undertake (see note 4(b)) and ancillary costs.

## Notes to the consolidated financial statements (continued)

### 3. Operating profit (continued)

#### (b) Increase in provisions

Provision movements, including amounts charged to the profit and loss account, provisions utilised, discount unwinds and reclassifications are disclosed in more detail in note 17.

#### (c) Material items

The Material Revenue Item relating to "legacy revenue adjustment" as shown on the Profit and Loss account relates to legacy pre RIIO-GD1 amounts in respect of tax clawback of £11.9m. This amount was agreed with Ofgem in late 2020 for inclusion in regulatory revenues in 2021/22. Ofgem has since advised WWU that this inclusion in 2021/22 regulatory revenues was an error by Ofgem, and reduced regulatory revenues in 2022/23 for the pre RIIO-GD1 legacy amount.

The Material Income Item of £8.9m (2021: £nil) relates to the finalised restructuring of the business in preparation for the new price control period RIIO-GD2, which began on 1 April 2021. As part of the review of all our activities and structures in readiness for RIIO-GD2, we successfully closed the Defined Benefit section of the pension scheme to future accrual, which resulted in a £9.4m curtailment gain. We also completed the voluntary redundancy programme which resulted in an additional £0.5m residual redundancy cost (2021: £12.7m).

The Material Cost Item of £6.1m (2021: £1.8m) relates to the challenge to the RIIO-GD2 Final Determination. We incurred an extra £6.1m legal and advisory related costs for the year ended 31 March 2022 (2021: £1.8m), including costs for the Judicial Review.

#### (d) Changes in accounting policies

During the year, the Group also revised its accounting policy in relation to upfront configuration and customisation costs incurred in implementing SaaS arrangements in response to the IFRS Interpretations Committee agenda decision clarifying how IFRS Standards apply to these types of arrangements. The impact of this in the current year was a £7.0m charge to operating expenditure.

#### (e) Auditor remuneration

##### Services provided by the Group's auditor

During the year the Group obtained the following services from the Group's auditor:

	Year ended 31 March 2022 £000	Year ended 31 March 2021 £000
Fees payable to the Group's auditor for the audit of parent entity's and the consolidated financial statements:	475.0	239.0
Fees payable to the Group's auditor and its associates for other services:		
the audit of the Company's subsidiary	9.0	9.0
<b>Total audit fees</b>	<b>484.0</b>	<b>248.0</b>
assurance services related to group reporting	30.0	28.0
assurance services related to interim review	20.0	39.0
assurance services related to regulatory reporting	33.0	31.0
other assurance services	23.0	-
<b>Total non-audit fees</b>	<b>106.0</b>	<b>98.0</b>
	Year ended 31 March 2022 £000	Year ended 31 March 2021 £000
<u>Fees in respect of the pension Scheme:</u>		
Audit of pension Scheme	37.0	29.0

Audit fees for all Group Companies are settled by WWU.

## Notes to the consolidated financial statements (continued)

### 4. Directors and employees

#### (a) Directors' emoluments and interests

Directors' emoluments:

	Year ended 31 March 2022 £000	Year ended 31 March 2021 £000
Fees payable to non-executive Directors	110.5	110.0
Salary payments (including benefits in kind)	504.7	493.9
Performance related bonus (see below)	519.6	385.8
Pension contributions	10.5	10.4
Contributions in lieu of pension	118.2	118.1
	<b>1,263.5</b>	<b>1,118.2</b>

One director is a member of the defined contribution section of the Group pension Scheme. All other Directors make their own pension arrangements.

The executive Directors' remuneration is based on their overall company responsibilities and the policy is to ensure that they are rewarded competitively by providing remuneration consisting of a basic salary, benefits and annual performance related bonus, part of which is deferred, which require the achievement of demanding performance targets. These targets include safety, standards of service, customer satisfaction and financial.

The amount disclosed in respect of the period ended 31 March 2022 represents the bonus approved by the Remuneration Committee in respect of services for the year ended 31 December 2021. Bonuses are reviewed and paid in respect of a calendar year.

The performance bonus is apportioned between an amount due as a lump sum payable after the year end, and the balance payable under a long term incentive plan. The amount due under the long term incentive plan is payable three years after the year in which the award arose. The payment of the performance bonus is conditional on the director remaining in office on the payment date. At 31 March 2022, £0.7m was accrued in respect of amounts payable under the long term incentive plan for 1 director and members of the executive team (2021: £0.8m).

No director had any interest over shares in the Company/Group.

The independent non-executive Directors receive a flat monthly fee for their services.

Five of the Directors receive no remuneration from the Company/Group. These Directors are employees of the parent companies they represent and are remunerated by them in their operational country. The alternate Directors receive no remuneration from the company or their appointees for acting as alternate Directors.

Highest paid director:

	Year ended 31 March 2022 £000	Year ended 31 March 2021 £000
Salary payments (including benefits in kind)	504.7	493.9
Performance related bonus (see above)	519.6	385.8
Pension contributions	10.5	10.4
Contributions in lieu of pension	118.2	118.1
	<b>1,153.0</b>	<b>1,008.2</b>

Accrued Company pension (defined contribution)	<b>277.7</b>	<b>268.5</b>
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## Notes to the consolidated financial statements (continued)

### 4. Directors and employees (continued)

#### (b) Staff costs (including Directors)

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
Wages and salaries	81.1	72.1
Social security costs	8.4	8.3
Pension costs (note 25)	8.9	11.8
	<b>98.4</b>	<b>92.2</b>

Staff costs are allocated to business activities based on time taken per employee to undertake. On this basis £50.3m of the above staff costs (£48.6m to tangible assets and £1.7m to intangible assets) have been capitalised during the year ended 31 March 2022 (2021: £33.5m).

#### (c) Average monthly number of employees during the period (excluding Directors)

	Year ended 31 March 2022 Number	Year ended 31 March 2021 Number
Regulated gas distribution activities : industrial personnel	1,028	906
Regulated gas distribution activities : staff	705	693
Other activities	2	2
	<b>1,735</b>	<b>1,601</b>

### 5. Finance charges and income

#### (a) Interest receivable and similar income

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
Interest receivable on bank deposits	0.7	2.4

#### (b) Interest payable and similar expenses

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
On external debt	69.1	66.2
On loan notes with affiliates	50.1	47.5
Premium over par on bond buy - back	-	11.5
Amortised debt issue costs and bond discount	1.5	1.1
On unwinding of discounts on provisions (note 17)	1.4	1.4
Other finance charges/(income) – net pension (note 25)	0.1	(1.1)
Finance lease interest	0.1	0.1
	<b>122.3</b>	<b>126.7</b>

Interest on external debt for the year ended 31 March 2022 includes a charge of £10.6m (2021: £1.7m) for accrued inflation on the RPI linked bond.



## Notes to the consolidated financial statements (continued)

### 5. Finance charges and income (continued)

#### (c) Index-linked and interest rate fair value swap movement

	Year ended 31 March 2022	Year ended 31 March 2021
	£m	£m
On index-linked derivative contracts – inflation accrual	56.0	23.7
Interest payable, on index-linked swaps	12.2	19.6
Interest receivable, on index-linked swaps	(4.6)	(3.5)
Interest receivable, on interest rate swaps	(3.1)	(2.7)
Accretion of swap extension costs	(26.7)	5.8
Fair value loss/(gain) on index-linked swaps – excluding accruals	181.5	(40.4)
Fair value loss/(gain) on interest rate swaps – excluding accruals	10.0	4.4
<b>Total fair value movement through profit and loss</b>	<b>225.3</b>	<b>6.9</b>

The increase in total loss on RPI linked and nominal interest rate swaps for the year ended 31 March 2022 to £225.3m from £6.9m from the prior year was largely due to higher inflation. The analysis above in 5(c) of the total fair value movement of derivatives through profit and loss is provided principally for the benefit of senior debt investors and rating agencies. FRS 102 does not distinguish individual components of fair value movements through Profit and Loss, therefore the only fair value movement for FRS 102 purposes on derivatives is the total loss of £225.3m.

### 6. Tax on profit/(loss)

#### (a) Analysis of tax charge in the year

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
<b>The charge for taxation is made up as follows:</b>		
<b>Current tax</b>		
UK corporation tax charge on profit of the year	-	1.1
Adjustments in respect of prior years	(0.2)	1.3
<b>Total current tax (credit) / charge</b>	<b>(0.2)</b>	<b>2.4</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	(23.1)	15.4
Deferred tax relating to change in tax rate	81.3	-
Adjustments in respect of prior years	1.1	(0.2)
<b>Total deferred tax charge</b>	<b>59.3</b>	<b>15.2</b>
<b>Total tax charge on (loss)/profit (note 6(b))</b>	<b>59.1</b>	<b>17.6</b>

The standard rate of UK corporation tax applied to reported profit is 19% (2021: 19%).

## Notes to the consolidated financial statements (continued)

### 6. Tax on profits/(losses) (continued)

A total current tax credit of £0.2m arises in the year to 31 March 2022 with a nil current tax charge attributable to losses before tax in the period and a prior period credit of £0.2m (2021: total of £2.4m comprising a current tax charge of £1.1m attributable to profits before tax in the period after the utilisation of brought forward losses and a prior period charge of £1.3m).

The deferred tax charge relating to a change of tax rate of £81.3m in the period to 31 March 2022 is due to the increase in the statutory tax rate to 25% from 19% which is expected to come into effect from 1 April 2023, as announced by the UK Government in the 2021 Budget on 3 April. This increase in the tax rate was substantively enacted on 24 May 2021 and is therefore reflected in the deferred tax for the current period.

The deferred tax assets and liabilities that make up the closing net deferred tax liability of £337.7m (2021: £260.1m) are set out in note 17(d) – Deferred tax.

#### (b) Factors affecting the total tax charge for the year

The difference between the total tax charge and the amount calculated by applying the weighted average rate of corporation tax in the UK of 19% (2021: 19.0%) to the loss before tax is explained below:

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
(Loss)/profit before tax	(182.0)	40.8
(Loss)/profit before tax multiplied by the weighted average rate of corporation tax in the UK of 19% (2021: 19.0%)	(34.6)	7.7
<b>Effects of:</b>		
expenses not deductible for tax purposes	12.0	9.3
income not taxable in determining taxable profits	(0.5)	(0.5)
change in tax rate	81.3	-
adjustment to current tax in respect of prior periods	(0.2)	1.3
adjustment to deferred tax in respect of prior periods	1.1	(0.2)
<b>Current tax charge for the year (note 6(a))</b>	<b>59.1</b>	<b>17.6</b>

The actual tax charge for the year ended 31 March 2022 of £59.1m (2021: £17.6m) is higher than the expected tax credit at the statutory rate of £34.6m (2021: tax charge £7.7m) mainly as a result of the disallowance of interest on shareholder loans and provisions of £62.1m and rate differences of £81.3m as explained in note 6(a) (2021: mainly as a result of the disallowance of interest on shareholder loans of £47.5m and £1.3m adjustment to current tax in respect of prior period).

The net reversal of recognised deferred tax assets and liabilities expected to occur in the year to 31 March 2023 is a net charge of £25.7m (2021: £9.2m). This relates mainly to the reversal of deferred tax assets related to the fair value of derivatives recognised on balance sheet at 1 April 2016.

## Notes to the consolidated financial statements (continued)

### 7. Intangible fixed assets

#### Group and Company

	Gas Transporters' Licence £m	IT software £m	Assets under construction £m	Total £m
<b>Cost or valuation</b>				
At 1 April 2021	229.0	41.0	29.1	299.1
Additions	-	-	23.2	23.2
Disposals (see note 3c)	-	-	(7.0)	(7.0)
Transfers in year	-	23.5	(23.5)	-
<b>At 31 March 2022</b>	<b>229.0</b>	<b>64.5</b>	<b>21.8</b>	<b>315.3</b>
<b>Accumulated amortisation</b>				
At 1 April 2021	81.5	34.3	-	115.8
Charge for the year	5.1	4.9	-	10.0
<b>At 31 March 2022</b>	<b>86.6</b>	<b>39.2</b>	<b>-</b>	<b>125.8</b>
<b>Net book amount</b>				
<b>At 31 March 2022</b>	<b>142.4</b>	<b>25.3</b>	<b>21.8</b>	<b>189.5</b>
At 31 March 2021	147.5	6.7	29.1	183.3

### 8. Tangible fixed assets

#### Group and Company

	Freehold land and buildings £m	Leasehold land and buildings £m	Gas distribution network assets £m	Vehicles, plant and equipment £m	Assets under construction £m	Total £m
<b>Cost or valuation</b>						
At 1 April 2021	21.6	6.5	3,338.9	200.7	110.0	3,677.7
Additions	-	-	3.1	1.4	132.3	136.8
Disposals	-	-	-	(4.1)	-	(4.1)
Transfers in year	2.0	-	117.3	9.0	(128.3)	-
<b>At 31 March 2022</b>	<b>23.6</b>	<b>6.5</b>	<b>3,459.3</b>	<b>207.0</b>	<b>114.0</b>	<b>3,810.4</b>
<b>Accumulated depreciation</b>						
At 1 April 2021	3.2	5.1	791.9	168.9	-	969.1
Charge for the year	0.4	0.1	61.8	15.6	-	77.9
Disposals	-	-	-	(4.0)	-	(4.0)
<b>At 31 March 2022</b>	<b>3.6</b>	<b>5.2</b>	<b>853.7</b>	<b>180.5</b>	<b>-</b>	<b>1,043.0</b>
<b>Net book amount</b>						
<b>At 31 March 2022</b>	<b>20.0</b>	<b>1.3</b>	<b>2,605.6</b>	<b>26.5</b>	<b>114.0</b>	<b>2,767.4</b>
At 31 March 2021	18.4	1.4	2,547.0	31.8	110.0	2,708.6

## Notes to the consolidated financial statements (continued)

### 8. Tangible fixed assets (continued)

The Company operates company cars on leases which meet the definition of finance leases under FRS 102 and are accounted for accordingly. At 31 March 2022 the net book amount of these assets held under finance leases was £2.2m (2021: £1.3m). Other than finance leases on cars, no other tangible or intangible fixed assets have restricted title or have been pledged as security for liabilities.

Included within the freehold land and buildings net book amount at 31 March 2022 is £2.8m (2021: £2.8m) in respect of land which is not depreciated.

### 9. Fixed asset investments

Group	Unlisted investments £m
<b>Cost and net book value</b>	
At 31 March 2022 and 31 March 2021	<u>0.1</u>

The unlisted fixed asset investment of £0.1m (2021: £0.1m) represents the Group's shareholding in Xoserve Limited, a private Company limited by shares, incorporated in England and Wales (registered number 05046877). The Group's shareholding represents 10% (2021: 10%) of the ordinary issued share capital of Xoserve Limited.

The principal activity of Xoserve Limited, a company incorporated in England and Wales, is as the Gas Transporters' Agent providing centralised information and data services for Gas Transporters and Gas Shippers in Great Britain. Xoserve's registered office address is Lansdowne Gate, 65 New Road, Solihull, B91 3DL.

Company	Unlisted investments £m
<b>Cost and net book value</b>	
At 31 March 2022 and 31 March 2021	<u>0.2</u>

An unlisted fixed asset investment of £0.1m (2021: £0.1m) represents the Company's shareholding in Xoserve Limited. The Company's shareholding represents 10% (2021: 10%) of the ordinary issued share capital of Xoserve Limited.

An unlisted fixed asset investment of £0.1m (2021: £0.1m) represents the entire issued share capital of Wales & West Utilities Finance plc comprising 50,000 shares of £1 each. Wales & West Utilities Finance plc is a private Company limited by shares, incorporated in England and Wales (registered number 06766848). The registered office address of Wales & West Utilities Finance plc is Wales & West House, Spooner Close, Celtic Springs, Coedkernew, Newport, NP10 8FZ.

The Company's shareholding represents 100% (2021: 100%) of the issued share capital of Wales & West Utilities Finance plc. Wales & West Utilities Finance plc has bonds listed on the London Stock Exchange and Luxembourg Stock Exchange.

In addition, the Company owns the entire issued share capital of Wales & West Utilities Pension Scheme Trustees Limited, a dormant company incorporated in England and Wales (registered number 05750643), which is non-trading and comprises 2 shares of £1 each. The registered office address of Wales & West Utilities Pension Scheme Trustees Limited is Wales & West House, Spooner Close, Celtic Springs, Coedkernew, Newport, NP10 8FZ.

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

## Notes to the consolidated financial statements (continued)

### 10. Stocks Group and Company

	31 March 2022 £m	31 March 2021 £m
Raw materials and consumables	4.1	3.8

The replacement cost of stocks is not materially different from their carrying value.

### 11. Debtors Group and Company

	31 March 2022 £m	31 March 2021 £m
<b>Amounts falling due within one year</b>		
Trade debtors	2.1	2.8
Accrued income	40.6	42.0
Other debtors	0.3	5.3
Prepayments	4.3	4.3
	<b>47.3</b>	<b>54.4</b>

### 12. Creditors

		Group		Company	
		31 March 2022 £m	31 March 2021 £m	31 March 2022 £m	31 March 2021 £m
<b>(a) Other creditors falling due within one year</b>	<b>Note</b>				
External borrowings	13	50.0	150.0	50.0	50.0
Obligations under finance leases	13	0.7	0.6	0.7	0.6
Payments received on account		23.0	21.2	23.0	21.2
Trade creditors		14.9	3.8	14.9	3.8
Other taxation and social security		13.1	11.7	13.1	11.7
Corporation tax		1.1	4.1	1.1	4.1
Other creditors		1.7	2.0	1.7	2.0
Accruals		91.8	144.0	77.5	127.3
Amount due to subsidiary undertaking*		-	-	1,380.3	1,471.5
		<b>196.3</b>	<b>337.4</b>	<b>1,562.3</b>	<b>1,692.2</b>
<b>(b) Amounts falling due after more than one year</b>					
External borrowings	13	1,775.6	1,764.3	409.7	409.6
Loan notes with affiliates	13,14	677.3	660.6	677.3	660.6
Swap fair value liability	14(e)	1,165.2	964.6	1,165.2	964.6
Obligations under finance leases	13	0.9	0.6	0.9	0.6
Trade creditors		0.5	0.6	0.5	0.6
Other creditors		1.0	1.0	1.0	1.0
		<b>3,620.5</b>	<b>3,391.7</b>	<b>2,254.6</b>	<b>2,037.0</b>

## Notes to the consolidated financial statements (continued)

### 12. Creditors (continued)

\*The amount due to subsidiary undertaking represents the proceeds of bond issuances loaned by WWUF to WWU. WWU pays interest at the applicable rate equal to the coupon rate on the underlying bond plus a nominal intercompany loan fee of £1,000 p.a. The repayment date of this intercompany debt is the scheduled maturity date of the underlying bond or at the demand of WWUF, however management considers that although the loan is repayable on demand to the wholly owned subsidiary, settlement of the loan is not expected within the next financial year.

### 13. External Borrowings

	Group		Company	
	31 March 2022 £m	31 March 2021 £m	31 March 2022 £m	31 March 2021 £m
<b>Repayable as follows:</b>				
In less than one year	50.5	150.6	50.7	50.6
In more than one year but not more than two years	0.7	0.5	0.7	0.5
In more than two years but not more than 5 years	559.6	359.3	409.9	209.8
In more than 5 years	1,893.7	2,065.7	677.3	860.5
	<b>2,504.5</b>	<b>2,576.1</b>	<b>1,138.6</b>	<b>1,121.4</b>
Less: amounts owed to affiliated entities	<b>(677.3)</b>	<b>(660.6)</b>	<b>(677.3)</b>	<b>(660.6)</b>
	<b>1,827.2</b>	<b>1,915.5</b>	<b>461.3</b>	<b>460.8</b>

As at 31 March 2022 the £2,504.5m (2021: £2,576.1m) of external borrowings comprised senior secured bonds of £1,365.9m (2021: £1,454.6m), subordinated loan notes issued to affiliated companies of £677.3m (2021: £660.6m), senior secured EIB term loans of £309.9m (2021: £309.9m), a senior secured private placement of Class B notes with MetLife of £99.8m (2021: £99.8m), a senior secured National Westminster Bank plc term loan of £nil (2021: £50.0m), senior secured drawn National Westminster Bank plc revolving credit facility of £50.0m (2021: £nil), senior secured revolving bank facilities of £nil (2021: £nil) and obligations under finance leases of £1.6m (2021: £1.2m).

#### Group

##### Senior secured bonds

- i) At 31 March 2022 WWUF had in issue senior secured guaranteed bonds with a nominal value of £1,325.0m (2021: £1,425.0m) and a book value of £1,365.9m (2021: £1,454.6m). Included in the guaranteed bonds book value is £46.5m (2021: £35.8m) of accrued inflation on the index-linked bond, unamortised bond fees and discount of £5.1m (2021: £5.8m) and £0.5m (2021: £0.4m) attributed to amortised cost accounting.

As at 31 March 2022, the guaranteed bonds have legal maturities ranging between December 2023 and May 2041 as outlined in the following table:

Nominal value £m	Coupon %	Class	Issue date	Redemption date	Note	Book value £m 31 March 2022	Book value £m 31 March 2021
300	5.75%	A	31 March 2010	29 March 2030		296.8	296.4
100	2.496%	A	31 March 2010	22 August 2035	(a)	146.2	135.5
150	4.625%	A	4 November 2011	13 December 2023		149.6	149.7
-	4.625%	A	4 November 2011	6 April 2021	(b)	-	99.8
150	5.00%	A	4 November 2011	7 March 2028		148.9	148.8
300	3.00%	A	3 August 2018	3 August 2038		297.3	297.1
75	3.00%	A	3 September 2019	3 August 2038		84.0	84.5
250	1.875%	A	28 February 2020	28 May 2041		243.1	242.8
<b>1,325</b>						<b>1,365.9</b>	<b>1,454.6</b>

- a) The movement in the £100.0m nominal index-linked bond represents accrued inflation of £10.6m on the index-linked bond for the year (2021: £1.7m) and £0.1m (2021: £0.1m) in respect of amortised discount and bond fees. Included in the book value of the index-linked bond is £46.5m of accrued inflation (2021: £35.9m).

## Notes to the consolidated financial statements (continued)

### 13. External borrowings (continued)

- b) On 30 March 2021, the Company announced the final results of a tender offer for £100m of WWUF's £250m 4.625% Class A nominal bond maturing on 13 December 2023. The bonds were purchased at 111.460% of their par value, and included accrued interest of £1.445m. A charge for £11.5m was made in the consolidated profit and loss account of WWU, representing the excess of the consideration paid above the book carrying amount of the bonds. The total consideration paid was £112.9m on the settlement date, 6 April 2021. On the same day, WWUF acquired the bonds from WWU and immediately cancelled them, as required by the bond trust deed. In consideration for this cancellation, WWUF extinguished an equivalent amount of debt owed by WWU to it.

#### Senior secured bonds

All of the bonds are unconditionally and irrevocably guaranteed by the Company and its immediate parent, Wales & West Utilities Holdings Limited, pursuant to a guarantee and security agreement entered into over the entire property, assets, rights and undertakings of each guarantor, in the case of the Company to the extent permitted by the Gas Act and its Gas Transporters' Licence.

#### Company

- ii) At 31 March 2022 the Company had borrowed funds with a nominal value of £310.0m (2021: £310.0m) under its EIB term loan facilities and £nil (2021: £50.0m) from NWB term loan facilities. The NWB term loan facility was replaced with a £50.0m Class B NWB revolving credit facility which had a drawn value of £50.0m at 31 March 2022 (2021: £nil). The book value of the debt at 31 March 2022 is £359.9m (2021: £359.9m) after deducting unamortised debt fees of £0.1m (2021: £0.1m). These loans benefit from the same security and guarantee arrangements as the senior secured bonds.

The table below details the tranches of funds drawn:

Nominal value £m	Bank	Fixed/ Floating	Coupon	Class	Drawdown date	Maturity date	Book value in £m at	
							31 March 2022	31 March 2021
60.0	EIB	Floating	0.455% + LIBOR	A	21 August 2015	31 March 2026	60.0	60.0
100.0	EIB	Floating	0.452% + LIBOR	A	30 November 2015	31 March 2027	100.0	100.0
100.0	EIB	Fixed	2.10%	A	27 January 2017	31 March 2026	99.9	99.9
50.0	EIB	Fixed	1.99%	A	22 March 2017	31 March 2027	50.0	50.0
-	NWB	Floating	LIBOR + 1.25%	B	4 May 2018	3 May 2021	-	50.0
50.0	NWB	Floating	SONIA + 1.55%	B	7 June 2021	6 June 2024	50.0	-
360.0							359.9	359.9

- iii) At 31 March 2022, the Company had borrowed £nil (2021: £nil) under its £125m of revolving credit facilities with four core banks. In January 2022, the Company agreed to a 364 day extension to these facilities to February 2023. The floating interest rates on drawings under these facilities range from SONIA (plus a fixed Credit Adjustment Spread) + 0.35% to SONIA (plus a fixed Credit Adjustment Spread) + 1.50% (2021: range from LIBOR + 0.35% to LIBOR + 1.50%).
- iv) At 31 March 2022 held a private placement of Class B loan notes with Metlife. These loan notes have a nominal value of £50.0m (2021: £50.0m) maturing 31 March 2026 and £50.0m (2021: £50.0m) maturing 30 September 2026. These loan notes have a fixed coupon of 3.06% paid annually and a book value at 31 March 2022 of £99.8m (2021: £99.7m).
- v) On 27 March 2018, the Company issued, for cash, £645.0m of 20 year subordinated loan notes expiring on 26 March 2038 to affiliated companies resident and incorporated in Hong Kong and controlled by the four members of the Hong Kong based consortium that jointly own West Gas Networks Limited (UK) and Western Gas Networks Limited (UK) (see note 26 - Immediate and ultimate parent companies and 27(d) related party transactions). The loan notes carry a coupon of SONIA (plus a fixed Credit Adjustment Spread) + 6.5% and

## Notes to the consolidated financial statements (continued)

### 13. External borrowings (continued)

interest is payable bi-annually in June and December. The loan notes are registered on the Official List of the International Stock Exchange in Jersey.

At 31 March 2022, the Company had borrowed £645.0m (2021: £645.0m) in the form of loan notes from affiliated companies. The book value of the debt at 31 March 2022 is £677.3m on an amortised cost basis (2021: £660.6m) after deducting unamortised debt fees of £0.2m (2021: £0.2m).

The table below details the loan notes' balances with those affiliated companies at 31 March 2022 and 31 March 2021:

Loan note holders	% share	Nominal value £m	Book value at	
			31 March 2022 £m	31 March 2021 £m
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	10%	64.5	67.7	66.0
	100%	645.0	677.3	660.6

The £645.0m cash received in respect of the loan notes was used on 4 April 2018 to repay an equivalent amount of the loan from the Company's immediate parent, Wales & West Utilities Holdings Limited, and further intercompany loan repayments were made within the UK group.

- vi) The finance lease obligation in respect of company cars is included within borrowings above. The liability of obligations under finance leases at 31 March 2022 was £1.6m (2021: £1.2m).
- vii) On 4 May 2018, the Company borrowed £50.0m of Class B debt from the NWB maturing on 3 May 2021. This term loan was repaid in full on 30 April 2021.
- viii) On 7 June 2021, the Company entered into a £50.0m Class B revolving credit facility with NWB maturing 6 June 2024. Floating rate interest on drawn amounts under this facility is SONIA + 1.55%. The drawn balance on this facility at 31 March 2022 was £50.0m (2021: nil) which was repaid in full on 4 April 2022.

### 14. Financial instruments and risk management

The Group's funding, liquidity and exposure to interest rate and credit risks are managed within a framework of policies authorised by the Board of Directors. In accordance with these policies financial derivatives are used to manage financial exposures within policy parameters and are not undertaken for speculative or trading purposes.

The Group's Treasury function is governed by policies determined by the Board, and reports periodically to the Treasury Committee and the Board.



## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

#### (a) Categories of financial instruments

The carrying value of financial assets and liabilities held by the Group is summarised by category below:

Group and Company		31 March 2022 £m	31 March 2021 £m
	Note		
<b>Financial assets held at amortised cost</b>			
Trade and other debtors	11	47.3	54.4
Cash and cash on deposit	21, 22	282.8	433.6
<b>Total financial assets at amortised cost</b>		<b>330.1</b>	<b>488.0</b>
<b>Financial assets at fair value</b>			
Derivative financial instruments	14(e)	34.7	48.7
<b>Total financial assets</b>		<b>364.8</b>	<b>536.7</b>

		Group		Company	
		31 March 2022 £m	31 March 2021 £m	31 March 2022 £m	31 March 2021 £m
	Note				
<b>Financial liabilities held at amortised cost</b>					
Trade and other creditors	12 (a, b)	18.1	7.4	18.1	7.4
Accrued interest on bonds, bank loans and loans with affiliates		49.2	89.9	34.8	73.0
Obligations under finance leases	13	1.6	1.2	1.6	1.2
Guaranteed bonds	13	1,365.9	1,454.6	-	-
External borrowings – bank loans and fees	13	359.9	359.7	359.9	359.9
External borrowings – other loan notes	13	99.8	99.7	99.8	99.7
Loans with affiliates*	27(d)	677.3	660.6	677.3	660.6
<b>Total financial liabilities at amortised cost</b>		<b>2,571.8</b>	<b>2,673.1</b>	<b>1,191.5</b>	<b>1,201.8</b>
<b>Financial liabilities at fair value</b>					
Derivative financial instruments	14(e)	1,165.2	964.6	1,165.2	964.6
<b>Total financial liabilities</b>		<b>3,737.0</b>	<b>3,637.7</b>	<b>2,356.7</b>	<b>2,166.4</b>

\*Amounts owed to affiliates represent subordinated unsecured loan capital. Payments made in respect of this capital are subject to restrictive conditions in the Common Terms Agreement with senior lenders and other parties.

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

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

Group and Company	Note	31 March 2022 £m	31 March 2021 £m
<b>Interest income and expense</b>			
Total interest income for financial assets at amortised cost	5(a)	(0.7)	(2.4)
Total interest expense for financial liabilities at amortised cost	5(b)	122.3	126.7
<b>Index linked and interest rate fair value swap movements</b>			
On derivative financial assets measured at fair value through profit or loss	5(c)	6.9	1.7
On derivative financial liabilities measured at fair value through profit or loss	5(c)	218.4	5.2
		<b>225.3</b>	<b>6.9</b>

### (b) Interest rate composition of gross borrowings

After taking account of the interest rate swaps entered into by the Company, the fixed and floating interest rate profile of the Group's gross borrowings, excluding intra-group indebtedness and loan notes issued to affiliates, was:

	Group		Company	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
	£m	£m	£m	£m
Fixed nominal rate	536.0	886.0	250.0	250.0
Fixed real rate	1,100.3	999.0	61.4	210.0
Floating rate	148.7	-	148.7	-
<b>Total</b>	<b>1,785.0</b>	<b>1,885.0</b>	<b>460.1</b>	<b>460.0</b>

#### Fixed nominal rate

Within fixed nominal rate debt at 31 March 2022 is £150.0m (2021: £150.0m) of fixed rate debt drawn with the EIB, £286.0m (2021: £636.0m) of fixed rate bonds and £100.0m (2021: £100.0m) of privately placed loan notes with MetLife.

#### Fixed real rate

Borrowings with a fixed real rate comprise £100.0m of 2.496% index-linked bonds (2021: £100.0m of 2.496% index-linked bonds) and £1,000.3m of fixed nominal rate and floating rate borrowings (2021: £899.0m) matched with index-linked swaps.

#### Floating rate

Borrowings with a floating rate comprise £50.0m (2021: £nil) drawn on the NWB Class B revolving credit facility and £98.7m (2021: £nil) floating rate EIB debt not matched with index-linked swaps.

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

#### (c) Interest rate profile of fixed rate borrowings

After taking account of swaps entered into by the Group, the weighted average interest rate profile of the Group's gross borrowings at 31 March 2022 and 31 March 2021, excluding intra-group indebtedness and loan notes issued to affiliates, together with the weighted average period for which the rate is fixed, was:

Currency	Weighted average interest rate		Weighted average period for which rate is fixed	
	31 March 2022 %	31 March 2021 %	31 March 2022 Years	31 March 2021 Years
Sterling: Fixed nominal rate	2.22	2.55	12.0	15.6
Fixed real rate	3.49	4.94	9.8	7.7
Floating rate	1.23	-	3.7	-

#### (d) Borrowing facilities

	31 March 2022 £m	31 March 2021 £m
Committed borrowing facilities	485.0	485.0
Drawn	(360.0)	(360.0)
<b>Undrawn committed facilities</b>	<b>125.0</b>	<b>125.0</b>

The drawn facilities at 31 March 2022 of £360.0m represent £310.0m of EIB loans and £50.0m of Class B debt drawn under the NWB revolving credit facility (2021: £360m drawn representing £310.0m of EIB loans and £50.0m of Class B debt from the NWB term loan).

The £125.0m of undrawn facilities at 31 March 2022 and at 31 March 2021 comprised committed revolver facilities with core banks. In addition there are standby liquidity facilities of £90.0m (2021: £90.0m) which may be drawn following an event of default. These standby liquidity facilities are not regarded as part of the Group's ongoing liquidity facilities for general corporate purposes.

On 6 July 2022, the Company replaced the £125m committed revolver facilities due to expire in February 2023 with new, sustainability linked, 3 year committed revolver facilities for £125m due to expire in July 2025 and with options to extend for a further two years subject to lender consent. There were no changes to participant lenders.

#### (e) Fair values of financial instruments

In the table below, the fair value of short term borrowings, current asset investments, cash at bank and bank loans approximates to book values due to the short maturity of these instruments after reflecting £nil (2021: £nil) of unamortised debt fees.

The fair value of the listed guaranteed bonds has been calculated using the 31 March 2022 quoted prices (2021: 31 March 2021 quoted prices).

The fair values of the derivative financial instruments represent the present value of expected future cash flows from those instruments, discounted at forward interest rates. The fair values do not represent a termination cost as at 31 March 2022.

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

Group	31 March 2022		31 March 2021	
	Book value £m	Fair value £m	Book value £m	Fair value £m
<b>Primary financial instruments held or issued to finance the Group's operations</b>				
Guaranteed bonds	(1,365.9)	(1,411.5)	(1,454.6)	(1,675.9)
Loans with affiliates	(677.3)	(645.0)	(660.6)	(645.0)
Bank loans	(359.9)	(360.0)	(359.7)	(360.0)
Other loan	(99.8)	(99.8)	(99.7)	(100.0)
Obligations under finance leases	(1.6)	(1.6)	(1.2)	(1.2)
Cash at bank	282.8	282.8	433.6	433.6
	<b>(2,221.7)</b>	<b>(2,235.1)</b>	<b>(2,142.2)</b>	<b>(2,348.5)</b>
<b>Derivative financial instruments held to manage the interest rate profile</b>				
Index-linked swaps liability	(1,164.8)	(1,240.1)	(964.6)	(1,022.7)
Index-linked swap asset	12.7	12.7	16.7	16.7
Interest rate swap asset	22.0	22.5	32.0	32.6
Interest rate swap liability	(0.5)	(0.5)	-	-
	<b>(3,352.3)</b>	<b>(3,440.5)</b>	<b>(3,058.1)</b>	<b>(3,321.9)</b>

Company	31 March 2022		31 March 2021	
	Book value £m	Fair value £m	Book value £m	Fair value £m
<b>Primary financial instruments held or issued to finance the Group's operations</b>				
Loans with affiliates	(677.3)	(645.0)	(660.6)	(645.0)
Bank loans	(359.9)	(360.0)	(359.9)	(360.0)
Other loan	(99.8)	(100.0)	(99.7)	(100.0)
Obligations under finance leases	(1.6)	(1.6)	(1.2)	(1.4)
Cash at bank and cash on deposit	282.8	282.8	433.6	433.6
	<b>(855.8)</b>	<b>(823.8)</b>	<b>(687.8)</b>	<b>(672.8)</b>
<b>Derivative financial instruments held to manage the interest rate profile</b>				
Index-linked swaps liability	(1,164.8)	(1,240.1)	(964.6)	(1,022.7)
Index-linked swap asset	12.7	12.7	16.7	16.7
Interest rate swap asset	22.0	22.5	32.0	32.6
Interest rate swap liability	(0.5)	(0.5)	-	-
	<b>(1,986.4)</b>	<b>(2,029.2)</b>	<b>(1,603.7)</b>	<b>(1,646.2)</b>

#### (f) Interest rate and index-linked derivative contracts ("swaps")

##### Group and Company

The Group has entered into interest rate swap arrangements in order to manage the interest rate exposure of the Group and not for trading or speculative purposes.

The Group has entered into RPI-linked interest rate swaps to achieve stable real interest costs and to support mitigation of the impact of volatility from the RPI-linked regulated revenues earned to 31 March 2021. Regulated revenues from 1 April 2021 are linked to CPIH.

The Company values swap contracts on a discounted cash flow basis. Forward RPI and interest market data is used together with fixed amounts (i.e. the fixed interest rate receipt legs of certain swaps), to determine future undiscounted cash flows over the remaining life of the swaps. Those cash flows are then discounted to a present value sum using a discount curve represented by forward overnight Indexed swap ("OIS") rates.

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

The fair value of derivative contracts at 31 March 2022 and 31 March 2021 is shown below:

	31 March 2022	31 March 2021
	£m	£m
<b>Fair value of financial derivatives</b>		
Fair value of swap liability	(1,240.6)	(1,022.7)
Fair value of swap asset	35.2	49.3
<b>Net fair value of financial derivatives</b>	<b>(1,205.4)</b>	<b>(973.4)</b>

The difference between the fair value of derivative financial instruments of £1,205.4m disclosed above and the book value of derivative financial instruments as disclosed in note 14(e) of £1,135.7m reflect the unamortised element of swap restructure costs of £70.2m (2021: £58.2m) less the credit adjustment on the swap asset of £0.5m (2021: £0.7m).

#### Index-linked swaps

As at 31 March 2022, the Group held index-linked swaps with a notional principal of £1,000.4m (2021: £1,000.4m). The interest rates on the pay leg of these swaps at 31 March 2022 ranged between 2.01% and 4.85% (2021: 1.75% and 3.54%). The maturity dates of these swaps range between November 2023 and November 2039 (2021: between November 2023 and November 2039). These maturities are subject to break clauses. Of the total notional of £1,000.4m, £645.4m (2021: £645.4m) of these swaps have mandatory self-executing break dates and are phased as follows:

Calendar year of break clause	31 March 2022 £m	31 March 2021 £m
2022	-	3.4
2024	-	124.2
2026	136.0	136.0
2028	145.3	145.3
2029	141.3	105.9
2030	43.8	32.0
2031	47.0	23.6
2032	51.2	51.2
2033	57.0	-
2034	15.8	15.8
2036	4.0	4.0
2038	4.0	4.0
	<b>645.4</b>	<b>645.4</b>

The Group intends to continue to extend or remove break dates well in advance of their due dates.

The remaining £355.0m (2021: £355.0m) of index-linked swaps do not have any such break dates and expire in 2023, 2035 and 2039 (2021: 2023, 2035 and 2039).

#### Interest rate swaps

As at 31 March 2022, the Group held interest rate swaps with a notional principal of £680.4m (2021: £180.4m), which offset the floating SONIA/LIBOR receive legs on the index-linked swaps. The interest rate on the pay legs of £180.4m notional of these swaps at 31 March 2022 is floating LIBOR (2021: floating LIBOR). The remaining £500.0m notional have a floating pay leg interest rate of SONIA. The maturity dates of these swaps range between November 2023 and March 2030 (2021: between November 2023 and March 2030).

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

#### (g) Reform to Interbank Offered Rates ("IBOR") : impact on variable rate (i.e. LIBOR) financial instruments held by the Company

##### 1. Background

In July 2017 the Financial Conduct Authority (FCA) announced its intention to terminate LIBOR from 31 December 2021. Prior to this transition date, the Company had the following financial instruments subject to an a LIBOR interest rate basis:

- A. £645m LIBOR variable rate loan notes with shareholder Hong Kong resident entities;
- B. £160m LIBOR variable rate debt with the European Investment Bank ("EIB");
- C. £100m undrawn Class A Revolving Credit Facility with four banks;
- D. £25m undrawn Class B Revolving Credit Facility with four banks;
- E. £90m undrawn standby liquidity facilities with four banks;
- F. Derivative contracts with counterparty banks and comprising £1,000.4m notional amount of RPI linked derivative contracts with existing LIBOR variable receipt legs or where the receipt leg switches from a fixed rate to a LIBOR variable rate at a future date, and £180m notional amount of interest rate derivative contracts with LIBOR floating pay legs;

##### 2. Nature and extent of risks

The financial instruments noted above and which relate to debt instruments have interest rate risk relating to variable LIBOR. Those instruments form part of a portfolio of debt instruments which, when taken together with the derivative contracts noted above, have an interest rate risk profile that is managed to meet the thresholds required by the Common Terms Agreement with senior lenders, i.e. a minimum overall fixed rate (real and nominal) of 85% for the first 5 years and 75% for the next 5 years, on a rolling basis. The transition to SONIA for the financial instruments noted above will not change this requirement or the Company's approach to meeting it and therefore the Company do not identify any risks due to the transition.

##### 3. Transition to SONIA

Prior to 31 December 2021, the above financial instruments were amended to replace the variable LIBOR basis with the variable SONIA (i.e. the Sterling Overnight Indexed Average Rate) basis. The daily SONIA rate will be compounded in arrears over a period equal to the LIBOR tenor in the contracts. The transition to SONIA for each category of financial instruments noted above was achieved as follows:

###### 3.1. Shareholder loan notes

The Company signed a Supplemental Loan Note Deed with each of the four loan note holders to amend the loan notes from Term Rate Loan Notes to Compound Rate Loan Notes for all interest periods starting after 31 December 2021. The deed included a definition of the interest calculation methodology using a daily SONIA rate compounded in arrears plus a Credit Adjustment Spread ("CAS") of 0.2766%.

###### 3.2. EIB term loans

The Company signed two LIBOR amendment letters with the EIB to amend the floating rate terms in each of the term loan contracts from LIBOR to SONIA. The amendment letters confirm the fixed CAS to be added to the daily SONIA compounded in arrears for the various interest period tenors permitted under the finance contracts. The EIB term loans are fully drawn with 6 month interest periods and therefore the referenced CAS will be 0.2766%.

###### 3.3. Revolving Credit Facilities and Standby Liquidity Facilities

The Company signed four Amendment and Restatement Agreements relating to each of the four undrawn facilities above. The amendment and restatement agreements confirm the different CAS to be added to a daily SONIA rate compounded in arrears over a term equal to the interest period. These facilities will reference SONIA on any future utilisations under these facilities.

## Notes to the consolidated financial statements (continued)

### 14. Financial instruments and risk management (continued)

#### 3.4. Derivative contracts

The Company formally adhered to the ISDA IBOR 2020 Fallbacks Protocol on 6 September 2021. The Protocol replaces LIBOR with SONIA compounded in arrears plus a Credit Adjustment Spread (CAS) fixed at 0.2766% for 6m tenors, to compensate for the credit element contained within 6m GBP LIBOR that is not present in SONIA.

#### 4. Impact on carrying amounts of debt instruments and derivative contracts

- 4.1. All debt instruments above are financial liabilities measured at amortised cost using the effective interest rate method. The LIBOR variable rate satisfied condition 11.9(a)(iv), i.e. LIBOR plus a fixed spread. The SONIA based variable rate also satisfies condition 11.9(a)(iii), i.e. SONIA plus CAS plus a fixed spread. As there were no other changes to contractual terms, the debt instruments remain classified as "Basic" financial instruments, measured using the amortised cost method.
- 4.2. The only contractual changes to the debt instruments were to the variable LIBOR rate and these were necessary due to IBOR reform. The new basis (SONIA plus CAS) is economically equivalent to the basis preceding the change. Therefore, and in accordance with FRS 102 Sections 11C and 11D, there is no material change to the carrying values of the debt instruments in scope.
- 4.3. For the derivative contracts, in accordance with FRS 102; Section 12 (*Other Financial Instruments Issues*); paragraph 12.8, WWU measures the derivative contracts at fair value and recognise changes in fair value in profit or loss.
- 4.4. In accordance with FRS 102; Section 11 (Basic Financial Instruments); paragraph 11.20C, as a practical expedient, WWU has applied paragraph 11.19 to account for a change in the basis for determining the contractual cash flows of the debt and derivative instruments listed above required by IBOR reform.
- 4.5. In conclusion, there has been no material impact to the carrying amount of the debt instruments and derivative contracts from the transition to SONIA.

### 15. Capital commitments

Group and Company	31 March 2022 £m	31 March 2021 £m
Tangible fixed assets	16.3	28.9
Intangible fixed assets	1.4	2.8
Capital purchases contracted for but not provided for	17.7	31.7

In order to meet regulatory and service standards, the Group and Company has other longer term capital expenditure obligations within the regulated gas distribution business, which include investments to meet shortfalls in performance and condition, and to provide for new demands and growth.

The determination for the 5 year regulatory period which commenced on 1 April 2021 and will end on 31 March 2026 included capital and replacement investment of £707.0m (in 2018/19 prices).

## Notes to the consolidated financial statements (continued)

### 16. Leasing commitments

At 31 March 2022 and 31 March 2021 commitments in respect of total future minimum lease payments under non-cancellable operating leases were as follows:

#### Group and Company

Land and buildings	31 March 2022 £m	31 March 2021 £m
Within one year	0.1	0.1
Between two and five years	0.1	0.1
After 5 years	0.1	0.1
	<b>0.3</b>	<b>0.3</b>

### 17. Provisions for liabilities

#### Group and Company

	Note	31 March 2022 £m	31 March 2021 £m
Insurance provision	(a)	7.7	5.0
Environmental and holder demolition provision	(b)	16.4	15.9
Wayleaves provision	(c)	6.9	6.7
Deferred tax	(d)	337.7	260.1
Other provisions	(e)	22.2	17.9
		<b>390.9</b>	<b>305.6</b>

Provisions movements have not been split out on the face of the profit and loss account this year. For the year ended March 2021, an increase in provisions of £0.5m had been separately disclosed which is now included within the operating profit before depreciation, amortisation and certain material items (March 2021 was £269.6m which has been restated at £269.1m).

#### (a) Insurance provision Group and Company

	Note	31 March 2022 £m	31 March 2021 £m
At 1 April		5.0	4.1
Unwinding of discount	5 (b)	0.2	0.2
Charged in the year	3 (b)	1.1	1.0
Utilised / reclassified in the year		1.4	(0.3)
At 31 March		<b>7.7</b>	<b>5.0</b>

The insurance provision is the estimate of liabilities in respect of past events incurred by the business. In accordance with insurance industry practice, these estimates were based on experience from previous years and there is, therefore, no identifiable payment date. The provision has been discounted to its estimated net present value using a nominal long-term pre-tax WACC of 5.7% (2021: 5.9%). The anticipated timing of the cash flows for insurance claims is expected to be incurred over the period until 2050. During the year ended 31 March 2022 following a review of historic costs incurred and the reclassification to provisions of £3.3m of insurance accruals, an increase in the number of mesothelioma claims expected over future years offset by claims paid within the year gave rise to a £2.7m increase in the insurance provision (2021: £1.0m increase).



## Notes to the consolidated financial statements (continued)

### 17. Provisions for liabilities (continued)

#### (b) Environmental and holder demolition provision Group and Company

	Note	31 March 2022 £m	31 March 2021 £m
At 1 April		15.9	15.6
Unwinding of discount	5 (b)	0.9	1.0
Released in the year	3 (b)	(0.3)	(0.5)
Utilised in the year		(0.1)	(0.2)
At 31 March		16.4	15.9

The environmental and holder demolition provision represents the estimated environmental restoration and remediation costs relating to a number of sites owned and managed by the Group. During 2022 the Group reassessed the provision as part of the preparation for RIIO-GD2, including a review of expected future cost and the timing of work, resulting in a £0.3m decrease in the provision (2021: £0.5m decrease). The provision has been discounted to its estimated net present value using a nominal long-term pre-tax WACC of 5.7% (2021: 5.9%). The anticipated timing of the cash flows for statutory decontamination is expected to be incurred over the period until 2050.

#### (c) Wayleaves provision Group and Company

	Note	31 March 2022 £m	31 March 2021 £m
At 1 April		6.7	6.7
Unwinding of discount	5 (b)	0.3	0.3
Utilised in the year		(0.1)	(0.3)
At 31 March		6.9	6.7

The wayleaves provision is provided to cover the costs associated with rectifying gas distribution assets which are the subject of ineffective easements or wayleaves. The provision has been discounted to its estimated net present value using a nominal long-term pre-tax WACC of 5.7% (2021: 5.9%). The provision is expected to be utilised over the period until 2037. From time to time, there may be a requirement for additional rectification due to the identification of further ineffective easements or wayleaves. None of these have historically been individually significant and it is not possible to determine the value of such future rectification until the circumstances of the rectification arise.

#### (d) Deferred tax

##### Group and Company

	Note	31 March 2022 £m	31 March 2021 £m
At 1 April		260.1	257.8
Charged to profit and loss account	6(a)	59.3	15.2
Charged / (credited) to comprehensive income	25	18.3	(12.9)
Total net deferred tax liability at 31 March		337.7	260.1

## Notes to the consolidated financial statements (continued)

### 17. Provisions for liabilities (continued)

#### (d) Deferred tax (continued)

##### Deferred tax liability analysed as follows:

Accelerated capital allowances	454.2	341.4
Timing difference in respect of intangibles	36.3	28.0
Tax losses carried forward	(58.2)	(31.0)
Future tax relief on swap liabilities	(76.0)	(70.8)
Short-term timing differences on general provisions	(3.9)	(2.8)
Pension asset/(liability)	18.5	(4.7)
Research and Development Expenditure Credit	(0.1)	-
Future tax relief in respect of corporate interest restriction	(33.1)	-
Total net deferred tax liability at 31 March	<b>337.7</b>	<b>260.1</b>

There are no expiry dates for any of the timing differences.

#### (e) Other provisions

	31 March 2022 £m	31 March 2021 £m
At 1 April	17.9	9.4
Charged in the year	16.0	8.5
Utilised in the year	(11.7)	-
At 31 March	<b>22.2</b>	<b>17.9</b>

Other provisions relate to development claims, regulatory matters and contract provisions.

Development claims relate to potential claims from third parties and suppliers where there is uncertainty in terms of timing and value of their ultimate settlement.

Other regulatory matters relates to potential non-adherence to obligations as at 31 March 2022. Discussions with this counterparty are on-going and a material provision has been provided in these accounts.

Contract provisions represent costs associated with the mains replacement contract. The mains replacement work was brought in house in July 2021 bringing to an end the Alliance Mains Replacement contract. The contract Final Account was commercially closed-out in October 2021 with all liabilities being settled in full.

The Group has adopted the exemption available in paragraph 21.17 of FRS102 not to disclose all of the information required by paragraph 21.14 in respect of other provisions because not to do so is considered by the business as seriously prejudicial to the outcome of the regulatory matters outlined above.

## Notes to the consolidated financial statements (continued)

### 18. Called up share capital

	31 March 2022	31 March 2021
	£	£
Authorised:		
30,675,000 Ordinary shares of £1 each	<b>30,675,000</b>	30,675,000
Allotted, called up and fully paid:		
30,675,000 Ordinary shares of £1 each	<b>30,675,000</b>	30,675,000

### 19. Net cash inflow from operating activities

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
<u>Continuing operations:</u>		
Operating profit	<b>164.9</b>	172.0
Depreciation of tangible fixed assets	<b>74.1</b>	73.9
Amortisation of intangible fixed assets	<b>10.0</b>	8.7
Profit on disposal of fixed assets	<b>(0.4)</b>	(3.6)
One off items – restructuring / curtailment gain	<b>(9.4)</b>	12.4
Net increase in stocks	<b>(0.3)</b>	(0.2)
Net decrease in debtors	<b>3.8</b>	4.0
Net increase in creditors	<b>7.9</b>	2.4
Difference between pension charge and cash contributions	<b>(0.2)</b>	(1.1)
Movements in provisions for liabilities	<b>10.7</b>	(0.8)
Net cash inflow from operating activities	<b>261.1</b>	267.7

### 20. Net debt reconciliation

	At 1 April 2021 £m	Cash flows £m	Finance leases £m	Other non- cash £m	At 31 March 2022 £m
Cash at bank and in hand	258.6	(123.8)	-	-	<b>134.8</b>
Cash on deposit	175.0	(27.0)	-	-	<b>148.0</b>
Senior secured bonds	(1,454.6)	-	-	88.7	<b>(1,365.9)</b>
Less: accrual for index-linked bond accretion	35.9	-	-	10.6	<b>46.5</b>
Subordinated loans from affiliates	(660.6)	-	-	(16.7)	<b>(677.3)</b>
Senior secured Bank loans	(359.7)	-	-	(0.2)	<b>(359.9)</b>
Senior secured private placement notes	(99.7)	-	-	(0.1)	<b>(99.8)</b>
Obligations under finance leases	(1.2)	-	(0.4)	-	<b>(1.6)</b>
	<b>(2,106.3)</b>	<b>(150.8)</b>	<b>(0.4)</b>	<b>82.3</b>	<b>(2,175.2)</b>

The increase to net debt during the year ended 31 March 2022 is largely due to the reduction in cash used to pay £60m of interest on shareholder loan notes. The other significant utilisation of cash was for the early repayment of £100m of bond debt, but this did not materially change net debt.

## Notes to the consolidated financial statements (continued)

### 21. Analysis of changes in cash in the year

Group and Company	Note	31 March 2022 £m	31 March 2021 £m
At 1 April	22	258.6	92.4
Net cash (outflow) / inflow	22	(123.8)	166.2
At 31 March	22	134.8	258.6

### 22. Analysis of cash and cash deposits

Group and Company	Note	31 March 2022 £m	31 March 2021 £m	Change in year 31 March 2022 £m	Change in year 31 March 2021 £m
Cash at bank	21	134.8	258.6	(123.8)	166.2
Cash on deposit		148.0	175.0	(27.0)	(125.0)

Any cash deposit with an initial term greater than 3 months is classified as 'cash on deposit'. Current initial deposit terms range from 182 to 365 days.

### 23. Reconciliation of net cash flow to (increase)/decrease in net debt

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
(Decrease) / increase in cash as per cash flow statement	(123.8)	166.2
Net transfers from deposit accounts	(27.0)	(125.0)
Obligations held under finance lease	(0.4)	(0.2)
Amortisation of debt issue costs and discount	(1.2)	(0.7)
Amortised cost of bonds - interest	0.2	0.2
Net bond debt repaid/retired early	100.0	-
Loans with affiliates	(16.7)	(6.0)
(Increase) / decrease in net debt	(68.9)	34.5
At 1 April	(2,106.3)	(2,140.8)
At 31 March	(2,175.2)	(2,106.3)

The increase in net debt of £68.9m in the year ended 31 March 2022 is largely due to the £60m payment of interest on subordinated shareholder loan notes.

	Note	31 March 2022 £m	31 March 2021 £m
Borrowings	13	(2,504.5)	(2,576.1)
Less: accrual for inflation on index-linked bond	14(e)	46.5	36.2
Debt	20	(2,458.0)	(2,539.9)
Cash at bank and on deposit	21, 22	282.8	433.6
Net debt		(2,175.2)	(2,106.3)

## Notes to the consolidated financial statements (continued)

### 24. Directors' and officers' loans and transactions

No loans or credit transactions with any Directors, officers or connected persons subsisted during the year or were outstanding at the end of the year.

The only transactions with Directors during the year were payments of Directors' remuneration, as disclosed in note 4(a) Directors emoluments and interests.

### 25. Pension Scheme

The Company operates one pension Scheme, the Wales & West Utilities Pension Scheme ("the Scheme"), which has defined benefit and defined contribution sections.

#### Defined benefit section

The Company operates a funded defined benefit pension Scheme. The Scheme funds are administered by Trustees and are independent of the Group's finances. Contributions are paid to the Scheme in accordance with the Schedule of Contributions agreed between the Trustees and the Group. The Scheme is a registered Scheme under the provision of Schedule 36 of the Finance Act 2004.

A full actuarial valuation as at 31 March 2019 was completed by Lane Clark & Peacock and showed a deficit on the technical provisions basis of £69m. The calculations carried out to produce the results of that valuation were updated to the accounting date by an independent qualified actuary in accordance with FRS 102. As required by FRS 102, the value of the defined benefit liabilities were measured using the projected unit method.

The next triennial valuation of the Scheme is due as at 31 March 2022.

The key FRS 102 assumptions used for the Scheme are set out below, along with the fair value of assets, a breakdown of the assets into the main asset classes, the present value of the FRS 102 liabilities and the net deficit of assets below the FRS 102 liabilities (which equals the gross pension liability).

Financial assumptions	31 March 2022	31 March 2021
Inflation assumption	3.65% pa	3.30% pa
Discount rate	2.65% pa	2.00% pa
Rate of increase in pensions in payment	3.65% pa	3.30% pa
Rate of increase in salaries	n/a	4.05% pa
<b>Mortality assumptions</b>		
Life expectancy of a male aged 60	26.2	26.6
Life expectancy of a male currently age 40 from age 60	28.0	28.4

The mortality assumption includes a new component – the "w2020/w2021 weighting parameter" – to facilitate the user taking a view of the impact Covid-19 on future mortality. A parameter of w=10% has been adopted which is consistent with a view that the pandemic's negative impact on life expectancies reduces gradually over the medium term, with mortality rates in 2022 being 5% worse than pre pandemic (2019) but gradually improving back to 'normal' over the next 5 years. This is consistent with the advising actuary's best estimate view. Adopting the latest CMI model and the w=10% parameter decreases the liabilities by c£8m.

The assets in the Scheme (excluding the defined contribution section of the Scheme and the members' Additional Voluntary Contribution Funds (AVCs) have been re-analysed to better reflect the split of the investments. The assets at 31 March 2022 and the re-analysed assets at 31 March 2021 were:

## Notes to the consolidated financial statements (continued)

### 25. Pension Scheme (continued)

Asset distribution	31 March 2022		31 March 2021	
	% of Total	Fair value £m	% of Total	Fair value £m
Equities	4.4	24.5	5.3	29.8
Bonds	34.8	193.9	36.7	205.8
Direct lending	13.6	75.6	12.1	68.0
Property	11.6	64.4	9.9	55.6
Liability Driven Investment funds	30.3	169.0	29.5	165.4
Illiquid Multi Strategies	1.0	5.7	1.5	8.3
Protection Strategies International	0.5	3.0	0.6	3.1
Others	0.4	2.0	0.2	0.9
Cash	3.4	19.2	4.2	23.5
Total market value of assets	100.0	557.3	100.0	560.4

The following amounts at 31 March 2022 and 31 March 2021 were measured in accordance with the requirements of FRS 102:

Balance sheet	31 March 2022 £m	31 March 2021 £m
Total market value of assets	557.3	560.4
Present value of Scheme liabilities	(480.9)	(577.4)
Net surplus/(deficit) in the Scheme	76.4	(17.0)

The Scheme is represented on the balance sheet at 31 March 2022 as a net surplus under FRS 102 of £76.4m (2021: £17.0m net deficit).

By reference to the Scheme Trust Deed and Rules, a surplus in the Scheme is considered recoverable by the Company. Accordingly, the Company therefore considers it appropriate to recognise an asset in respect of the Scheme where one arises. The surplus recognised at 31 March 2022 amounted to £76.4m (2021: £17.0m deficit).

During the year ended 31 March 2022, contributions by the Company of £12.9m (2021: £17.1m), were made in respect of members of the defined benefit section. This includes £9.0m in respect of deficit reduction contributions, £1.7m for pension strain payments as a result of the voluntary redundancy programme and £2.2m normal contributions.

Scheme expenses are met by the Company. The Company has set aside £0.6m outside of the Scheme for the year ended 31 March 2022 in order to meet the Scheme's administration expenses (2021: £1.1m). At 31 March 2022 there were no contributions due to the defined benefit section of the Scheme (2021: £nil).

The Group agreed a 12 year deficit recovery plan following the 31 March 2019 actuarial valuation with contributions of £9.0m due for the year ended 31 March 2022, £9.0m per annum until 31 March 2023, £7.5m for the year ended 31 March 2024, £6.5m per annum until 31 March 2028 and £6.0m per annum until 31 March 2031.

## Notes to the consolidated financial statements (continued)

### 25. Pension Scheme (continued)

The following amounts have been recognised in the consolidated financial statements for the year ended 31 March 2022 and the year ended 31 March 2021 under the requirements of FRS 102:

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
<b>Profit and loss account</b>		
Analysis of amounts charged to operating costs:		
Current service cost (employer's part only)	(2.0)	(6.5)
Pension curtailment gain (material item)	9.4	-
Past service cost *	-	(3.2)
Total operating charge	7.4	(9.7)
Analysis of amounts charged to other finance costs:		
Net interest (charge)/credit on the net defined liability (note 5(b))	(0.1)	1.1
Total pension credit / (expense)	7.3	(8.6)

Pension costs of £8.9m shown in note 4(b) comprise £2.0m of current service cost and £6.9m of defined contribution costs (2021: £11.8m; £6.5m of current service cost, £0.2m of past service costs\* and £5.1m of defined contribution costs). £9.4m of curtailment gain due to closure of the defined benefit scheme to future accrual has been classified as a material items and disclosed separately.

The following amounts have been recognised within the statement of comprehensive income under FRS 102:

	Year ended 31 March 2022 £m	Year ended 31 March 2021 £m
<b>Remeasurements recognised in comprehensive income/(expense)</b>		
Return on Scheme's assets excluding interest income	27.1	27.1
Experience gain on obligation	8.0	-
Changes in demographic assumptions underlying the present value of the obligation	7.2	(3.1)
Changes in financial assumptions underlying the present value of the obligation	30.9	(91.9)
Actuarial gain / (loss) recognised in the statement of comprehensive income/(expense) – pre tax	73.2	(67.9)
Deferred tax (charge) / credit on actuarial gain/loss (note 17(d))	(18.3)	12.9
Actuarial gain / (loss) recognised in the statement of comprehensive income/(expense) - net	54.9	(55.0)

The Scheme is closed to new entrants and, under the method used to calculate pension costs in accordance with FRS 102, the cost as a percentage of covered pensionable payroll will tend to increase as the average age of the membership increases.

## Notes to the consolidated financial statements (continued)

### 25. Pension Scheme (continued)

Changes in the present value of the defined benefit obligations are as follows:

	31 March 2022 £m	31 March 2021 £m
Opening defined benefit obligations	577.4	492.1
Past service (credit) / cost – curtailment gain	(9.4)	3.2
Current service cost	2.0	6.5
Interest cost	10.5	10.5
Employee contributions	-	0.1
Benefits paid	(53.5)	(30.0)
Actuarial (gain) / loss from change in demographic assumptions	(7.2)	3.1
Actuarial (gain) / loss from change in financial assumptions	(30.9)	91.9
Actuarial gain from experience on scheme liabilities	(8.0)	-
Closing defined benefit obligations	480.9	577.4

At 31 March 2022, the weighted average duration of the defined benefit obligations was around 19 years (2021: 20 years).

Changes to the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation at the reporting date by the estimated amounts shown below:

Impact on the defined benefit obligation	31 March 2022	31 March 2021
Reducing the discount rate by 0.5%	+ £51.0m	+ £62.3m
Increasing the assumption for RPI inflation by 0.5%	+ £37.0m	+ £56.6m
Increasing the assumption for life expectancy by 1 year	+ £18.0m	+ £21.4m

Changes in the fair value of the Scheme assets are as follows:

	31 March 2022 £m	31 March 2021 £m
Opening fair value of Scheme assets	560.4	534.5
Expected return on assets	10.4	11.6
Employer contributions	12.9	17.1
Employee contributions	-	0.1
Benefits paid	(53.5)	(30.0)
Actual less expected return on assets	27.1	27.1
Closing fair value of Scheme assets	557.3	560.4

With effect from 31 July 2021, the Company agreed with affected members the closure of the defined benefit section of the WWU Pension Scheme to future accrual. This closure resulted in a one off curtailment gain of £9.4m. Such a gain has been included in the results to 31 March 2022.



## Notes to the consolidated financial statements (continued)

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### 25. Pension Scheme (continued)

#### Defined contribution scheme

The Group also operates a defined contribution section of the Scheme for staff. The employer paid £6.9m during the year ended 31 March 2022 (2021: £5.1m) in respect of defined contribution members.

### 26. Immediate and ultimate parent companies

The immediate parent company is Wales & West Utilities Holdings Limited (WWUH), a private company limited by shares and registered in England and Wales with registered number 07092596. WWUH is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The Company's ultimate parent company is Wales & West Gas Networks (Holdings) Limited (UK), a private company limited by shares and registered in England and Wales with registered number 05095454. Wales & West Gas Networks (Holdings) Limited, the Group, has no controlling party as it is immediately owned by consortium members. Copies of the annual consolidated financial statements of Wales & West Gas Network (Holdings) Limited and Wales & West Utilities Holdings Limited may be obtained from their registered office, The Company Secretary, Wales & West Gas Networks (Holdings) Limited, Wales & West House, Spooner Close, Celtic Springs, Coedkernew, Newport, NP10 8FZ.

The shares in the ultimate parent company, Wales & West Gas Networks (Holdings) Limited, are owned equally by West Gas Networks Limited and Western Gas Networks Limited. These two companies are ultimately owned by a consortium comprising CK Hutchison Holdings Limited ("CKH") (30%), CK Infrastructure Holdings Limited ("CKIH") (30%), Power Assets Holdings Limited (30%) and CK Asset Holdings Limited (10%). The 10% shareholding previously held by the Li Ka Shing Foundation was transferred to CK Asset Holdings Limited on 21 May 2021.

### 27. Related party transactions

#### a) Xoserve Limited

The Group owns 10% (2021: 10%) of the issued share capital of Xoserve Limited ("Xoserve"). Xoserve is owned jointly by the UK Gas Distribution companies and National Grid Group as owner of the gas transmission business in the UK. From 1 April 2017 the governance and control of Xoserve is reflective of the principles set out in Ofgem's Funding Governance and Ownership review. Whilst the Company will continue to own its 10% stake in Xoserve, its control of Xoserve will be diminished under this new arrangement.

Xoserve provides gas throughput (meter reading) and billing information to the Company which is used by the Company in setting its regulated gas distribution charges to gas transporters. The net cost to the Company of Xoserve providing these services was £3.7m in respect of the year ended 31 March 2022 (2021: £1.9m), of which £nil was charged to capital (2021: £0.1m).

#### b) Seabank Power Limited

The Group provides Seabank Power Limited group ("Seabank Power") with an emergency callout, pipeline inspection and maintenance service. Seabank Power is 25% owned by Cheung Kong Infrastructure Holdings Limited (Hong Kong) and 25% owned by Power Assets Holdings Limited (Hong Kong). Both of these companies hold a 30% interest in the Company's ultimate parent company Wales & West Gas Networks (Holdings) Limited. These services are provided on normal commercial terms. The income to the Group in respect of services to Seabank Power was £0.1m for the year ended 31 March 2022 (2021: £0.1m).

#### c) CK Hutchison Holdings Limited

CK Hutchison Holdings Limited is a company which holds a 30% interest in the Company's ultimate parent company Wales & West Gas Networks (Holdings) Limited (UK). CK Hutchison Holdings Limited owns 75.67% of CK Infrastructure Holdings Limited, a company which holds 30% of the shares of Wales and West Gas Networks (Holdings) Group. During the year ended 31 March 2022 the Group was invoiced by Hutchison International Limited for the following services negotiated by CK Hutchison Holdings Limited.

Oracle Unlimited Deployment Programs Licencing agreement - cost to the Group £0.2m for the year ended 31 March 2022 (2021: £0.2m).

Microsoft EA Licencing agreement - cost to the Group £nil for the year ended 31 March 2022; of which £nil was charged to capital (2021: £0.7m of which £0.3m was charged to capital). The contract was for a 3 year period from 1 April 2018 and the current licenses are now with an external provider.

## Notes to the consolidated financial statements (continued)

### 27. Related party transactions (continued)

#### d) Loans from affiliated companies

On 27 March 2018, WWU issued £645.0m, net of fees of £0.2m, of loans to affiliates with a 20 year term expiring on 26 March 2038 to companies associated with the consortium which own the shares of West Gas Networks Limited and Western Gas Networks Limited (See note 26). The loan notes attract interest at LIBOR + 6.5% (2021: LIBOR + 6.5%). At 31 March 2022 the book value of these loans was £677.3m (2021: £660.6m).

During the year ended 31 March 2022, interest of £50.1m (2021: £47.5m) was charged on these loans. During the year ended 31 March 2022 £60.0m loan interest was paid to affiliates (2021: £nil). At 31 March 2022 £33.5m is accrued and is included in accruals (2021: £60.1m included in accruals).

The interests of the affiliates in the loan notes of the Company as at 31 March 2022 and at 31 March 2021 were:

Loan note holders	% share	Nominal value £m	31 March 2022 £m	31 March 2021 £m
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	30%	193.5	203.2	198.2
Affiliated entity	10%	64.5	67.7	66.0
	<b>100%</b>	<b>645.0</b>	<b>677.3</b>	<b>660.6</b>