

**Company Registration No. 06428534**

**NORTH WEST ELECTRICITY NETWORKS (HOLDINGS) LIMITED**

**Annual Report and  
Consolidated Financial Statements  
for the year ended 31 March 2018**

**Notice regarding limitations on Director Liability under English Law**

The information supplied in the Strategic Report and the Directors' Report has been drawn up and presented in accordance with English company law. The liabilities of the Directors in connection with that Report shall be subject to the limitations and restrictions provided by such law.

**Cautionary statement regarding forward-looking statements**

The Strategic Report and Directors' Report have been prepared solely to provide additional information to the shareholders to assess the Company and the Group's strategies and the potential for those to succeed. They contain certain forward looking statements that are subject to factors associated with, amongst other matters, the economic and business circumstances occurring within the region and country in which the Group operates. It is believed that the expectations reflected in these statements are reasonable but they may be affected by a wide range of variables which could cause actual results to differ materially from those anticipated at the date of the Annual Report. The Company does not undertake any obligation to update or revise these forward-looking statements, except as may be required by law or regulation.

**Website and Investor Relations**

Electricity North West Ltd's website [www.enwl.co.uk](http://www.enwl.co.uk) gives additional information on the Group. Notwithstanding the references we make in this Annual Report to Electricity North West Ltd's website, none of the information made available on the website constitutes part of this Annual Report or shall be deemed to be incorporated by reference herein. Interested institutional debt investors can also gain access to additional financial information by visiting our website [www.enwl.co.uk/about-us/investor-relations](http://www.enwl.co.uk/about-us/investor-relations).

**North West Electricity Networks (Holdings) Limited***Annual Report and Consolidated Financial Statements for the year ended 31 March 2018*

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## **Strategic Report**

The Directors present their Annual Report and audited Consolidated Financial Statements of North West Electricity Networks (Holdings) Limited (referred to as the “Company”, or “NWEN (H)”) and its subsidiaries (together referred to as the “Group”) for the year ended 31 March 2018.

### **Business model**

NWEN (H) is a company limited by shares and incorporated in the United Kingdom under the Companies Act 2006.

The Company acts as an intermediary holding company within the group of companies headed by North West Electricity Networks (Jersey) Limited (“NWEN (J)”) and is a non-trading entity.

The Group’s principal activity is the operation and maintenance of the North West’s electricity distribution network and is undertaken by Electricity North West Limited (“ENWL”), an indirectly held subsidiary of the Company. The distribution of electricity is regulated by the terms of the Electricity Distribution Licence granted to ENWL under the Electricity Act 1989 and monitored by the Gas and Electricity Markets Authority.

The strategy and objectives of the Group are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

The Group includes three financing companies which have debt in issue listed on the London Stock Exchange. These companies are ENW Finance plc, NWEN Finance plc and ENW Capital Finance plc, which are entities within the NWEN (J) group. The debt in ENW Capital Finance plc was repaid in the year ended 31 March 2016. Debt is also issued in North West Electricity Networks plc, an intermediary holding company, and in ENWL, the operating company. Following the issue of debt the proceeds are lent down the group to finance operations in ENWL.

## **Operational background**

From April 2015 charges have been regulated by Ofgem through the RIIO model, which stands for Revenue = Incentives + Innovation + Outputs. This model determines how much ENWL is allowed to charge its customers to fund network investment and operating costs in the period from 2015 to 2023 and is designed to drive real benefits for customers.

The RIIO price controls have been developed to ensure that the revenues collected from customers are linked to ENWL’s performance. Income in each year is largely fixed but will increase or decrease depending on performance against the outputs we deliver through a number of incentive mechanisms.

These mechanisms aim to promote good customer service and to minimise the number of interruptions that customers suffer and the average length of those interruptions. Performance is assessed each year and any positive or negative adjustments are fed annually into a process which will modify revenues for subsequent years.

The RIIO price control model also incentivises cost reductions. These are shared between customers and shareholders, again after an annual review.

ENWL also charges separately for new connections to, and diversions of, the network. This activity is also closely regulated by Ofgem.

ENWL is committed to ensuring the sustainability of the network for our customers now and in the future. We routinely inspect the network and these inspections inform our maintenance and asset replacement programmes, taking electrical load and customer numbers into account.

Investment and innovation continues to ensure the development and availability of the appropriate technology to meet the changing demands of electricity supply and meet the challenge of a low carbon future, at a price our customers can afford to pay.

## Strategic Report *(continued)*

### Financial performance and key performance indicators

#### Key performance indicators – Group

The performance of the Group is monitored by the Board of Directors by reference to key performance indicators. Performance against these measures for the years ended 31 March 2018 and 2017 is set out in the following table:

	2018	2017
Revenue	<b>£430m</b>	£486m
Operating profit	<b>£174m</b>	£251m
Profit before tax and fair value movements <sup>1</sup>	<b>£52m</b>	£130m
Profit before tax	<b>£85m</b>	£27m
Cash inflow/(outflow) before financing activities	<b>£(21)m</b>	£82m

#### Revenue

Revenue has decreased to £430m (2017: £486m) during the year, in line with the allowed Distribution Use of System (“DUoS”) revenue under the RIIO price control.

The allowed revenue is recovered against an estimated level of electricity demand across the network. Given the difficulty of predicting this demand each year we end up with either an over or an under recovery against planned revenue. These over or under recoveries are included in the Consolidated Income Statement for the period and will be corrected in future periods through the Ofgem price setting mechanism.

For the year 31 March 2018 there was an under recovery of DUoS revenue of £3.7m against plan, before adjustment for RPI indexation (2017: £3.7m over recovery), reflecting variability against forecast in consumption volumes year on year. This

under recovery will be corrected through adjustments in pricing in two years’ time, in accordance with Ofgem methodology.

#### Operating profit

Operating profit has decreased to £174m (31 March 2017: £251m) as a result of the decrease in revenue detailed above and higher operating costs.

#### Profit before tax and fair value movements

Profit before tax and fair value movements has decreased as a result of decreased operating profit as is noted above.

#### Cash flow (before financing activities)

Net cash outflow before financing activities in the year was £21m (31 March 2017: £82m inflow), reflecting the decrease in cash from operations.

#### Non-financial key performance indicators

For an understanding of the Group’s operational performance, non-financial key performance indicators are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

#### Key performance indicators – Company

As the Company is primarily a financing company, performance is assessed by monitoring the Group’s treasury activities, as outlined below.

### Treasury policy and operations

The Group’s treasury function operates with the delegated authority of, and under policies approved by, the Board. The treasury function does not act as a profit centre and does not undertake any speculative trading activity. It seeks to ensure that sufficient funding is available in line with policy and to maintain the agreed targeted headroom on key financial ratios.

Long-term borrowings are at fixed rates to provide certainty or are indexed to inflation to match the Group’s inflation-linked cash flows.

<sup>1</sup> Derived from PBT of £85m (2017: £27m), adding back FV movements of £33m gain (2017: £103m loss), per Note 9.

## **Strategic Report (continued)**

### **Treasury policy and operations (continued)**

Cash flows are in sterling, other than sundry purchases of plant denominated in foreign currencies and some assets of the defined benefit pension scheme which are managed by the pension scheme investment managers. The Group has no other material exposure to foreign currency exchange movements.

#### **Liquidity**

The Group's primary sources of liquidity are operating cash flows, cash balances and external borrowings.

Group budgets for the year-ending 31 March 2019, forecasts to the end of the current price review in 2023 and longer-term forecasts to 2047 are used to assess the liquidity needs of the Group.

##### *Short-term liquidity*

Short-term liquidity requirements are met from operating cash flows, cash balances, short-term deposits and unutilised committed borrowing facilities.

At 31 March 2018, unutilised committed facilities of £74m (2017: £74m), together with £99m (2017: £166m) of cash and deposits provide short-term liquidity for the Group.

Utilisation of facilities is with reference to Regulatory Asset Value ("RAV") gearing restrictions for the Group. Actual and forecast RAV gearing is monitored by the Board.

##### *Long-term liquidity*

Where a liquidity need cannot be met by existing resources as outlined above, for example the refinancing of existing debt or a demand for additional borrowing, the Group treasury function starts the process of raising the required debt at least 18 months ahead of the requirement.

#### **Debt**

The Group's borrowings comprise a combination of fixed, floating and index-linked debt, with a range of maturities and

interest rates reflective of prevailing market rates at issue.

The Company, ENWL, NWEN plc and the listed debt in ENW Finance plc are rated by one or more of the leading credit rating agencies. During the year each of the credit ratings has been formally reviewed and have been affirmed on a stable outlook basis. Further details are available to credit investors on the ENWL's website [www.enwl.co.uk](http://www.enwl.co.uk).

At 31 March 2018, £7m (2017: £6m) of the Group's external debt matures within 1 year, £7m (2017: £7m) matures in more than one year but less than two years, £397m (2017: £400m) matures in more than two years but less than five years, and £1,349m (2017: £1,351m) matures in more than five years. At 31 March 2018 £507m (2017: £510m) of the intra-group debt matures in more than five years.

The Group's borrowings, net of cash and money-market deposits, were £2,167m (2017: £2,108m).

#### **Derivatives**

The Group uses two main groups of derivatives to economically hedge exposure to fluctuations in market rates over the medium to long term; interest rates swaps to manage interest rate risk and inflation swaps to convert fixed rate debt to index-linked borrowing. All derivatives relate directly to underlying debt. At 31 March 2018 there were no formal hedging relationships in the Group (2017: none).

The proportion of post-hedging borrowings at fixed, floating and index-linked rates of interest is maintained in line with target levels set in the Treasury Policy and is monitored by the Board, with reference to the projected regulatory revenues that are exposed to inflationary adjustments (index-linked).

## **Strategic Report (continued)**

### **Fair values**

The derivatives are accounted for at fair value through profit or loss ("FVTPL"), with fair value movements booked through the Income Statement. Similarly, fair value movements on the £250m 8.875% 2026 bond in ENWL are booked through the Income Statement as this bond was designated at FVTPL on initial recognition.

These fair value movements are non-cash and will reverse over the life of the financial instrument, but can be significant and result in material volatility in the Income Statement.

In the current year, net fair value gains totalling £33m have been recognised in the Income Statement (2017: losses of £103m), which relates entirely to non-cash movements.

Additionally, the re-measurement of the defined benefit pension scheme has resulted in a £27m gain (2017: £52m loss) booked directly to equity.

The fair value movements in the year were primarily driven by the significant changes in market expectations of future interest rate and inflation rates.

### **Principal risks and uncertainties**

The principal trade and activities of the Group are carried out in ENWL and a comprehensive review of the strategy and operating model, the regulatory environment, the resources and principal risks and uncertainties facing that company, and ultimately the Group, are outlined in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements, which are available on ENWL's website, [www.enwl.co.uk](http://www.enwl.co.uk).

An assessment of the change in risk has been carried out and the principal risks are deemed comparable year on year, with the exception of refinancing risk.

Of the principal risks and uncertainties identified in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements, the Board considers the following risk to be the principal one that affects the Company.

#### *Risk:*

- Failure to identify and effectively manage treasury and tax exposures and to meet the Group's funding requirements and obligations.

#### *Mitigation:*

- A formal treasury policy is in place to manage exposure to counterparty, liquidity and market risk, overseen by the Audit Committee.
- A well-established monthly banking covenant monitoring process.

The financial risks are explained further in note 20.

## **Corporate Social Responsibility**

Details of the Group's approach to Corporate Social Responsibility, relating to environmental matters, the Group's employees, and social, community and human rights issues can be found in the Strategic Report of ENWL's Annual Report and Consolidated Financial Statements.

#### *Human rights*

The Group operates exclusively in the UK and, as such, is subject to the European Convention on Human Rights, the UK Human Rights Act 1998 and the Modern Slavery Act 2015.

The Group respects all human rights and regards those rights relating to non-discrimination, fair treatment and respect for privacy to be the most relevant and to have the greatest potential impact on key stakeholder groups of customers, employees and suppliers.

The Group seeks to anticipate, prevent and mitigate any potential negative human rights impacts as well as enhance positive impacts through our policies and procedures and, in particular, through our policies regarding employment, equality and diversity, treating customers fairly and information security.

The Group's Modern Slavery Act statement is available on its website:

[www.enwl.co.uk/about-us/modern-slavery-act-compliance-statement](http://www.enwl.co.uk/about-us/modern-slavery-act-compliance-statement).

## Strategic Report *(continued)*

### Corporate Social Responsibility *(continued)*

#### *Anti-corruption and anti-bribery*

At Electricity North West we are proud of our strong commitment to high ethical standards in the way that we work. The business takes a zero-tolerance approach to bribery and corruption, and is committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate, implementing and enforcing effective systems to counter bribery. It is important that our regulator and other stakeholders have confidence in the arrangements and integrity of the organisation.

The Company operates a number of policies governing the anti-bribery and anti-corruption matters: Anti-Corruption and Bribery policy, Disclosure (whistleblowing) policy, Ethics policy and Conflict of Interest policy. These policies apply to all employees and officers of Electricity North West and form part of the employee Code of Conduct. Other individuals performing functions for the Company, such as agency workers and contractors, are also required to adhere to our anti-bribery and anti-corruption policies. To support our whistleblowing policy we have in place a confidential independent reporting line called Safecall.

#### *Employees*

The Group is a major employer in the North West of England and employs circa 1,700 people in the region. The Group also works with a carefully chosen contractor workforce providing even greater levels of employment for the region. We are committed to providing secure, long-term employment and career development opportunities for employees. We look to balance the right skills and people resources to support the business in the long term.

The Group sets policies and encourages a working culture that recognises, respects, values and harnesses diversity for the benefit of the Group and the individual, and

we are committed to integrating equality and diversity into all that the Group does.

The Group is committed to fulfilling its obligations in accordance with the Disability Discrimination Act 1995 and best practice. As an equal opportunities employer, equal consideration is given to applicants with disabilities in the Group's employment criteria. The business will modify equipment and practices wherever it is safe and practical to do so, both for new employees and for those employees that become disabled during the course of their employment.

#### *Gender diversity*

Information on the composition of the workforce at the year end is summarised below:

	<b>2018</b>	<b>2018</b>	2017	2017
	<b>Male</b>	<b>Female</b>	Male	Female
Total Employees	<b>1,400</b>	<b>480</b>	1,287	415
Senior Managers	<b>32</b>	<b>15</b>	30	10
Executive Leadership Team*	<b>7</b>	<b>1</b>	7	1
Directors	<b>2</b>	<b>0</b>	2	0

\* The Executive leadership team figure includes the two Executive Directors, who are also included in the Directors figure.

### Going concern

When considering whether to continue to adopt the going concern basis in preparing the Annual Report and Consolidated Financial Statements, the Directors have taken into account a number of factors, including the following:

- ENWL's electricity distribution licence includes the obligation in standard licence condition 40 to maintain an investment grade issuer credit rating;

## **Strategic Report (continued)**

### **Going concern (continued)**

- Under section 3A of the Electricity Act 1989, the Gas and Electricity Markets Authority has a duty, in carrying out its functions, to have regard to the need to secure that licence holders are able to finance their activities, which are the subject of obligations imposed by or under Part 1 of the Electricity Act 1989 or the Utilities Act 2000;
- Management has prepared, and the Directors have reviewed, Group budgets for the year ending 31 March 2019 and forecasts covering the period to the end of the current price review in 2023. These forecasts include projections and cash flow forecasts, including covenant compliance considerations. Inherent in forecasting is an element of uncertainty and our forecasts have been sensitised for possible changes in the key assumptions, including RPI and under recoveries of allowed revenue. This analysis demonstrates that there is sufficient headroom on key covenants and that there are sufficient resources available to the Group within the forecast period; and
- Short-term liquidity requirements are forecast to be met from the Group's normal operating cash flow. Further liquidity is provided by surplus cash and short-term deposit balances. Furthermore, committed undrawn bank facilities of £25m within ENWL and £49m in NWEN plc are available from lenders. Whilst the utilisation of these facilities is subject to gearing covenant restrictions, 12 month projections to 31 May 2019 indicate there is significant headroom on these covenants.

Consequently, after making appropriate enquiries, the Directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Consolidated Financial Statements.

The going concern basis has been adopted by the Directors, with consideration of the guidance given in 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009' published by the Financial Reporting Council in October 2009.

### **Viability statement**

In accordance with the provision of C.2.2 of the 2014 UK Corporate Governance Code – which is referenced for best practice<sup>2</sup> – the Directors have assessed viability over a period longer than that required for going concern and have chosen the duration to the end of the regulatory period in 2023.

Whilst the Board has no reason to believe the Group will not be viable over a longer period, the period over which the Board considers it possible to form a reasonable expectation as to the Group's longer-term viability, based on the risk and sensitivity analysis undertaken, is the period to 31 March 2023. The Board has considered whether it is aware of any specific relevant factors and notes, in particular, the Ofgem's RII02 consultation document, which indicates lower equity returns and possibly a changed incentive environment for RII02. Whilst it is impractical to assess the viability in any meaningful way, beyond the current regulatory period, given the nature of the regulatory cycle, we continue to note Ofgem's "financeability duty".

The Directors have conducted a robust assessment of the principal risks facing the Company and believe that the Company is in a position to manage these risks.

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<sup>2</sup> There are some areas where the Group does not comply with the UK Corporate Governance Code, all of which are due to its privately owned status. The Group has endeavoured to comply with the spirit of the Code throughout the accounts; except where compliance with the provision is either impractical or inappropriate.

## **Strategic Report (continued)**

### **Viability statement (continued)**

In arriving at their conclusion, the Directors have considered the Company's forecast financial performance and cash flow over the viability period to 2023. The forecast has been subject to sensitivity analysis driven by the principal risks and the potential impact has been considered by sensitising a number of key assumptions, including Retail Price Index (RPI), interest rates and incentive revenue performance. Each analysis considered the Company's ability to meet its operational and financial obligations throughout the period, including debt covenant compliance.

On the basis of this assessment, and assuming that the principal risks are managed or mitigated as expected, the Directors have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five year period of their assessment.

### **Fair, balanced & understandable**

The Directors have reviewed the thorough assurance process in place within the Group with regards to the preparation, verification and approval of financial reports. This process includes:

- Detailed review and appropriate challenge from key internal Group functions, such as Group Risk, Assurance and Internal Audit;
- Formal sign-offs from the business area senior managers, the finance managers and Chief Financial Officer of ENWL;
- Group Audit Committee oversight, involving a review of key financial reporting judgements, review and appropriate challenge on matters such as any changes to significant accounting policies and practices during the year, significant adjustments and the going concern assumption;
- The involvement of qualified, professional employees with an appropriate level of expertise and experience throughout the business; and

- Engagement of a professional and experienced external auditor, a framework for full transparent disclosure of information during the audit process and post audit evaluation.

As a result of these processes together with the information and assurance provided by the day to day internal control processes, the information provided by the Executive Leadership Team of ENWL and the in-depth reporting required by Ofgem, both the Audit Committee of ENWL and the Board are satisfied that the Annual Report and Consolidated Financial Statements taken as a whole, provide a fair, balanced and understandable assessment of the Group's position at 31 March 2018.

Approved by the Board on 30 May 2018 and signed on its behalf by:



**D-Brocksom**  
Director

## Directors' Report

The Directors present their Annual Report and audited Consolidated Financial Statements of North West Electricity Networks (Holdings) Ltd (the "Company" or "NWEN (H)") and its subsidiaries (together referred to as the "Group") for the year ended 31 March 2018.

### Dividends

During the year ended 31 March 2018, the Directors proposed and paid a final dividend for the year-ended 31 March 2017 of £nil (2017: final dividend for the year-ended 31 March 2016 of £9.0m) and an interim dividend for the current year of £39.7m (2017: £42.0m). At the Board meeting in May 2018 the Directors have proposed a final dividend of £0.5m for the year ended 31 March 2018.

### Directors

The Directors of the Company during the year ended 31 March 2018 are set out below. Directors were appointed for the whole year and to the date of this report except where otherwise indicated.

D Brocksom  
P Emery

At no time during the year did any Director have a material interest in any contract or arrangement which was significant in relation to the Group's business.

### Directors' and Officers' insurance

The Group maintains an appropriate level of directors' and officers' insurance whereby Directors are indemnified against liabilities to third parties to the extent permitted by the Companies Act. The insurance is a group policy, held in the name of NWEN (Jersey) and is for the benefit of that company and all its subsidiaries.

### People

The Group's policies on employee consultation and involvement, the treatment of disabled employees and on equality and diversity across all areas of the business are contained within the Strategic Report, with further information

provided in the People section of the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### Corporate Social Responsibility

Details of the Group's approach to Corporate Social Responsibility can be found in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements.

### Research and development

The Group is committed to developing innovative and cost-effective solutions for providing high quality services and reliability to our customers, and for the benefit of the wider community and the development of the network, as further detailed in the Strategic Report of the ENWL Annual Report and Consolidated Financial Statements. During the year ended 31 March 2018 the Group incurred £3.4m of expenditure on research and development (2017: £3.9m), see note 5.

### Financial instruments

The risk management objectives and policies of the Group in relation to the use of financial instruments can be found in the Strategic Report and in note 20 to the Financial Statements.

### Fixed assets

Further details on Property, Plant and Equipment are provided in the Strategic Report and note 13 to the Financial Statements.

### Capital structure

The Company's capital structure is set out in note 28 to the Financial Statements.

### Commitments

Details of commitments and contractual obligations are provided in notes 12, 13, 20 and 32 of the Financial Statements.

## **Directors' Report (continued)**

### **Information given to the auditor**

Each of the persons who are a Director at the date of approval of this annual report confirms that:

(1) so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and

(2) each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

### **Independent auditor**

Deloitte LLP has expressed its willingness to continue in office as auditor of the Group. In accordance with section 487 of the Companies Act 2006, Deloitte LLP is deemed to be re-appointed as auditor of the Company.

### **Registered address**

The Company is registered in England, UK at the following address:

North West Electricity Networks (Holdings)  
Limited  
304 Bridgewater Place  
Birchwood Park  
Warrington  
England, UK  
WA3 6XG  
Registered number: 06428534

Approved by the Board on 30 May 2018  
and signed on its behalf by:



**D Brocksom**  
Director

## **Directors' Responsibilities Statement**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and have also chosen to prepare the parent company financial statements under IFRSs as adopted by the EU. 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 company and of the profit or loss of the Group and company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- Properly select and apply accounting policies;
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- Make an assessment of the Group's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group 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 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.

### **Responsibility statement**

We confirm that to the best of our knowledge:

- The financial statements, prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- The Strategic Report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- The Annual Report and Financial Statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

This responsibility statement was approved by the Board of Directors on 30 May 2018 and is signed on its behalf by:

  
**D Brocksom**  
**Director**

## **Independent Auditor's Report to the Members of North West Electricity Networks (Holdings) Limited**

### **Opinion**

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2018 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of North West Electricity Networks (Holdings) Limited and its subsidiaries which comprise:

- the Consolidated Income Statement,
- the Consolidated and Company Statement of Comprehensive Income,
- the Consolidated and Company Statement of Financial Position,
- the Consolidated and Company Statement of Changes in Equity,
- the Consolidated and Company Statement of Cash Flows and
- the related notes 1 to 32.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

### **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 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**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

## **Independent Auditor's Report to the Members of North West Electricity Networks (Holdings) Limited** *(continued)*

### **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 Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Independent Auditor's Report to the Members of North West Electricity Networks (Holdings) Limited** *(continued)*

**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.

**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 its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and the Directors' Report.

**Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept 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.



**Christopher Robertson**  
(Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Manchester, United Kingdom  
30 May 2018

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

**Financial Statements****Consolidated Income Statement**

for the year ended 31 March 2018

	Note	Group 2018 £m	Group 2017 £m
<b>Revenue</b>	4	<b>430.2</b>	485.5
Employee costs	5,6	<b>(51.5)</b>	(46.9)
Depreciation and amortisation expense (net)	5	<b>(112.3)</b>	(108.4)
Other operating costs		<b>(92.2)</b>	(79.6)
<b>Total operating expenses</b>		<b>(256.0)</b>	(234.9)
<b>Operating profit</b>	5	<b>174.2</b>	250.6
Investment income	8	<b>1.1</b>	0.8
Finance expense (net)	9	<b>(90.7)</b>	(224.1)
<b>Profit before taxation</b>		<b>84.6</b>	27.3
Taxation	10	<b>(18.0)</b>	4.8
<b>Profit for the year attributable to equity shareholders</b>		<b>66.6</b>	32.1

The results shown in the Consolidated Income Statement for the current and preceding year are derived from continuing operations.

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

**Consolidated and Company Statement of Comprehensive Income**

for the year ended 31 March 2018

	Note	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
<b>Profit for the year</b>		<b>66.6</b>	<b>39.8</b>	32.1	51.1
<b>Items that will not be reclassified subsequently to profit or loss:</b>					
Re-measurement of defined benefit pension schemes	21	27.1	-	(52.1)	-
Deferred tax on re-measurement of defined benefit pension schemes taken directly to equity	23	(4.6)	-	8.9	-
Adjustment due to change in future tax rates of brought forward deferred tax taken directly to equity	23	-	-	(1.0)	-
<b>Other comprehensive income/ (expense) for the year</b>		<b>22.5</b>	-	(44.2)	-
<b>Total comprehensive income/ (expense) for the year attributable to equity holders</b>		<b>89.1</b>	<b>39.8</b>	(12.1)	51.1

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

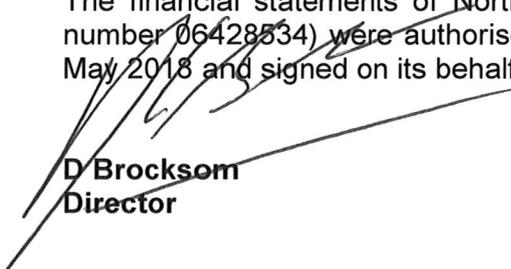
**Consolidated and Company Statement of Financial Position**

as at 31 March 2018

	Note	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
<b>ASSETS</b>					
<b>Non-current assets</b>					
Intangible assets and goodwill	12	236.5	-	232.4	-
Property, plant and equipment	13	3,148.5	-	3,048.2	-
Investments	14	-	3.1	-	3.1
Intercompany loan	16	-	676.5	-	676.5
		<b>3,385.0</b>	<b>679.6</b>	3,280.6	679.6
<b>Current assets</b>					
Inventories	15	10.5	-	9.6	-
Trade and other receivables	16	60.0	13.1	57.0	13.1
Current tax asset		-	-	1.0	-
Money market deposits	17,20	-	-	10.0	-
Cash and cash equivalents	17,20	98.7	10.7	156.3	12.8
		<b>169.2</b>	<b>23.8</b>	233.9	25.9
<b>Total assets</b>		<b>3,554.2</b>	<b>703.4</b>	3,514.5	705.5
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	18	(158.1)	(13.7)	(158.2)	(13.7)
Borrowings	19	(6.6)	-	(6.4)	-
Provisions	22	(0.8)	-	(1.1)	-
Current tax liability		(8.0)	-	-	-
		<b>(173.5)</b>	<b>(13.7)</b>	(165.7)	(13.7)
<b>Net current assets</b>		<b>(4.3)</b>	<b>10.1</b>	68.2	12.2
<b>Non-current liabilities</b>					
Borrowings	19	(2,259.3)	(686.1)	(2,267.4)	(688.3)
Derivative financial instruments	20	(378.3)	-	(387.8)	-
Provisions	22	(2.3)	-	(2.9)	-
Retirement benefit obligations	21	(18.2)	-	(58.0)	-
Deferred tax	23	(219.6)	-	(211.7)	-
Customer contributions	24	(330.6)	-	(298.0)	-
		<b>(3,208.3)</b>	<b>(686.1)</b>	(3,225.8)	(688.3)
<b>Total liabilities</b>		<b>(3,381.8)</b>	<b>(699.8)</b>	(3,391.5)	(702.0)
<b>Total net assets</b>		<b>172.4</b>	<b>3.6</b>	123.0	3.5
<b>EQUITY</b>					
Called up share capital	26	3.1	3.1	3.1	3.1
Retained earnings		169.3	0.5	119.9	0.4
<b>Total equity</b>		<b>172.4</b>	<b>3.6</b>	123.0	3.5

The Notes to the financial statements on page 20 form part of these financial statements.

The financial statements of North West Electricity Networks (Holdings) Limited (registered number 06428534) were authorised for issue and approved by the Board of Directors on 30 May 2018 and signed on its behalf by:

  
D Brocksom  
Director

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

**Consolidated Statement of Changes in Equity**

for the year ended 31 March 2018

<b>Group</b>				
	<i>Note</i>	<b>Called up share capital £m</b>	<b>Retained earnings £m</b>	<b>Total Equity £m</b>
At 1 April 2016		3.1	183.0	186.1
Profit for the year		-	32.1	32.1
Other comprehensive income/ (expense)	21	-	(52.1)	(52.1)
Tax on components of comprehensive income/ (expense)	23	-	7.9	7.9
<b>Total comprehensive income/ (expense) for the year</b>		-	(12.1)	(12.1)
<b>Transactions with owners recorded directly in equity</b>				
Equity dividends	11	-	(51.0)	(51.0)
At 31 March 2017		3.1	119.9	123.0
Profit for the year		-	<b>66.6</b>	<b>66.6</b>
Other comprehensive income/ (expense)	21	-	<b>27.1</b>	<b>27.1</b>
Tax on components of comprehensive income/ (expense)	23	-	<b>(4.6)</b>	<b>(4.6)</b>
<b>Total comprehensive income/ (expense) for the year</b>		-	<b>89.1</b>	<b>89.1</b>
<b>Transactions with owners recorded directly in equity</b>				
Equity dividends	11	-	<b>(39.7)</b>	<b>(39.7)</b>
<b>At 31 March 2018</b>		<b>3.1</b>	<b>169.3</b>	<b>172.4</b>

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

**Company Statement of Changes in Equity**

for the year ended 31 March 2018

**Company**

	<i>Note</i>	<b>Called up share capital £m</b>	<b>Retained earnings £m</b>	<b>Total Equity £m</b>
At 1 April 2016		3.1	0.3	3.4
Profit for the year		-	51.1	51.1
<b>Total comprehensive income for the year</b>		-	51.1	51.1
<b>Transactions with owners recorded directly in equity</b>				
Equity dividends	11	-	(51.0)	(51.0)
At 31 March 2017		3.1	0.4	3.5
Profit for the year		-	39.8	39.8
<b>Total comprehensive income for the year</b>		-	39.8	39.8
<b>Transactions with owners recorded directly in equity</b>				
Equity dividends	11	-	(39.7)	(39.7)
<b>At 31 March 2018</b>		<b>3.1</b>	<b>0.5</b>	<b>3.6</b>

**North West Electricity Networks (Holdings) Limited**

Annual Report and Consolidated Financial Statements for the year ended 31 March 2018

**Consolidated and Company Statement of Cash Flows**

for the year ended 31 March 2018

	Note	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
<b>Operating activities</b>					
Cash generated from operations	31	238.6	-	348.2	-
Interest paid		(89.1)	(31.1)	(88.6)	(31.1)
Tax paid		(6.0)	-	(19.5)	-
<b>Net cash generated from/(used in) operating activities</b>		<b>143.5</b>	<b>(31.1)</b>	240.1	(31.1)
<b>Investing activities</b>					
Interest received and similar income		1.0	31.5	0.8	32.0
Dividends received		-	39.7	-	51.0
Purchase of property, plant and equipment		(200.3)	-	(194.3)	-
Purchase of intangible assets		(9.5)	-	(10.1)	-
Customer contributions received		44.0	-	45.5	-
Proceeds from sale of property, plant and equipment		0.2	-	0.1	-
<b>Net cash (used in)/generated from investing activities</b>		<b>(164.6)</b>	<b>71.2</b>	(158.0)	83.0
<b>Net cash flow before financing activities</b>		<b>(21.1)</b>	<b>40.1</b>	82.1	51.9
<b>Financing activities</b>					
Repayment of borrowings		(6.5)	-	(4.8)	-
Movement on inter-company borrowings		(2.1)	(2.5)	-	-
Accretion of index-linked swaps		(8.8)	-	(16.2)	-
Movement on cash collateral held		10.6	-	-	-
Transfer from money market deposits		10.0	-	13.5	-
Dividends paid to equity shareholders of the Company	11	(39.7)	(39.7)	(51.0)	(51.0)
<b>Net cash (used in) financing activities</b>		<b>(36.5)</b>	<b>(42.2)</b>	(58.5)	(51.0)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>(57.6)</b>	<b>(2.1)</b>	23.6	0.9
<b>Cash and cash equivalents at the beginning of the year</b>	17	<b>156.3</b>	<b>12.8</b>	132.7	11.9
<b>Cash and cash equivalents at the end of the year</b>	17	<b>98.7</b>	<b>10.7</b>	156.3	12.8

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## Notes to the Financial Statements

North West Electricity Networks (Holdings) Limited is a Company incorporated in the United Kingdom under the Companies Act 2006.

### 1. Adoption of new and revised Standards

#### Amendments to IFRSs that are mandatorily effective for the current year

The Group has adopted the amendments to IFRSs included in the *Annual Improvements to IFRSs 2014-2016 Cycle* for the first time in the current year. The adoption of these amendments has had no effect on the Group's consolidated financial statements.

**Amendments to IAS 7  
*Disclosure Initiative*** The Group has adopted the amendments to IAS 7 for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. The Group's liabilities arising from financing activities consist of borrowings (note 19) and certain derivatives (note 20). A reconciliation between the opening and closing balances of these items is provided in notes 19 and 20. Apart from the additional disclosure in notes 19 and 20, the application of these amendments has had no impact on the Group's consolidated financial statements.

**Amendments to IAS 12  
*Recognition of Deferred Tax Assets for Unrealised Losses*** The Group has adopted the amendments to IAS 12 for the first time in the current year. The amendments clarify how an entity should evaluate whether there will be sufficient future taxable profits against which it can utilise a deductible temporary difference. The application of these amendments has had no impact on the Group's consolidated financial statements as the Group already assesses the sufficiency of future taxable profits in a way that is consistent with these amendments.

***Annual Improvements to IFRSs 2014-2016 Cycle*** The Group has adopted the amendments to IFRS 12 included in the *Annual Improvements to IFRSs 2014-2016 Cycle* for the first time in the current year. The other amendments included in this package are not yet mandatorily effective and they have not been early adopted by the Group. IFRS 12 states that an entity need not provide summarised financial information for interests in subsidiaries, associates or joint ventures that are classified (or included in a disposal group that is classified) as held for sale. The amendments clarify that this is the only concession from the disclosure requirements of IFRS 12 for such interests.

## **Notes to the Financial Statements** *(continued)*

### **1. Adoption of new and revised Standards** *(continued)*

#### **New and revised IFRSs in issue but not yet effective**

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not been applied in these financial statements, were in issue but not yet effective (and, in some cases, had not yet been adopted by the EU):

IFRS 16: *Leases*

IFRS 17: *Insurance Contracts*

IFRS 2 (amendments): *Classification and Measurement of Share-based Payment Transactions*

IFRS 4 (amendments): *Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts*

IFRS 40 (amendments): *Transfers of Investment Property*

IAS 7 (amendments): *Disclosure Initiative*

IAS 12 (amendments): *Recognition of Deferred Tax Assets for Unrealised Losses*

IFRS 10 and IAS 28 (amendments): *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

Annual Improvements to IFRSs 2014-2016 Cycle: *Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards and IFRS 28 Investments in Associates and Joint Ventures*

IFRIC 22: *Foreign Currency Transactions and Advanced Consideration*

IFRIC 23: *Uncertainty over Income Tax Treatments*

The Group intends to adopt these standards, as applicable, when they become effective. It is not expected that they will have a material impact on the financial statements of the Group.

#### **IFRS 9: *Financial Instruments***

The effective date of IFRS 9 is for accounting periods beginning on or after 1 January 2018; the Group will, therefore, apply IFRS 9 in the year ending 31 March 2019. The Group will elect not to restate comparatives on initial application of IFRS 9. The full impact of adopting IFRS 9 on the Group's consolidated financial statements will depend on the financial instruments that the Group will have during the year ending 31 March 2019, as well as economic conditions and judgements made at that year end. The Group has performed a preliminary assessment of potential impact of adopting IFRS 9 based on the financial instruments and hedging relationships as at 31 March 2018. The Group does not anticipate that the application of IFRS 9 will have a material impact on amounts reported in respect of the Group's financial assets and financial liabilities.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies**

#### **New and revised IFRSs in issue but not yet effective** *(continued)*

##### **IFRS 15: Revenue from Contracts with Customers**

The effective date of IFRS 15 is for accounting periods beginning on or after 1 January 2018; the Group will, therefore, apply IFRS 15 in the year ending 31 March 2019. The Group intends to adopt the modified retrospective approach without restatement of comparatives.

IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is transferred to the customer.

The main impact of IFRS 15 for the Group is with regards to the customer contributions in respect of connections contracts which are currently accounted for under IFRIC 18. We have reviewed the main characteristics of the connections contracts that we have with customers to evaluate the potential impact of IFRS 15. The impact of adopting IFRS 15 is not expected to be material for the Group.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies**

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been applied consistently in the current year and the prior year.

#### **Basis of accounting**

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) adopted by the European Union (“EU”) and Article 4 of the IAS Regulation and have chosen to prepare the financial statements of the Company under IFRS as adopted by the EU.

The financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. More details on the fair value measurements of financial instruments are given in note 20.

The financial statements are presented in sterling, which is the functional currency of the Company and Group. All values are rounded to the nearest million pounds (£m) unless otherwise indicated.

#### **Basis of consolidation**

The Group financial statements consolidate the financial statements of the Company and entities controlled by the Company (its subsidiaries), made up to 31 March each year.

The results of subsidiaries acquired or disposed of during the year are included in the Consolidated Income Statement from the date the Company gains control until the date the Company ceases to control the subsidiary. There have been no such acquisitions or disposals in the current or prior year.

Accounting policies are consistent in all Group companies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between Group members are eliminated on consolidation.

The Directors have taken advantage of the exemption available under Section 408 of the Companies Act and not presented an income statement for the Company alone. The result for the period is £39.8m (2017: £51.1m).

#### **Going concern**

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Annual Report and Consolidated Financial Statements. Further detail is contained in the Strategic Report.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Business combinations and goodwill**

Acquisitions of subsidiaries are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in profit or loss as incurred.

Goodwill is measured as the excess of the consideration transferred over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed, and is recognised as an asset. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the consideration transferred, the excess is recognised immediately in profit or loss.

Goodwill is allocated to cash-generating units and is not amortised but reviewed for impairment annually, or more frequently when there is an indication that it may be impaired.

#### **Investments (Company only)**

Investments in subsidiary undertakings are stated at cost less any provisions for permanent diminution in value. Dividends received and receivable are credited to the Company's income statement to the extent that they represent a realised profit for the Company.

#### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable primarily for the distribution of electricity in the normal course of business, net of VAT.

The recognition of revenue from the distribution of electricity includes an assessment of the volume of unbilled energy distributed as at the year end. Non-distribution sales relate to the invoice value of other goods and services provided which also relate to the electricity network.

Where turnover received or receivable in the year exceeds the maximum amount permitted by regulatory agreement adjustments will be made to future prices to reflect this over-recovery; no liability is recognised as such an adjustment to future prices relates to the provision of future services. Similarly no asset is recognised where a regulatory agreement permits adjustments to be made to future prices in respect of an under-recovery.

The Group recognises revenue generally at the time of delivery and when collection of the resulting receivable is reasonably assured. Payments received in advance of revenue recognition are recorded as deferred revenue.

#### **Customer contributions**

Customer contributions received in respect of expenditure on property, plant and equipment are treated as deferred income, which is credited to the Income Statement over the estimated economic lives of the related assets. Amortisation of contributions received post 1 July 2009 is shown as revenue, rather than within operating costs, following the adoption of IFRIC 18.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Refundable customer deposits**

Refundable customer deposits received in respect of property, plant and equipment are held as a liability until repayment conditions come into effect and the amounts are repaid to the customer or otherwise credited to customer contributions.

#### **Dividend income**

Dividend income is recognised when the Company's right to receive payment is established.

#### **Investment income**

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of the revenue can be measured reliably. It is accrued on a time basis, by reference to the principal outstanding and the effective interest rate.

#### **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Operating lease rentals are charged to the Income Statement on a straight-line basis over the period of the lease.

#### **Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets. A qualifying asset is any major project with a projected timescale of greater than 12 months. Capitalisation commences when activities are undertaken to prepare the asset for use, and expenditure and borrowing costs are being incurred. Capitalisation ceases when substantially all of the activities necessary to prepare the intended asset for its intended use or sale are complete.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### **Operating profit**

Operating profit is stated after charging operating expenses but before investment income, net finance expense and other gains and losses.

## Notes to the Financial Statements *(continued)*

### 2. Significant accounting policies *(continued)*

#### Retirement benefit costs

Payments to the defined contribution retirement benefit scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

The defined benefit retirement benefit scheme is provided through a division of the Electricity Supply Pension Scheme (“ESPS”). The most recent actuarial valuation for the scheme for funding purposes was carried out at 31 March 2016; agreed actuarial valuations are carried out thereafter at intervals of not more than three years.

Results are affected by the actuarial assumptions used, which are disclosed in note 21. Actual experience may differ from the assumptions made, for example, due to changing market and economic conditions and longer or shorter lives of participants.

Defined benefit costs are split into three categories:

- current service cost, past service cost and gains and losses on curtailments and settlements, recognised in employee costs (see note 6) in the Consolidated Income Statement;
- net interest expense or income, recognised within finance costs (see note 9); and
- re-measurement comprising actuarial gains and losses and the return on scheme assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to the statement of comprehensive income in the period in which they occur.

Defined benefit assets are measured at fair value while liabilities are measured at present value. The difference between the two amounts is recognised as a surplus or obligation in the Statement of Financial Position.

IFRIC14: ‘The limit on a defined benefit asset, minimum funding requirements and their interaction’ was published by the interpretations committee of the International Accounting Standards Board in July 2007 and was adopted during the year ended 31 March 2008. IFRIC14 provides guidance on the extent to which a pension scheme surplus should be recognised as an asset and may also require additional liabilities to be recognised where minimum funding requirements exist. Legal opinion was obtained that a pension surplus could be recovered on wind up of the scheme and could therefore be recognised, along with associated liabilities. At the current time, this interpretation does not affect the Group.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Taxation**

The tax expense represents the sum of current and deferred tax charges for the financial year, adjusted for prior year items.

##### ***Current taxation***

Current tax is based on taxable profit for the year and is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Taxable profit differs from the net profit as reported in the Income Statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

##### ***Deferred taxation***

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is charged or credited in the Income Statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Intangible assets**

Intangible assets with finite useful economic lives are measured initially at cost and are amortised on a straight-line basis over their estimated useful lives. The carrying amount is reduced by any provision for impairment where necessary.

Amortisation periods for categories of intangible assets are:

Computer software	1-12 years
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Intangible assets under construction are not amortised. Amortisation commences from the date the intangible asset is available for use.

The Licence has an indefinite useful economic life and, therefore, is tested annually for impairment.

#### **Property, plant and equipment**

Property, plant and equipment comprise operational structures, non-operational land and buildings, fixtures and equipment, vehicles and other assets.

##### ***Operational structures***

Infrastructure assets are depreciated by writing off their deemed cost less the estimated residual value, evenly over their useful lives, which range from 5 to 80 years. Employee costs incurred in implementing the capital schemes of the Group are capitalised within operational structure assets.

##### ***Assets other than operational structures***

All other property, plant and equipment is stated at historical cost less accumulated depreciation.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Income Statement during the financial year in which they are incurred.

Freehold land and assets in the course of construction are not depreciated until the asset is available for use.

## Notes to the Financial Statements *(continued)*

### 2. Significant accounting policies *(continued)*

#### Property, plant and equipment *(continued)*

##### *Assets other than operational structures (continued)*

Other assets are depreciated by writing off their cost evenly over their estimated useful lives, based on management's judgement and experience, which are principally as follows:

Buildings	30-60 years
Fixtures and equipment, vehicles and other	2-40 years

Depreciation methods and useful lives are re-assessed annually and, if necessary, changes are accounted for prospectively.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the Income Statement.

#### Impairment of tangible and intangible fixed assets

Tangible and intangible assets are reviewed for impairment at each balance sheet date to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An intangible asset with an indefinite life is tested for impairment at least annually and whenever there is an indication of impairment.

The recoverable amount is the higher of fair value less costs of disposal, and value in use. Value in use represents the net present value of expected future cash flows discounted on a pre-tax basis using a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the reversal is recognised immediately in profit or loss and the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not so as to exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years.

#### Research and development

Research costs are recognised in the Income Statement as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Group can demonstrate: the technical feasibility of completing the intangible asset so that it will be available for use, its intention to complete and its ability to use the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to reliably measure the expenditure incurred during development.

## Notes to the Financial Statements *(continued)*

### 2. Significant accounting policies *(continued)*

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on weighted average cost and includes expenditure incurred in acquiring the inventories, conversion costs and other costs in bringing them to their present location and condition. Net realisable value represents the estimated selling price, net of estimated costs of selling.

#### Financial instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

If the transaction price differs from fair value at initial recognition, the Group will account for such difference as follows:

- if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised as a gain or loss on initial recognition (i.e. day 1 profit or loss);
- in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to profit or loss such that it reaches a value of zero at the time when the contract can be valued using active market quotes or verifiable objective market information. The Group policy for the amortisation of day 1 gain or loss is to release it in a reasonable fashion based on the facts and circumstances (e.g. using a straight line amortisation).

#### Financial assets

All financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss when the transactions costs are recognised immediately in profit or loss.

Financial assets are classified into the relevant categories, as specified in IAS 39. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The financial assets held by the Group are either financial assets 'at fair value through profit or loss' ("FVTPL") or 'loans and receivables'.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Financial assets** *(continued)*

##### **Financial assets at FVTPL**

The financial assets held by the Group classified as at FVTPL are derivatives and are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. Fair value is determined in the manner described in note 20.

##### **Loans and receivables**

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables' and are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate.

##### **Trade receivables**

Trade receivables are stated at nominal value with any allowances made for any estimated irrecoverable amounts.

##### **Cash and cash equivalents**

In the consolidated cash flow statement and related notes, cash and cash equivalents includes cash at bank and in hand, deposits, other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of three months or less and which are subject to an insignificant risk of change in value.

##### **Money market deposits**

Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the Statement of Financial Position.

##### **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Financial assets** *(continued)*

##### ***Impairment of financial assets***

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

##### ***Derecognition of financial assets***

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

#### **Financial liabilities and equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

##### ***Equity instruments***

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### ***Financial liabilities***

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Financial liabilities and equity** *(continued)*

##### **Financial liabilities at FVTPL**

The financial liabilities held by the Group classified as at FVTPL are either derivatives or those designated as at FVTPL and are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. Fair value is determined in the manner described in note 20.

The Group elects to designate a financial liability at inception as at FVTPL on the basis that it meets the conditions specified in IAS 39 *'Financial Instruments: Recognition and Measurement'*. The £250m 8.875% 2026 bond was designated as at FVTPL upon initial recognition as the complexity of the associated swaps at that time meant that the criteria to allow hedge accounting was not met.

##### **Other financial liabilities**

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

##### **Trade payables**

Trade payables are stated at their nominal value.

##### **Derecognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the Group exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the Group accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability.

## **Notes to the Financial Statements** *(continued)*

### **2. Significant accounting policies** *(continued)*

#### **Derivative financial instruments**

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and inflation risk. Further details of derivative financial instruments are disclosed in note 20.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately; the Group does not currently designate derivatives into hedging relationships and apply hedge accounting.

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

#### **Embedded derivatives**

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### **Hedge accounting**

The Group considers hedge accounting when entering any new derivative, however, there are currently no formal hedging relationships in the Group.

#### **Provisions**

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

## **Notes to the Financial Statements (continued)**

### **3. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

##### ***Revenue recognition***

Under IFRS, the Group recognises revenue generally at the time of delivery and when collection of the resulting receivable is reasonably assured. Should management consider that the criteria for revenue recognition are not met for a transaction, revenue recognition would be delayed until such time as the transaction becomes fully earned. Payments received in advance of revenue recognition are recorded as deferred revenue. The Group recognises revenue in accordance with its entitlement to receive revenue as established by the periodic regulatory price review process.

The principal direct customers of the business are the electricity supply companies that utilise the Group's distribution network to distribute electricity from generators to the end consumer. Revenue from such activity is known as 'use of system'. The amount billed reflects the volume of electricity distributed, including estimates of the units distributed to customers. Revenue is gradually adjusted to reflect actual usage in the period over which the meters are read. In addition, the revenue includes estimates made for the number of units distributed over the period for which industry data is not yet available, which on average is between one and two months prior to the reporting date. The estimated units are based on historical consumption data profiles.

##### ***Property Plant and Equipment***

The Group recognises infrastructure assets where the expenditures incurred enhance or increase the capacity of the network, whereas any expenditure classed as maintenance is expensed in the period it is incurred. Capital projects often contain a combination of enhancement and maintenance activity which are not distinct and therefore the allocation of costs between capital and operating expenditure is inherently judgemental. The costs capitalised include an allocation of overhead costs, relating to the proportion of time spent by support function staff, which is also inherently judgemental.

##### ***Taxation***

Assessing the outcome of uncertain tax positions such as the tax treatment of provisions requires judgements to be made regarding the application of tax law and the results of negotiations with, and enquiries from tax authorities.

## **Notes to the Financial Statements** *(continued)*

### **3. Critical accounting judgements and key sources of estimation uncertainty** *(continued)*

#### ***Accounting for provisions and contingencies***

The Group is subject to a number of claims, incidental to the normal conduct of its business, relating to and including commercial, contractual and employment matters, which are handled and defended in the ordinary course of business.

The Group routinely assesses the likelihood of any adverse judgements or outcomes to these matters as well as ranges of probable and reasonably estimated losses. Reasonable judgements are made by management after considering available information including notifications, settlements, estimates performed by independent parties and legal counsel, available facts, identification of other potentially responsible parties and their ability to contribute, and prior experience.

A provision is recognised when it is probable that an obligation exists for which a reliable estimate can be made of the obligation after careful analysis of the individual matter. Matters that either are possible obligations or do not meet the recognition criteria for a provision are disclosed, unless the possibility of transferring economic benefits is remote.

#### ***Impairment of tangible and intangible assets (including goodwill)***

Management assesses the recoverability of tangible and intangible assets on an annual basis. Determining whether any of those assets are impaired requires an estimation of the value in use of the asset to the Group. This value in use calculation requires the Group to estimate the future cash flows expected to arise from the asset and a suitable discount rate in order to calculate present value for the asset and compare that to its carrying value. This concluded that no impairment loss is required against those assets. Details of the impairment loss calculation are set out in note 13.

#### **Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below.

#### ***Fair values of derivative financial instruments***

In estimating the fair value of derivative financial instruments, the Group uses market-observable data to the extent it is available. Where such data is not available, certain estimates regarding inputs to the valuation are required to be made. Information about the valuation techniques and inputs used are disclosed in note 20.

#### ***Retirement benefit schemes***

The Group's defined benefit obligation is derived using various assumptions, as disclosed in note 21. Results can be affected significantly by the assumptions used, which management decide based on advice by a firm of actuaries.

**Notes to the Financial Statements (continued)**

**4. Revenue**

Group	2018 £m	2017 £m
<b>Revenue</b>	<b>430.2</b>	<b>485.5</b>

Predominantly all Group revenues arise from electricity distribution in the North West of England and associated activities. Only one operating segment is therefore regularly reviewed by the Chief Executive Officer and Executive Leadership Team. Included within the above are revenues from three customers (2017: two), each of which represented more than 10 per cent of the total revenue. Revenue from these customers totalled £189.5m (2017: £162.7m). No other customer represented more than 10 per cent of revenues either this year or in the prior year.

**5. Operating profit**

The following items have been included in arriving at the Group's operating profit:

Group	2018 £m	2017 £m
<b>Employee costs</b> (see note 6)	<b>51.5</b>	<b>46.9</b>
<b>Depreciation and amortisation expense (net)</b>		
Depreciation of property, plant and equipment		
Owned assets (see note 13)	<b>108.5</b>	106.0
Amortisation of intangible assets and customer contributions		
Software (see note 12)	<b>5.5</b>	4.1
Customer contributions <sup>1</sup> (see note 24)	<b>(1.7)</b>	(1.7)
<b>Depreciation and amortisation expense (net)</b>	<b>112.3</b>	<b>108.4</b>
<b>Other income</b>		
Profit on disposal of property, plant and equipment	<b>(0.2)</b>	(0.1)
<b>Provision (credit)/charge</b> (see note 22)	<b>(0.2)</b>	<b>1.9</b>
<b>Other operating costs include:</b>		
Research and development	<b>3.4</b>	3.9
Write down of inventories to net realisable value	<b>0.1</b>	0.3
Operating leases:		
- land and buildings	<b>0.5</b>	0.7
- hire of plant and machinery	<b>0.1</b>	1.9

<sup>1</sup> In the current year £6.4m (2017: £5.5m) of customer contributions amortisation has been amortised through revenue in line with IFRIC 18.

**Notes to the Financial Statements (continued)**

**5. Operating profit (continued)**

Analysis of the auditor's remuneration is as follows:

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
Fees payable to the Company's auditor and their associates for the audit of the Company's annual financial statements*	-	-
<b>Fees payable to the Company's auditor and their associates for other services to the Group:</b>		
The audit of the Company's subsidiaries	<b>0.1</b>	0.1
<b>Total audit fees</b>	<b>0.1</b>	0.1
Audit-related assurance services	<b>0.1</b>	0.1
Taxation advisory services	-	0.1
<b>Total non-audit fees</b>	<b>0.1</b>	0.2
<b>Total fees</b>	<b>0.2</b>	0.3

\*Fees payable for the audit of the Company's Financial Statements are £4,055 (2017: £4,440).

Fees payable to Deloitte LLP and their associates for non-audit services to the Company are not required to be disclosed because the Consolidated Financial Statements are only required to disclose such fees on a consolidated basis.

**6. Employee costs**

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
Wages and salaries	<b>86.2</b>	<b>80.6</b>
Social security costs	<b>9.5</b>	<b>8.8</b>
Pension costs (see note 21)	<b>19.9</b>	<b>15.6</b>
Employee costs (including Directors' remuneration)	<b>115.6</b>	<b>105.0</b>
Costs transferred directly to fixed assets	<b>(64.1)</b>	<b>(58.1)</b>
<b>Charged to operating expenses</b>	<b>51.5</b>	<b>46.9</b>

The average monthly number of employees during the year (including Executive Directors):

<b>Group</b>	<b>2018 Number</b>	<b>2017 Number</b>
<b>Electricity distribution</b>	<b>1,795</b>	1,666

There are no employees of the Company (2017: nil).

**Notes to the Financial Statements** *(continued)***7. Directors' remuneration**

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
Salaries	<b>0.8</b>	0.7
Accrued bonus	<b>0.4</b>	0.5
Amounts receivable under long term incentive schemes	<b>0.4</b>	0.5
	<b>1.6</b>	1.7

The aggregate emoluments of the Directors in 2018 amounted to £1,634,000 (2017: £1,679,000). Emoluments comprise salaries, fees, taxable benefits, compensation for loss of office and the value of short-term and long-term incentive awards. The aggregated emoluments of the highest paid Director in 2017 in respect of services to the Group amounted to £894,000 (2017: £865,000). Under the Executive Incentive Plan bonuses are awarded and either paid in the following financial year (accrued bonus) or paid in subsequent years (amounts receivable under long-term incentive schemes). There were no amounts payable for compensation for loss of office in the year (2017: £nil). Not included in the amounts shown above are further payments made in respect of Directors' services, as detailed in note 30.

The highest paid director is a member of the defined contribution section of the ENW ESPS scheme. The pension contributions for the highest paid Director for 31 March 2018 were £nil (2017: £nil). The accrued pension at 31 March 2018 for the highest paid Director was £nil (2017: £nil).

As at 31 March 2018 the Directors have no interests in the ordinary shares of the Company (2017: same). All remuneration was borne by ENWL (2017: same).

**8. Investment income**

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
Interest receivable on short-term bank deposits held at amortised cost	<b>1.1</b>	0.8
<b>Total investment income</b>	<b>1.1</b>	0.8

**Notes to the Financial Statements (continued)**

**9. Finance expense (net)**

Group	2018 £m	2017 £m
<b>Interest payable</b>		
Interest payable on Group borrowings	20.5	20.5
Interest payable on borrowings held at amortised cost	58.5	58.6
Interest payable on borrowings designated at fair value through profit or loss	22.2	22.2
Net receipts on derivatives held for trading	(9.6)	(10.6)
Other finance charges related to index-linked debt	23.6	14.8
Accretion on index-linked swaps	8.8	16.2
Interest cost on pension plan obligations (see note 21)	1.1	0.1
Capitalisation of borrowing costs under IAS 23	(1.0)	(0.8)
<b>Total interest expense</b>	<b>124.1</b>	<b>121.0</b>
<b>Movements on financial instruments</b>		
Fair value movement on borrowings designated at fair value through profit or loss	(23.8)	10.3
Fair value movement on derivatives held for trading	(9.6)	92.8
<b>Total fair value movements</b>	<b>(33.4)</b>	<b>103.1</b>
<b>Total finance expense (net)</b>	<b>90.7</b>	<b>224.1</b>

Borrowing costs capitalised in the year under IAS 23 were £1.0m (2017: £0.8m), using an average annual capitalisation rate of 4.8% (2017: 4.9%).

The fair value movement of the borrowings designated at fair value through profit or loss is derived from movements in the market ask price of the bond; this is a Level 1 input under IFRS 13. The fair value movements on the derivatives are derived using a discounted cash flow technique using both market expectations of future interest rates and future inflation levels, obtained from Bloomberg, and calibrations to observable market transactions evidencing fair value; these are Level 2 inputs and Level 3 inputs under IFRS 13. Note 20 provides more detail on this.

There was £8.8m (2017: £16.2m) of accretion payments on the index-linked swaps in the year; these are scheduled five-yearly, seven-yearly and ten-yearly with the next payment due in July 2019. No swaps have been closed out in the year (2017: same).

**Notes to the Financial Statements (continued)**

**10. Taxation**

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
<b>Current tax</b>		
Current year	<b>15.5</b>	25.3
Prior year	<b>(0.8)</b>	(1.1)
	<b>14.7</b>	24.2
<b>Deferred tax</b>		
Current year	<b>4.2</b>	(16.4)
Prior year	<b>(0.9)</b>	2.2
Impact of change in future tax rates	-	(14.8)
	<b>3.3</b>	(29.0)
<b>Tax charge/ (credit) for the year</b>	<b>18.0</b>	(4.8)

Corporation tax is calculated at 19% (2017: 20%) of the estimated assessable profit for the year. The Government announced that it intends to reduce the rate of corporation tax to 17% with effect from 1 April 2020. The legislation has been given effect by Finance Bill 2016 which was substantively enacted on 6 September 2016. Accordingly, the deferred tax has been calculated on the basis that it will reverse in future at the 17% rate. Deferred tax is calculated using the rate at which it is expected to reverse.

The table below reconciles the notional tax charge at the UK corporation tax rate to the effective tax rate for the year:

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
<b>Profit before tax</b>	<b>84.6</b>	27.3
Tax at the UK corporation tax rate of 19% (2017: 20%)	<b>16.1</b>	5.5
Prior year tax adjustments	<b>(1.7)</b>	1.1
Reduction in current year deferred tax due to rate change	<b>(0.6)</b>	2.6
Non-taxable expense	<b>4.2</b>	0.8
Impact of change in future tax rates	-	(14.8)
<b>Tax charge/ (credit) for the year</b>	<b>18.0</b>	(4.8)

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**Notes to the Financial Statements** *(continued)*

**11. Dividends**

Amounts recognised as distributions to equity holders in the year comprise:

<b>Group and Company</b>	<b>2018 £m</b>	<b>2017 £m</b>
Final dividends for the year ended 31 March 2017 of nil pence per share (31 March 2016 of 295.08 pence per share)	-	9.0
Interim dividends for the year ended 31 March 2018 of 1,301.64 pence per share (31 March 2017: 1,377.05 pence per share)	<b>39.7</b>	42.0
	<b>39.7</b>	51.0

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In the year ended 31 March 2018, the Company declared interim dividends of £39.7m, which were paid in December 2017 (31 March 2017: £42.0m). There was no final dividend for the year ended 31 March 2017.

At the Board meeting in May 2018 the Directors proposed a final dividend of £0.5m for the year ended 31 March 2018, subject to approval by equity holders of the Company; that is not a liability in the financial statements at 31 March 2018.

**Notes to the Financial Statements (continued)**

**12. Intangible assets and goodwill**

Group	Goodwill £m	Licence £m	Software £m	Assets under the course of construction £m	Total £m
<b>Cost</b>					
At 1 April 2016	10.1	186.9	68.6	13.4	279.0
Additions	-	-	2.9	7.2	10.1
Transfers	-	-	3.4	(3.4)	-
Disposals	-	-	-	-	-
At 31 March 2017	<b>10.1</b>	<b>186.9</b>	<b>74.9</b>	<b>17.2</b>	<b>289.1</b>
Additions	-	-	1.9	7.7	9.6
Transfers	-	-	1.4	(1.4)	-
<b>At 31 March 2018</b>	<b>10.1</b>	<b>186.9</b>	<b>78.2</b>	<b>23.5</b>	<b>298.7</b>
<b>Amortisation</b>					
At 1 April 2016	-	-	52.6	-	52.6
Charge for the year	-	-	4.1	-	4.1
Disposals	-	-	-	-	-
At 31 March 2017	-	-	<b>56.7</b>	-	<b>56.7</b>
Charge for the year	-	-	5.5	-	5.5
Disposals	-	-	-	-	-
<b>At 31 March 2018</b>	-	-	<b>62.2</b>	-	<b>62.2</b>
<b>Net book value</b>					
<b>At 31 March 2018</b>	<b>10.1</b>	<b>186.9</b>	<b>16.0</b>	<b>23.5</b>	<b>236.5</b>
At 31 March 2017	10.1	186.9	18.2	17.2	232.4

Goodwill arose on the acquisition of assets and liabilities of Electricity North West Number 1 Company Ltd (previously Electricity North West Services Ltd, having changed its name on 21 October 2016) in the year ended 31 March 2011. This value reflects the excess of the investment over the book value of the trade and assets at the date of acquisition.

The licence held by the Group, identified as an intangible asset on the acquisition of Electricity North West Company Number 1 Ltd and measured at fair value at that date, to distribute electricity is viewed as having an indefinite life as the Directors' believe the licence would only be revoked if there were a serious breach of the terms and conditions of the licence. The licence is held subject to 25 years notice in writing from the Authority to the licensee.

At 31 March 2018, the Group had entered into contractual commitments for the acquisition of software amounting to £5.6m (2017: £6.3m).

**Notes to the Financial Statements (continued)**

**12. Intangible assets and goodwill (continued)**

At each balance sheet date the Group reviews the carrying amounts of its goodwill and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss (see note 13).

**13. Property, plant and equipment**

Group	Operational Structures £m	Non-operational land and buildings £m	Fixtures and equipment, vehicles and other £m	Assets under the course of construction £m	Total £m
<b>Cost or valuation</b>					
At 1 April 2016	4,159.2	31.1	92.1	121.5	4,403.9
Additions	147.4	0.6	7.9	44.5	200.4
Transfers	42.2	0.4	4.1	(46.7)	-
Disposals	(4.9)	-	(0.8)	-	(5.7)
At 31 March 2017	<b>4,343.9</b>	<b>32.1</b>	<b>103.3</b>	<b>119.3</b>	<b>4,598.6</b>
Additions	<b>146.1</b>	<b>0.9</b>	<b>12.5</b>	<b>49.3</b>	<b>208.8</b>
Transfers	<b>35.2</b>	<b>0.5</b>	<b>1.5</b>	<b>(37.2)</b>	<b>-</b>
Disposals	<b>(5.4)</b>	<b>-</b>	<b>(0.9)</b>	<b>-</b>	<b>(6.3)</b>
<b>At 31 March 2018</b>	<b>4,519.8</b>	<b>33.5</b>	<b>116.4</b>	<b>131.4</b>	<b>4,801.1</b>
<b>Accumulated depreciation and impairment</b>					
At 1 April 2016	1,383.5	7.2	59.4	-	1,450.1
Charge for the year	92.7	1.0	12.3	-	106.0
Disposals	(4.9)	-	(0.8)	-	(5.7)
At 31 March 2017	<b>1,471.3</b>	<b>8.2</b>	<b>70.9</b>	<b>-</b>	<b>1,550.4</b>
Charge for the year	<b>95.2</b>	<b>1.1</b>	<b>12.2</b>	<b>-</b>	<b>108.5</b>
Disposals	<b>(5.4)</b>	<b>-</b>	<b>(0.9)</b>	<b>-</b>	<b>(6.3)</b>
<b>At 31 March 2018</b>	<b>1,561.1</b>	<b>9.3</b>	<b>82.2</b>	<b>-</b>	<b>1,652.6</b>
<b>Net book value</b>					
<b>At 31 March 2018</b>	<b>2,958.7</b>	<b>24.2</b>	<b>34.2</b>	<b>131.4</b>	<b>3,148.5</b>
At 31 March 2017	2,872.6	23.9	32.4	119.3	3,048.2

## **Notes to the Financial Statements** *(continued)*

### **13. Property, plant and equipment** *(continued)*

At 31 March 2018, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £87.8m (2017: £69.7m). The Company had not entered into any contractual commitments for the acquisition of property, plant and equipment at 31 March 2018 (2017: same).

#### **Impairment testing of intangible assets and property plant and equipment**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

For the purposes of impairment testing the Group have determined that there is only one cash generating unit ("CGU"). The key assumptions for the value in use calculations are those regarding discount rates and the outcomes of future Ofgem price control settlements.

The Group has prepared cash flow forecasts for a 29 year period, which represents the planning horizon used for management purposes being aligned to the end of an eight year RIIO framework period. The rate used to discount cash flows was 6.37% (2017: 7.11%) reflecting an assumed level of risk associated with the cash flows generated from the licence. Cash flow projections for the five year period to 2023 are based on the Ofgem final determination and the Company's latest approved business plan (2017: same) and reflect recent RPI forecasts. Forecasts beyond this point are projected forward based on expected levels of expenditure to maintain the health of the network and long term inflation assumptions. The forecasts have been sensitised to a change in the discount rate of 1% either way and that analysis indicates that there is sufficient headroom and that no impairment would be required.

Based on the impairment testing performed, management are comfortable that sufficient headroom exists between the value in use and the carrying value of the assets such that no impairment loss is required to be booked.

**North West Electricity Networks (Holdings) Limited**

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**Notes to the Financial Statements (continued)****14. Investments**

Company	2018 £m	2017 £m
<b>Cost and carrying value</b>	<b>3.1</b>	<b>3.1</b>

Details of the investments as at 31 March 2018, all of which were incorporated in the UK, and the principal place of business of each is in the UK, are as follows.

Investment	Description of holding	Proportion held	Nature of business
<i>Company</i>			
NWEN Group Ltd	Ordinary shares of £1 each	100%	Holding company
NWEN Finance plc	Ordinary shares of £1 each	100%	Financing company
<i>Group Indirect subsidiaries</i>			
North West Electricity Networks plc	Ordinary shares of £1 each	100%	Financing company
Electricity North West Ltd	Ordinary shares of 50p each	100%	Energy distribution
ENW Capital Finance plc	Ordinary shares of £1 each	100%	Financing company
ENW Finance plc	Ordinary shares of £1 each	100%	Financing company
Electricity North West Number 1 Company Limited*	Ordinary shares of £1 each	100%	Dormant
ENW (ESPS) Pensions Trustees Ltd	Ordinary shares of £1 each	100%	Dormant
<i>Joint venture</i>			
Nor.Web DPL Limited	Ordinary shares of £1 each	50%	Dormant

\* Electricity North West Number 1 Company Ltd was previously known as Electricity North West Services Ltd having changed its name on 21 October 2016.

There have been no changes to these shareholdings during the year and the address of the registered office for all of the investments noted above is: 304 Bridgewater Place, Birchwood Park, Warrington, WA3 6XG.

**Notes to the Financial Statements (continued)****15. Inventories**

<b>Group</b>	<b>2018 £m</b>	<b>2017 £m</b>
Raw materials and consumables	<b>10.5</b>	9.6

There is no inventory held in the Company (2017: same).

**16. Trade and other receivables**

<b>Current assets</b>	<b>Group 2018 £m</b>	<b>Company 2018 £m</b>	<b>Group 2017 £m</b>	<b>Company 2017 £m</b>
Trade receivables	<b>10.6</b>	-	6.1	-
Amounts owed by Group undertakings	<b>1.9</b>	<b>13.1</b>	1.9	13.1
Prepayments and accrued income	<b>47.5</b>	-	49.0	-
Balance at 31 March	<b>60.0</b>	<b>13.1</b>	57.0	13.1

<b>Non-current assets</b>	<b>Group 2018 £m</b>	<b>Company 2018 £m</b>	<b>Group 2017 £m</b>	<b>Company 2017 £m</b>
Intercompany loan	-	<b>676.5</b>	-	676.5
Balance at 31 March	-	<b>676.5</b>	-	676.5

**Group**

The average credit period taken on sales is 14 days (2017: 14 days). Trade receivables do not carry interest and are stated net of allowances for doubtful receivables of £0.9m (2017: £0.8m) estimated by management based on known specific circumstances, past default experience and their assessment of the current economic environment.

Of the Group trade receivables, 31% (2017: 16%) are past due but not impaired. A balance of £2.8m (2017: £0.7m) is less than 30 days past due; a balance of £1.5m is greater than 30 days past due at 31 March 2018 (2017: £1.0m), against which an allowance for doubtful debt of £0.8m (2017: £0.8m) has been made.

**Notes to the Financial Statements** *(continued)***16. Trade and other receivables** *(continued)*

The movement on the provision for impairment of Group trade receivables is as follows:

	<b>Group 2018 £m</b>	<b>Company 2018 £m</b>	<b>Group 2017 £m</b>	<b>Company 2017 £m</b>
Balance at 1 April	<b>0.8</b>	-	0.7	-
Charged /(credited) to the Income Statement	<b>0.1</b>	-	0.1	-
Balance at 31 March	<b>0.9</b>	-	0.8	-

The Group is required by Ofgem to accept any company as a counterparty that has obtained a trading licence regardless of their credit status. To mitigate the risk posed by this, all transactions with customers are governed by a contract which all customers are required by Ofgem to sign and adhere to the terms.

Under the terms of the contract, the maximum unsecured credit that the Group may be required to give is 2% of the Regulatory Asset Value ("RAV") of the Company. In addition the contract makes provisions for the credit quality of customers and adjusts the credit value available to them based on credit ratings and payment history. Where a customer exceeds their agreed credit level, under the contract, the customer must provide collateral to mitigate the increased risk posed. As at 31 March 2018 £1.7m (2017: £1.0m) of cash had been received as security.

The RAV is calculated using the methodology set by Ofgem for each year of ED1 (1 April 2016 to 31 March 2023) and is £1,758m (2017: £1,696m) for the year ended 31 March 2018 based on the actual retail price index ("RPI") for March.

At 31 March 2018 £138.6m (2017: £129.0m) of unsecured credit limits had been granted to customers and the highest unsecured credit limit given to any single customer was £13.9m (2017: £13.3m). All of the customers granted credit of this level must have a credit rating of at least A- from Standard and Poor's and A3 from Moody's Investor Services or a guarantee from a parent company of an equivalent rating. Alternatively, the customer must be able to prove their creditworthiness on an ongoing basis.

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value.

**Company**

For further details of the amounts owed by Group undertakings see note 30. There are no provisions against these receivables. No element of the balance is overdue.

**Notes to the Financial Statements (continued)**

**17. Cash and cash equivalents and money market deposits**

	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
Cash and cash equivalents	98.7	10.7	156.3	12.8
Short-term money market deposits (maturity over 3 months)	-	-	10.0	-
<b>Balance at 31 March</b>	<b>98.7</b>	<b>10.7</b>	<b>166.3</b>	<b>12.8</b>

Cash and cash equivalents comprise cash at bank and in hand, deposits and other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of three months or less, net of any bank overdrafts which are payable on demand. Money market deposits with terms to maturity in excess of three months are not included as cash or cash equivalents and are separately disclosed on the face of the Statement of Financial Position.

The cash and cash equivalents amount is disclosed gross of any collateral held on derivatives. At 31 March 2018, the group held £10.6m (2017: £nil) as collateral in relation to derivative financial instruments (see Notes 18 & 20).

The effective interest rate on all short-term deposits was a weighted average of 0.6% (2017: 0.4%) and these deposits had an average maturity of 27 days (2017: 20 days).

**18. Trade and other payables**

	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
Trade payables	11.0	-	14.7	-
Refundable customer deposits (note 25)	1.7	-	1.0	-
Other taxation and social security	10.5	-	15.1	-
Amounts owed to Group undertakings	10.4	10.1	10.6	10.0
Amounts owed to subsidiary undertakings	-	3.6	-	3.7
Customer contributions (note 24)	28.7	-	25.4	-
Obligation to return cash collateral (note 20)	10.6	-	-	-
Accruals and deferred income	85.2	-	91.4	-
<b>Balance at 31 March</b>	<b>158.1</b>	<b>13.7</b>	<b>158.2</b>	<b>13.7</b>

Trade payables and accruals principally comprise amounts outstanding for capital purchases and ongoing costs. The average credit period in the year was 15 days from receipt of invoice (2017: 15 days).

The Directors consider that the carrying amount of trade and other payables approximates to their fair value.

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**Notes to the Financial Statements** (continued)**19. Borrowings**

This note provides information about the contractual terms of the Group's loans and borrowings. For more information about the Group's exposure to credit risk, liquidity risk and market risk see note 20.

	<b>Group 2018 £m</b>	<b>Company 2018 £m</b>	<b>Group 2017 £m</b>	<b>Company 2017 £m</b>
<b>Current liabilities</b>				
Bank and other term borrowings	<b>6.6</b>	-	6.4	-
	<b>6.6</b>	-	6.4	-
<b>Non-current liabilities</b>				
Bonds	<b>1,498.9</b>	-	1,508.4	-
Bank and other term borrowings	<b>253.2</b>	-	249.3	-
Amounts owed to parent undertaking	<b>507.2</b>	<b>507.2</b>	509.7	509.7
Amounts owed to subsidiary undertaking	-	<b>178.9</b>	-	178.6
	<b>2,259.3</b>	<b>686.1</b>	2,267.4	688.3
<b>Total borrowings</b>	<b>2,265.9</b>	<b>686.1</b>	2,273.8	688.3

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**Notes to the Financial Statements (continued)**

**19. Borrowings (continued)**

**Carrying value by category**

The carrying values by category of financial instruments were as follows:

	Nominal value £m	Interest rate %	Maturity year	Group 2018 £m	Company 2018 £m	Group 2017 £m	Company 2017 £m
<b>Borrowings designated at fair value through profit or loss statement</b>							
Bond	250.0	8.875%	2026	<b>367.2</b>	-	391.0	-
<b>Borrowings measured at amortised cost</b>							
Bond	200.0	8.875%	2026	<b>196.8</b>	-	196.6	-
Bond	200.0	6.125%	2021	<b>198.2</b>	-	197.7	-
Bond	180.0	5.875%	2021	<b>178.9</b>	-	178.6	-
Index-linked bond	100.0	1.4746%+RPI <sup>1</sup>	2046	<b>141.6</b>	-	136.8	-
Index-linked loan	135.0	1.5911%+RPI <sup>1</sup>	2024	<b>164.4</b>	-	157.9	-
Index-linked loan	50.0	0.38% +RPI <sup>1</sup>	2032	<b>46.3</b>	-	47.7	-
Index-linked loan	50.0	0%+RPI <sup>1</sup>	2033	<b>49.1</b>	-	50.3	-
USPP bond	100.0	4.07%	2029	<b>99.2</b>	-	99.2	-
USPP bond	100.0	4.17%	2029	<b>99.2</b>	-	99.1	-
Index-linked USPP bond	20.0	1.40%+RPI <sup>1</sup>	2034	<b>21.3</b>	-	20.4	-
Index-linked USPP bond	85.0	1.50%+RPI <sup>1</sup>	2034	<b>90.4</b>	-	86.9	-
Index-linked PP bond	100.0	1.265%+RPI <sup>1</sup>	2040	<b>106.1</b>	-	102.1	-
Amortising costs re: Long term loans		LIBOR+0.55%	2020	-	-	(0.1)	-
Amortising costs re: Long term loans		LIBOR+0.9%	2020	-	-	(0.1)	-
Amounts owed to parent undertaking	327.0	0.0%	2027	<b>307.2</b>	<b>307.2</b>	309.7	309.7
Amounts owed to parent undertaking	200.0	10.0%	2027	<b>200.0</b>	<b>200.0</b>	200.0	200.0
Amounts owed to subsidiary undertaking			2021	-	<b>178.9</b>	-	178.6
<b>Total borrowings measured at amortised cost</b>				<b>1,898.7</b>	<b>686.1</b>	1,882.8	688.3
<b>Total borrowings</b>				<b>2,265.9</b>	<b>686.1</b>	2,273.8	688.3

**Notes to the Financial Statements (continued)**

**19. Borrowings (continued)**

<sup>1</sup>RPI – Retail Prices Index – a UK general index of retail prices (for all items) as published by the Office for National Statistics (January 1987 = 100).

The following table provides a reconciliation of the opening and closing debt amounts.

	<b>Group 2018 £m</b>	<b>Compan y 2018 £m</b>	Group 2017 £m	Company 2017 £m
<b>At 1 April</b>	<b>2,273.8</b>	<b>688.3</b>	2,252.3	688.0
Fair value movement on borrowings designated at fair value through profit or loss statement	<b>(23.8)</b>	-	10.3	-
Repayments	<b>(6.5)</b>	-	(4.8)	-
Decreased inter-company borrowings	<b>(2.5)</b>	<b>(2.5)</b>	-	-
Indexation	<b>23.6</b>	-	14.8	-
Amortisation of transaction costs and bond discounts	<b>1.3</b>	<b>0.3</b>	1.2	0.3
<b>At 31 March</b>	<b>2,265.9</b>	<b>686.1</b>	2,273.8	688.3

The 6.125% £200m bonds issued by ENW Finance plc are guaranteed by Electricity North West Ltd.

The 4.07% £100m tranche, 4.17% £100m tranche, 1.40%+RPI £20m tranche and 1.50%+RPI £85m tranche of the USPP and 1.265%+RPI £100m tranche PP are secured and guaranteed by ENW Capital Finance plc and NWEN Group Ltd.

The 5.875% £180m bonds are secured and guaranteed by both the Company and North West Electricity Networks (Finance) Ltd.

As at 31 March 2018 (2017: same) all other loans and borrowings are unsecured and are in sterling. As in the prior year, there were no formal bank overdraft facilities in place in the year to 31 March 2018. The fair values of the Group's financial instruments are shown in note 20.

**Borrowing facilities**

The Group had £74.0m (2017: £74.0m) in unutilised committed bank facilities at 31 March 2018 of which £24.0m (2017: £24.0m) expires within one year, £50.0m (2017: £nil) expires after one year but less than two years and £nil (2017: £50.0m) expires in more than two years.

The Company had £nil (2017: £nil) in unutilised committed bank facilities at 31 March 2018.

**20. Financial instruments**

A financial instrument is a contract that gives rise to a financial asset in one entity and a financial liability or equity in another entity. The Group uses financial instruments to invest liquid asset balances, raise funding and manage the risks arising from its operations.

The principal risks to which the Group is exposed and which arise in the normal course of business include credit risk, liquidity risk and market risk, in particular interest rate risk and inflation risk. Derivative financial instruments are used to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile.

The Board has authorised the use of derivatives by the Group to reduce the risk of loss arising from changes in market risks, and for economic hedging reasons.

The accounting policy for derivatives is provided in note 2.

## Notes to the Financial Statements *(continued)*

### 20. Financial instruments *(continued)*

#### Control over financial instruments

The Group has a formal risk management structure, which includes the use of risk limits, reporting and monitoring requirements, mandates, and other control procedures. It is currently the responsibility of the Board to set and approve the risk management procedures and controls.

#### Risk management

All of the Group's activities involve analysis, acceptance and management of some degree of risk or combination of risks. The most important types of financial risk are credit risk, liquidity risk and market risk. Market risk includes foreign exchange, interest rate, inflation and equity price risks.

The only material exposure the Group has to foreign exchange risk, or equity price risk, relates to the assets of the defined benefit pension scheme that are managed by the pension scheme investment managers.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls and to monitor the risks and limits continually by means of reliable and up-to-date systems. The Group modifies and enhances its risk management policies and systems to reflect changes in markets and products. The Audit Committee is responsible for independently overseeing the activities in relation to Group risk management. The Group's treasury function, which is authorised to conduct the day-to-day treasury activities of the Group, reports on a regular basis to the Committee. The Group's processes for managing risk and the methods used to measure risk have not changed since the prior year. In the year, there have been changes to the Group's policies in relation to the management of credit risk, risk limits and minimum credit ratings of counterparties have been amended to reflect changes to market conditions and the associated level of perceived risks.

#### Credit risk

The Group takes on exposure to credit risk, which is the risk that financial loss arises from the failure of a customer or counterparty to meet its obligations under a contract as they fall due. Credit risk arises principally from trade finance and treasury activities. The Group has dedicated standards, policies and procedures to control and monitor credit risk.

The counterparties under treasury activities consist of financial institutions. In accordance with IAS 39, the Directors have considered and quantified the exposure of the Group to counterparty credit risk and do not consider there to be a material credit risk adjustment required. The exposure to counterparty credit risk will continue to be monitored. Although the Group is potentially exposed to credit loss in the event of non-performance by counterparties, such credit risk is controlled through regular credit rating reviews of the counterparties and by limiting the total amount of exposure to any one party. Management does not anticipate any counterparty will fail to meet its obligations.

Significant changes in the economy or in the utilities sector could result in losses not necessarily provided for at the Statement of Financial Position date. There are only three (2017: two) principal customers, see note 4. The credit worthiness of each of these is closely monitored. Whilst the loss of one of the principal customers could have a significant impact on the Group, due to the small number of these, the exposure to such credit losses would be mitigated in most cases by the protection the regulator provides to cover such losses. Nonetheless, the credit management process must be closely adhered to, to avoid such circumstances, and the Group's management therefore closely monitor adherence to this process.

**Notes to the Financial Statements** *(continued)***20. Financial instruments** *(continued)***Trade receivables**

Credit risk in relation to trade receivables is considered to be relatively low, due to the small number of principal customers, and the fact that each of these customers has a contract in place with the Group, and is required to provide collateral in the form of a cash deposit subject to the amounts due and their credit rating.

At 31 March 2018 there were £4.3m receivables past due over 30 days (2017: £1.7m) against which an allowance for doubtful debts of £0.9m has been made (2017: £0.8m).

**Treasury investments**

The Directors do not believe that the Group is exposed to any material concentrations of credit risk in relation to treasury investments, including amounts on deposit with counterparties.

As at 31 March 2018, none (2017: none) of the Group's treasury portfolio exposure was either past due or impaired, and no terms had been re-negotiated with any counterparty. The Group has limits in place to ensure counterparties have a certain minimum credit rating, and individual exposure limits to ensure there is no concentration of credit risk.

The table below provides details of the ratings of the Group's treasury portfolio:

<b>Group</b>	<b>2018 £m</b>	<b>2018 %</b>	<b>2017 £m</b>	<b>2017 %</b>
<b>Credit Rating for cash and cash equivalents, excluding unrepresented cheques</b>				
AAA	<b>33.1</b>	<b>24.4</b>	73.3	44.3
AA	-	-	-	-
AA-	<b>17.1</b>	<b>12.6</b>	13.5	8.2
A+	<b>26.4</b>	<b>19.4</b>	29.3	17.7
A	<b>59.1</b>	<b>43.6</b>	49.4	29.8
	<b>135.7</b>	<b>100.0</b>	165.5	100.0

At 31 March 2018, all £10.7m (2017: £12.8m) of the Company's treasury portfolio was invested with AA- rated counterparties.

**Notes to the Financial Statements** *(continued)*

**20. Financial instruments** *(continued)*

**Exposure to credit risk**

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, in the Statement of Financial Position. For trade receivables, the value is net of any collateral held in cash deposits (see note 16 for further details).

	<b>2018 Group £m</b>	<b>2018 Company £m</b>	2017 Group £m	2017 Company £m
<b>Credit risk by category</b>				
Trade receivables	<b>10.7</b>	-	6.1	-
Amounts owed by Group undertakings	<b>1.8</b>	<b>13.1</b>	1.9	13.1
Money market deposits (maturity >3 months)	-	-	10.0	-
Cash and cash equivalents	<b>98.7</b>	<b>10.7</b>	156.3	12.8
Balance at 31 March	<b>111.2</b>	<b>23.8</b>	174.3	25.9

**Liquidity risk**

Liquidity risk is the risk that the Group will not have sufficient funds to meet the obligations or commitments resulting from its business operations or associated with its financial instruments, as they fall due. The Group manages the liquidity profile of its assets, liabilities and commitments so that cash flows are appropriately balanced and all funding obligations are met when due. This is achieved through maintaining a prudent level of liquid assets, and arranging funding facilities.

The Board is responsible for monitoring the maturity of liquidity and deposit funding balances and taking any action as appropriate. A long-term view of liquidity is provided by Group financial models which currently project cash flows out 29 years ahead, to the end of the Regulatory Period ending 31 March 2047. A medium-term view is provided by the Group business plan covering the following accounting period, which is updated and approved annually by the Board. Liquidity is monitored via an 18 month liquidity projection, updated and reported to the Board monthly. The Board has approved a liquidity framework within which the business operates.

Available liquidity at 31 March was as follows:

	<b>2018 Group £m</b>	<b>2018 Company £m</b>	2017 Group £m	2017 Company £m
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Cash and cash equivalents	<b>98.7</b>	<b>10.7</b>	156.3	12.8
Money market deposits (maturity >3 months)	-	-	10.0	-
Committed undrawn bank facilities	<b>74.0</b>	-	74.0	-
Balance at 31 March	<b>172.7</b>	<b>10.7</b>	240.3	12.8

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**Notes to the Financial Statements** *(continued)***20. Financial instruments** *(continued)*

Cash and cash equivalents comprise cash at bank and in hand, deposits and other short-term highly liquid investments which are readily convertible into known amounts of cash and have a maturity of less than three months, net of any unpresented cheques. There was no formal bank overdraft facility in place during the year (2017: none).

Committed undrawn bank facilities of the Group include £24.0m (2017: £24.0m) of facilities that expire within one year, £50.0m (2017: £nil) that expires after one year but less than two years and £nil (2017: £50.0m) that expires in more than two years.

The Company had £nil (2017: £nil) in unutilised committed bank facilities at 31 March 2018.

The Group gives consideration to the timing of scheduled payments to avoid the risks associated with the concentration of large cash flows within particular time periods. The Group uses economic hedges to ensure that certain cash flows can be matched.

The following is an analysis of the maturity profile of contractual cash flows of principal and interest payable under financial liabilities and derivative financial instruments on an undiscounted basis. Derivative cash flows have been shown net; all other cash flows are shown gross.

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**Notes to the Financial Statements (continued)****20. Financial instruments (continued)**

<b>Group</b>	<b>On demand</b>	<b>&lt;1 year</b>	<b>1 – 2 years</b>	<b>2 – 3 years</b>	<b>3 – 4 years</b>	<b>&gt;4 years</b>	<b>Total</b>
<b>At 31 March 2018</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Trade payables	(11.0)	-	-	-	-	-	(11.0)
Refundable customer deposits	(1.7)	-	-	-	-	-	(1.7)
Amounts owed to parent undertaking	-	(30.0)	(20.1)	(20.0)	(20.0)	(621.6)	(711.7)
Bonds	-	(76.2)	(76.2)	(76.2)	(444.8)	(1,338.9)	(2,012.3)
Borrowings and overdrafts	-	(9.4)	(9.4)	(9.4)	(9.4)	(239.9)	(277.5)
Derivative financial instruments - net	(10.6)	8.7	8.7	8.7	3.4	(145.6)	(126.7)
	(23.3)	(106.9)	(97.0)	(96.9)	(470.8)	(2,346.0)	(3,140.9)
<b>Group</b>	<b>On demand</b>	<b>&lt;1 year</b>	<b>1 – 2 years</b>	<b>2 – 3 years</b>	<b>3 – 4 years</b>	<b>&gt;4 years</b>	<b>Total</b>
<b>At 31 March 2017</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Trade payables	(14.7)	-	-	-	-	-	(14.7)
Refundable customer deposits	(1.0)	-	-	-	-	-	(1.0)
Amounts owed to parent undertaking	-	(30.0)	(20.0)	(20.1)	(20.0)	(644.1)	(734.2)
Bonds	-	(76.0)	(76.0)	(76.0)	(76.0)	(1,768.7)	(2,072.7)
Borrowings and overdrafts	-	(10.9)	(10.9)	(10.9)	(10.8)	(357.3)	(400.8)
Derivative financial instruments - net	-	5.1	10.4	10.4	10.4	(303.0)	(266.7)
	(15.7)	(111.8)	(96.5)	(96.6)	(96.4)	(3,073.1)	(3,490.1)

**Notes to the Financial Statements (continued)**

**20. Financial instruments (continued)**

Company At 31 March 2018	On demand £m	<1 year £m	1 – 2 years £m	2 – 3 years £m	3 – 4 years £m	>4 years £m	Total £m
Amounts owed to parent undertaking	-	(30.0)	(20.1)	(20.0)	(20.0)	(621.6)	(711.7)
Amount owed to Subsidiary	-	(10.6)	(10.6)	(10.6)	(185.3)	-	(217.1)
	-	(40.6)	(30.7)	(30.6)	(205.3)	(621.6)	(928.7)

Company At 31 March 2017	On demand £m	<1 year £m	1 – 2 years £m	2 – 3 years £m	3 – 4 years £m	>4 years £m	Total £m
Amounts owed to parent undertaking	-	(30.0)	(20.0)	(20.1)	(20.0)	(644.1)	(734.2)
Amount owed to Subsidiary	-	(10.6)	(10.6)	(10.6)	(10.6)	(185.3)	(227.7)
	-	(40.6)	(30.6)	(30.7)	(30.6)	(829.4)	(961.9)

**Market risk**

Market risk is the risk that future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market prices. Market prices include foreign exchange rates, interest rates, inflation, equity and commodity prices. The main types of market risk to which the Group is exposed are interest rate risk and inflation risk. The Board is required to review and approve policies for managing these risks on an annual basis. The Board approves all new interest rate swaps and index-linked swaps entered into. The management of market risk is undertaken by reference to risk limits, approved by the Chief Financial Officer or Treasurer under delegated authority from the Board. The Group has no significant foreign exchange, equity or commodity exposure.

The Group has exposure to interest rate risk and inflation risk and this is explained in the sections below.

The Group borrows in the major global debt markets at fixed, index-linked and floating rates of interest, using derivatives, where appropriate, to generate the desired effective interest basis.

**Notes to the Financial Statements** (continued)

**20. Financial instruments** (continued)

**Interest rate risk**

Interest rate risk is the risk that either future cash flows of a financial instrument, or the fair value of a financial instrument, will fluctuate because of changes in market interest rates. The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. The Group's fixed rate borrowings and derivatives are exposed to a risk of change in their fair value due to changes in interest rates.

Investments in short-term receivables and payables are not exposed to interest rate risk due to their short-term nature.

The Group uses derivative financial instruments to change the basis of interest cash flows from fixed to either inflation-linked or an alternative fixed profile to more accurately match the revenue profile. The cash flows exchanged under the derivatives are calculated by reference to a notional principal amount. The notional principal reflects the extent of the Group's involvement in the instruments, but does not represent its exposure to credit risk, which is assessed by reference to the fair value.

**Sensitivity analysis on interest**

The Group's fixed rate borrowings and derivatives are exposed to a risk of change in their fair value due to changes in interest rates. The following sensitivity analysis is used by Group management to monitor interest rate risk. The analysis below shows forward-looking projections of market risk assuming certain market conditions occur. The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve.

Change in interest rates	2018			2017		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Debt held at fair value	(11.9)	11.4	22.4	(14.1)	13.5	26.4
Interest rate swaps	(0.4)	0.4	0.8	(0.5)	0.5	0.9
Inflation-linked swaps	(58.1)	51.9	98.7	(64.3)	56.9	92.4
<b>Total finance expense impact</b>	<b>(70.4)</b>	<b>63.7</b>	<b>121.9</b>	<b>(78.9)</b>	<b>70.9</b>	<b>119.7</b>

The sensitivity analysis above shows the amount by which the fair value of items recorded on the Statement of Financial Position at fair value would be adjusted for a given interest rate movement. As fair value movements are taken to the Income Statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

The Group's floating rate borrowings and derivatives are exposed to a risk of change in cash flows due to changes in interest rates. The analysis below shows the impact on profit for the year if interest rates over the course of the year had been different from the actual rates. At 31 March 2018, the Group had no floating rate borrowings (2017: same).

## **Notes to the Financial Statements** *(continued)*

### **20. Financial instruments** *(continued)*

Although the above measures provide an indication of the Group's exposure to market risk, such measures are limited due to the long-term nature of many of the financial instruments and the uncertainty over future market rates.

Index-linked debt is carried at amortised cost and as such the Statement of Financial Position in relation to this debt is not exposed to movements in interest rates.

#### **Inflation risk**

The Group's revenues are linked to movements in inflation, as measured by the Retail Prices Index ("RPI"). To economically hedge exposure to RPI, the company links a portion of its funding costs to RPI by either issuing RPI linked bonds or by using derivative financial instruments. The Group's index-linked swaps are exposed to a risk of change in their fair value and future cash flows due to changes in inflation rates. The Group's revenues are linked to RPI via returns on the Regulated Asset Value ("RAV") and an increase in RPI would increase revenues, mitigating any increase in finance expense.

**Notes to the Financial Statements (continued)**

**20. Financial instruments (continued)**

**Sensitivity analysis on inflation**

The Group's inflation-linked derivatives are exposed to a risk of change in their fair value due to changes in inflation rates. The following sensitivity analysis is used by Group management to monitor inflation rate risk. The analysis below shows forward-looking projections of market risk assuming certain market conditions occur. The sensitivity figures are calculated based on a downward parallel shift of 0.5% and upward parallel shifts of 0.5% and 1% in the yield curve.

Change in inflation rate	2018			2017		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Inflation-linked swaps	70.5	(77.7)	(163.6)	75.4	(83.7)	(176.7)
<b>Total finance expense impact</b>	<b>70.5</b>	<b>(77.7)</b>	<b>(163.6)</b>	<b>75.4</b>	<b>(83.7)</b>	<b>(176.7)</b>

The sensitivity analysis above shows the amount by which the fair value of items recorded on the Statement of Financial Position at fair value would be adjusted for a given inflation rate movement. As fair value movements are taken to the Income Statement, there would be a corresponding adjustment to profit in these scenarios (figures in brackets represent a reduction to profit). However, there would be no direct cash flow impact arising from these adjustments.

The Group's inflation-linked borrowings and derivatives are exposed to a risk of change in cash flows due to changes in inflation rates. The analysis below shows the impact on profit for the year if inflation rates over the course of the year had been different from the actual rates.

Change in inflation rates	2018			2017		
	-0.5%	+0.5%	+1%	-0.5%	+0.5%	+1%
	£m	£m	£m	£m	£m	£m
Debt held at amortised cost – inflation-linked interest basis	3.1	(3.1)	(6.3)	3.0	(3.0)	(6.1)
Inflation-linked swaps	0.1	(0.1)	(0.1)	-	-	(0.1)
<b>Total finance expense impact</b>	<b>3.2</b>	<b>(3.2)</b>	<b>(6.4)</b>	<b>3.0</b>	<b>(3.0)</b>	<b>(6.2)</b>

**Hedging**

The Group does not use derivative financial instruments for speculative purposes, and has not pledged collateral in relation to any of its derivative instruments. At 31 March 2018, the Group's derivatives are not designated in formal hedging relationships (2017: none), and instead are measured at fair value through the Income Statement.

**Notes to the Financial Statements** *(continued)***20. Financial instruments** *(continued)***Fair values**

The tables below provide a comparison of the book values and fair values of the Group's financial instruments by category as at the Statement of Financial Position date.

Where available, market values have been used to determine fair values (see Level 1 in the fair value hierarchy on page 66).

Where market values are not available, fair values have been calculated by discounting future cash flows at prevailing interest and RPI rates sourced from market data (see Level 2 in the fair value hierarchy on page 66) in accordance with IFRS 13, an adjustment for non-performance risk has then been made to give the fair value.

The non-performance risk has been quantified by calculating either a credit valuation adjustment ("CVA") based on the credit risk profile of the counterparty, or a debit valuation adjustment ("DVA") based on the credit risk profile of the relevant group entity, using market-available data.

Whilst the majority of the inputs to the CVA and DVA calculations meet the criteria for Level 2 inputs, certain inputs regarding the Group's credit risk are deemed to be Level 3 inputs, due to the lack of market-available data. The credit risk profile of the Group has been built using the few market-available data points, e.g. credit spreads on the listed bonds, and then extrapolated over the term of the derivatives. It is this extrapolation that is deemed to be Level 3. All other inputs to both the underlying valuation and the CVA and DVA calculations are Level 2 inputs.

For certain derivatives, the Level 3 inputs form an insignificant part of the fair value and, as such, these derivatives are disclosed as Level 2. Otherwise, the derivatives are disclosed as Level 3.

The adjustment for non-performance risk, as at 31 March 2018, is £93.7m (2017: £75.0m), of which £91.6m (2017: £73.7m) is classed as Level 3.

The following table shows the sensitivity of the fair values of derivatives disclosed as Level 3 to the Level 3 inputs, determined by applying a 10bps shift to the credit curve used to calculate the DVA.

<b>Group</b>	<b>2018</b>	<b>2018</b>	<b>2017</b>	<b>2017</b>
	<b>-10bps £m</b>	<b>+10bps £m</b>	<b>-10bps £m</b>	<b>-10bps £m</b>
Inflation-linked swaps	<b>(2.0)</b>	<b>1.9</b>	<b>(2.1)</b>	<b>2.0</b>

**Notes to the Financial Statements** *(continued)*

**20. Financial instruments** *(continued)*

For cash and cash equivalents, trade and other receivables and trade and other payables the book values approximate to the fair values because of their short-term nature.

The fair values of financial assets and liabilities, together with the carrying amounts shown in the Statement of Financial Position, are as follows:

<b>Group Financial assets</b>	<b>2018</b>	<b>2018</b>	2017	2017
	<b>Carrying</b>	<b>Fair</b>	Carrying	Fair
	<b>value</b>	<b>value</b>	value	value
	<b>£m</b>	<b>£m</b>	£m	£m
<b>Current assets</b>				
Trade receivables	<b>10.7</b>	<b>10.7</b>	6.1	6.1
Amounts owed by group undertakings	<b>1.8</b>	<b>1.8</b>	1.9	1.9
Cash and cash equivalents	<b>98.7</b>	<b>98.7</b>	156.3	156.3
Short-term money market deposits (maturity over 3 months)	-	-	10.0	10.0
	<b>111.2</b>	<b>111.2</b>	174.3	174.3

<b>Company Financial assets</b>	<b>2018</b>	<b>2018</b>	2017	2017
	<b>Carrying</b>	<b>Fair</b>	Carrying	Fair
	<b>value</b>	<b>value</b>	value	Value
	<b>£m</b>	<b>£m</b>	£m	£m
<b>Current assets</b>				
Trade receivables	-	-	-	-
Amounts owed by group undertakings	<b>13.1</b>	<b>13.1</b>	13.1	13.1
Cash and cash equivalents	<b>10.7</b>	<b>10.7</b>	12.8	12.8
Short-term money market deposits (maturity over 3 months)	-	-	-	-
	<b>23.8</b>	<b>23.8</b>	25.9	25.9

**Notes to the Financial Statements** *(continued)*

**20. Financial instruments** *(continued)*

<b>Group Financial Liabilities</b>	<b>2018</b>	<b>2018</b>	2017	2017
	<b>Carrying</b>	<b>Fair</b>	Carrying	Fair
	<b>value</b>	<b>value</b>	value	Value
	<b>£m</b>	<b>£m</b>	£m	£m
<b>Non-current liabilities</b>				
Borrowings designated at fair value through profit and loss (FVTPL)	<b>(367.2)</b>	<b>(367.2)</b>	(391.0)	(391.0)
Borrowings measured at amortised cost	<b>(1,384.9)</b>	<b>(1,609.6)</b>	(1,366.7)	(1,626.8)
Derivative financial instruments	<b>(378.3)</b>	<b>(378.3)</b>	(387.8)	(387.8)
Amounts due to parent undertaking	<b>(507.2)</b>	<b>(507.2)</b>	(509.7)	(509.7)
	<b>(2,637.6)</b>	<b>(2,862.3)</b>	(2,655.2)	(2,915.3)
<b>Current liabilities</b>				
Trade and other payables	<b>(11.0)</b>	<b>(11.0)</b>	(14.7)	(14.7)
Refundable customer deposits	<b>(1.7)</b>	<b>(1.7)</b>	(1.0)	(1.0)
Borrowings measured at amortised cost	<b>(6.6)</b>	<b>(6.6)</b>	(6.4)	(6.4)
	<b>(2,656.9)</b>	<b>(2,881.6)</b>	(2,677.3)	(2,937.4)

The value of derivatives is disclosed gross of any collateral held. At 31 March 2018, the group held £10.6m (2017: £nil) as collateral in relation to derivative financial instruments, included within current liabilities (see Note 18). The cash collateral does not meet the offsetting criteria in IAS 32:42, but it can be set off against the net amount of the derivatives in the case of default and insolvency or bankruptcy, in accordance with associated collateral arrangements.

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**Notes to the Financial Statements** *(continued)***20. Financial instruments** *(continued)*

<b>Company Financial Liabilities</b>	<b>2018</b>	<b>2018</b>	<b>2017</b>	<b>2017</b>
	<b>Carrying</b>	<b>Fair</b>	<b>Carrying</b>	<b>Fair</b>
	<b>value</b>	<b>value</b>	<b>value</b>	<b>value</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>Non-current liabilities</b>				
Amounts due to parent undertaking	<b>(507.2)</b>	<b>(507.2)</b>	(509.7)	(509.7)
Amounts due to subsidiary undertaking	<b>(178.9)</b>	<b>(178.9)</b>	(178.6)	(178.6)
	<b>(686.1)</b>	<b>(686.1)</b>	(688.3)	(688.3)
<b>Current liabilities</b>				
Trade and other payables	-	-	-	-
Refundable customer deposits	-	-	-	-
Borrowings measured at amortised cost	-	-	-	-
	<b>(686.1)</b>	<b>(686.1)</b>	(688.3)	(688.3)

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In the Company, there is no collateral held against any derivatives.

**Notes to the Financial Statements** *(continued)*

**20. Financial instruments** *(continued)*

**Fair value measurements recognised in the Statement of Financial Position**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

<b>Group</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>At 31 March 2018</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>Financial liabilities at FVTPL</b>				
Derivative financial liabilities				
- £300m notional inflation-linked swaps	-	(34.6)	(329.1)	(363.7)
- £150m notional interest rate swaps	-	(14.6)	-	(14.6)
Financial liabilities designated at FVTPL	(367.2)	-	-	(367.2)
	(367.2)	(49.2)	(329.1)	(745.5)

<b>Group</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>At 31 March 2017</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>Financial liabilities at FVTPL</b>				
Derivative financial liabilities				
- £300m notional inflation-linked swaps	-	(119.2)	(252.5)	(371.7)
- £150m notional interest rate swaps	-	(16.1)	-	(16.1)
Financial liabilities designated at FVTPL	(391.0)	-	-	(391.0)
	(391.0)	(135.3)	(252.5)	(778.8)

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**Notes to the Financial Statements** *(continued)***20. Financial instruments** *(continued)*

In November, inflation-linked swaps with fair values of £105.7m were restructured. Prior to restructure, all £105.7m was classified as Level 2; upon restructure £95.5m was transferred from Level 2 to Level 3 (2017: £8.7m), principally due to a change in the significance of the unobservable inputs used to derive Electricity North West's credit curve for the DVA, as described in this section above.

The Company holds no derivative financial instruments (2017: same).

On restructure, there was no change in the fair values of the swaps, as evidenced by £nil cash exchange. The decrease in the fair values of the derivative portfolio was solely due to fair value movements; there were no additional swaps entered, nor any swaps closed out, during the year.

The following table provides a reconciliation of the fair value amounts disclosed as Level 3.

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
<b>At 1 April</b>	<b>(252.5)</b>	<b>(177.8)</b>
Transfers into Level 3 from Level 2	<b>(95.5)</b>	<b>(8.7)</b>
Total gains or losses in profit or loss;		
- On transfers into Level 3 from Level 2	<b>1.5</b>	<b>4.4</b>
- On new derivatives in the year	<b>-</b>	<b>-</b>
- On instruments carried forward in Level 3	<b>17.4</b>	<b>(70.4)</b>
<b>At 31 March</b>	<b>(329.1)</b>	<b>(252.5)</b>

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## Notes to the Financial Statements *(continued)*

### 21. Retirement benefit schemes

#### Group

##### Nature of Scheme

The Group's defined benefit arrangement is the Electricity North West Group of the ESPS ("the Scheme") and forms part of the Electricity Supply Pension Scheme ("ESPS"). Up to 31 March 2011 the Scheme was split into two sections. However, following the 'hive-up' of the assets and liabilities of Electricity North West Number 1 Company Ltd (previously Electricity North West Services Limited, having changed its name on 21 October 2016) to the Company and the termination of the Asset Services Agreement between the two companies on 31 March 2011, the two sections were merged as at that date.

The Scheme contains both a defined benefit section and a defined contribution section. The defined benefit section of the Scheme closed to new entrants on 1 September 2006, with new employees of the Group since then provided instead with access to the defined contribution section.

The defined benefit section is a UK funded final salary arrangement providing pensions and lump sums to members and dependants. The defined benefit section is a separate fund that is legally separated from the entity. The Trustee board of the Scheme is composed of representatives from both the employer and members of the Scheme. Under the Pensions Act 2004 at least one third of the Trustee Board must be member nominated and the Trustee Board has made the necessary arrangements to fulfil this obligation. The Trustee Board of the Scheme is required by law to act in the interest of the Scheme and all relevant stakeholders of the Scheme, i.e. active employees, retirees and employers. The Trustee Board is responsible for the operation, funding and investment strategy of the Scheme.

During the year the Group made contributions of £30.3m (2017: £23.6m) to the defined benefit section of the Scheme. This includes £17.3m of deficit contributions. The Group estimates that contributions for the year ending 31 March 2018 will amount to around £30.8m which includes £17.8m of expected deficit contribution payments. The total defined benefit pension expense for the year was £17.6m (2017: £13.3m). No Executive Directors were part of the defined benefit scheme.

As at 31 March 2018 contributions of £2.7m (2017: £2.1m) due in respect of the current reporting period had not been paid over to the defined benefit scheme.

##### Funding the liabilities

UK legislation requires the Trustee Board to carry out valuations at least every three years and to target full funding against a basis that prudently reflects the Scheme's risk exposure. The most recent valuation was carried out as at 31 March 2016 and identified a shortfall of £142.6m against the Trustee Board's statutory funding objective. In the event of underfunding the Group must agree a deficit recovery plan with the Trustee Board within statutory deadlines. As part of the 2016 Actuarial valuation the Group agreed to remove the shortfall by paying annual contributions to 2023.

## **Notes to the Financial Statements** *(continued)*

### **21. Retirement benefit schemes** *(continued)*

The results of the 2016 funding valuation have been projected forward by an independent actuary to take account of the requirements of revised IAS 19 'Employee Benefits' in order to assess the position as at 31 March 2018 for the purpose of these financial statements. The present value of the defined benefit obligation, the related current service cost and the past service cost were measured using the projected unit credit method. A pension deficit under IAS 19 (revised 2011) of £18.2m is included in the Statement of Financial Position at 31 March 2018 (2017: deficit of £58.0m).

The weighted average duration of the defined benefit obligation is approximately 18 years (2017: 17 years).

#### **Investment strategy**

The Scheme has an investment strategy to aim to match pensioner and other liabilities with lower risk cash flow investments and to invest liabilities in respect of active members into return seeking assets. As active members retire, then a switch of investments would be carried out.

The Company recognises that the interests of customers, who ultimately fund pension costs, should be given full recognition in determining the investment strategy. The Company works in collaboration with the Independent Scheme Trustee to ensure these interests are considered alongside those of the members of the pension scheme.

#### **Other risks**

The Scheme exposes the Group to risks, such as longevity risk, inflation risk, interest rate risk and investment risk. As the Scheme's obligation is to provide lifetime pension benefits to members upon retirement, increases in life expectancy will result in an increase in the Scheme's liabilities. Other assumptions used to value the defined benefit obligation are also uncertain.

These risks are managed through de-risking and hedging strategies and are measured and reported at Board level.

#### **Winding up**

Although currently there are no plans to do so, the Scheme could be wound up in which case the benefits would have to be bought out with an insurance company. The cost of buying-out benefits would be significantly more than the defined benefit obligation calculated in accordance with IAS 19 (revised 2011).

**Notes to the Financial Statements** *(continued)*

**21. Retirement benefit schemes** *(continued)*

**Defined Contribution arrangements**

All assets within the defined contribution section of the Scheme are held independently from the Group.

The total cost charged to the Income Statement in relation to the defined contribution section for the year ended 31 March 2018 was £4.0m (2017: £3.2m) and represents contributions payable to the Scheme at rates specified in the rules of the Scheme. As at 31 March 2018 contributions of £nil (2017: £nil) due in respect of the current reporting period had not been paid over to the defined contribution Scheme.

**Defined Benefits employee benefits**

The reconciliation of the opening and closing Statement of Financial Position is as follows:

<b>Group</b>	<b>2018</b>	2017
	<b>£m</b>	£m
At 1 April	<b>(58.0)</b>	(16.2)
Expense recognised in the Income Statement	<b>(17.6)</b>	(13.3)
Contributions paid	<b>30.3</b>	23.6
Total re-measurement included in Other Comprehensive Income	<b>27.1</b>	(52.1)
<b>At 31 March</b>	<b>(18.2)</b>	(58.0)

Movements in the fair value of the Group defined benefit obligations are as follows:

<b>Group</b>	<b>2018</b>	2017
	<b>£m</b>	£m
At 1 April	<b>(1,430.4)</b>	(1,219.9)
Current service cost	<b>(15.3)</b>	(12.0)
Interest expense	<b>(34.9)</b>	(41.6)
Member contributions	<b>(1.7)</b>	(1.9)
Augmentation	<b>(0.4)</b>	(0.4)
Re-measurement:		
Effect of changes in demographic assumptions	-	(24.6)
Effect of changes in financial assumptions	<b>25.0</b>	(221.8)
Effect of experience adjustments	-	33.1
Benefits paid	<b>69.5</b>	58.7
<b>At 31 March</b>	<b>(1,388.2)</b>	(1,430.4)

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**Notes to the Financial Statements** *(continued)***21. Retirement benefit schemes** *(continued)*

The liability value as at 31 March is made up of the following approximate splits:

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
Liabilities owing to active members	<b>453.8</b>	<b>439.7</b>
Liabilities owing to deferred members	<b>70.5</b>	<b>89.0</b>
Liabilities owing to pensioner members	<b>863.9</b>	<b>901.7</b>
<b>Total liability at 31 March</b>	<b>1,388.2</b>	<b>1,430.4</b>

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Movements in the fair value of the Group Pension Scheme assets were as follows:

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
At 1 April	<b>1,372.4</b>	1,203.7
Interest income	<b>33.8</b>	41.5
Return on plan assets (net of interest income)	<b>2.0</b>	161.4
Company contributions	<b>30.3</b>	23.6
Member contributions	<b>1.7</b>	1.9
Benefits paid	<b>(69.5)</b>	(58.7)
Administration expenses	<b>(0.7)</b>	(1.0)
<b>At 31 March</b>	<b>1,370.0</b>	1,372.4

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**Notes to the financial statements (continued)****21. Retirement benefit schemes (continued)**

The net pension expense before taxation recognised in the Income Statement, before capitalisation, in respect of the Scheme is summarised as follows:

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
Current service cost	<b>(15.3)</b>	(12.0)
Past service cost	<b>(0.4)</b>	(0.4)
Interest income on plan assets	<b>33.8</b>	41.5
Interest (expense) on Scheme obligations	<b>(34.9)</b>	(41.6)
Administration expenses and taxes	<b>(0.8)</b>	(0.8)
<b>Net pension expense before taxation</b>	<b>(17.6)</b>	(13.3)

The above amounts are recognised in arriving at operating profit except for the interest on Scheme assets and interest on Scheme obligations which have been recognised within investment income.

For the year ending 31 March 2018 the past service cost includes £0.4m in respect of augmentations (2017: £0.4m).

The main financial assumptions used by the actuary (in determining the deficit) were as follows:

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>%</b>	<b>%</b>
Discount rate	<b>2.60</b>	2.50
Pensionable salary increases	<b>3.10</b>	3.10
Pension increases	<b>3.05</b>	3.05
Price inflation	<b>3.10</b>	3.10

The mortality rates utilised in the valuation are based on the standard actuarial tables S2PMA/S2PFA (birth year) tables with a loading of 95% for male pensioners, 90% for female pensioners, 105% for male non-pensioners and 100% for female non-pensioners. These loading factors allow for differences in expected mortality between the Scheme population and the population used in the standard tables. A long-term improvement rate of 1.5% p.a. is assumed within the underlying CMI 2015 model (2017:1.5%).

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**Notes to the Financial Statements** *(continued)***21. Retirement benefit schemes** *(continued)*

The current life expectancies underlying the value of the accrued liabilities for the Scheme are:

<b>Group</b>	<b>2018</b>	<b>2017</b>
<b>Male life expectancy at age 60</b>	<b>Years</b>	<b>Years</b>
Retired member	<b>28.0</b>	27.9
Non-retired member (current age 45)	<b>28.8</b>	28.7

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In valuing the liabilities of the Scheme at 31 March 2018 mortality assumptions have been made as indicated above.

The following table presents a sensitivity analysis for each significant actuarial assumption showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumption that were reasonably possible at the Statement of Financial Position date. This sensitivity analysis applies to the defined benefit obligation only and not to the net defined benefit pension liability, the measurement of which depends on a number of factors including the fair value of Scheme assets. The calculations alter the relevant assumption by the amount specified, whilst assuming that all other variables remained the same. This approach is not necessarily realistic, since some assumptions are related: for example, if the scenario is to show the effect if inflation is higher than expected, it might be reasonable to expect that nominal yields on corporate bonds will also increase.

<b>Group</b>	<b>2018</b>	<b>2017</b>
<b>Increase in Defined Benefit Obligation</b>	<b>£m</b>	<b>£m</b>
Discount rate: decrease by 25 basis points	<b>66</b>	61
Price inflation: increase by 25 basis points	<b>62</b>	49
Life expectancy: increase longevity by 1 year	<b>46</b>	48

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**Notes to the Financial Statements** *(continued)***21. Retirement benefit schemes** *(continued)*

As at 31 March 2018, the fair value of the Scheme's assets and liabilities recognised in the Statement of Financial Position were as follows:

<b>Group</b>	<b>Scheme assets</b>	<b>Value</b>	<b>Scheme assets</b>	<b>Value</b>
	<b>2018</b>	<b>2018</b>	<b>2017</b>	<b>2017</b>
<b>At 31 March</b>	<b>%</b>	<b>£m</b>	<b>%</b>	<b>£m</b>
Cash and Cash equivalents	<b>3.7</b>	<b>51.3</b>	6.7	92.6
Equity instruments	<b>10.0</b>	<b>137.0</b>	9.4	128.4
Debt instruments	<b>74.0</b>	<b>1,013.2</b>	68.6	942.1
Real estate	<b>10.6</b>	<b>145.0</b>	11.0	150.6
Distressed debt	<b>1.6</b>	<b>21.9</b>	2.5	34.7
Hedge funds	<b>0.1</b>	<b>1.6</b>	1.8	24.0
Total fair value of assets	<b>100.0</b>	<b>1,370.0</b>	100.0	1,372.4
Present value of liabilities		<b>(1,388.2)</b>		(1,430.4)
<b>Net retirement benefit obligation</b>		<b>(18.2)</b>		(58.0)

The fair values of the assets set out above are as per the quoted market prices in active markets.

**Notes to the Financial Statements (continued)****22. Provisions**

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
At 1 April	<b>4.0</b>	2.5
Charged /(credited) to the income statement	<b>(0.2)</b>	1.9
Utilisation of provision	<b>(0.7)</b>	(0.4)
<b>At 31 March</b>	<b>3.1</b>	4.0

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
Current	<b>0.8</b>	1.1
Non-current	<b>2.3</b>	2.9
<b>At 31 March</b>	<b>3.1</b>	4.0

During the year ended 31 March 2013 a provision was created in connection with a portfolio of retail properties for which Electricity North West Ltd (“ENWL”) was liable under privity of contract. The combined closing provision of £1.5m at 31 March 2018 which now relates to one High Street retail property and two out of town retail properties has been evaluated by management, is supported by relevant external property specialists, and reflects ENWL’s best estimate as at the Statement of Financial Position date of the amounts that could become payable by ENWL, on a discounted basis. The estimate is a result of a detailed risk assessment process, which considers a number of variables including the location and size of the stores, expectations regarding the ability of ENWL to both defend its position and also to re-let the properties, conditions in the local property markets, demand for retail warehousing, likely periods of vacant possession and the results of negotiations with individual landlords, letting agents and tenants, and is hence inherently judgemental.

ENWL is part of a Covenanter Group (“CG”) which is party to a Deed of Covenant with EA Technology Limited (“EATL”) under which certain guarantees over the benefits of members of the EATL Group of the Electricity Supply Pension Scheme have been given. In the event of EATL having been unable to meet the obligations for its part of the ESPS pension scheme deficit following a discontinuance event, the members of the pension scheme can make a claim against the CG. On the 31 March 2017 EATL entered into a Company Voluntary Arrangement (“CVA”) to ring-fence the pension and historical employment liabilities, with the agreement of the Pension Regulator. As ENWL represents 6.7% of the liabilities, a provision of £1.6m on a discounted basis was recognised within ENWL during the year ended 31 March 2018.

**Notes to the Financial Statements (continued)**

**23. Deferred tax**

The following are the major deferred tax liabilities and assets recognised by the Group and Company, and the movements thereon, during the current and prior years.

<b>Group</b>	<b>Accelerated tax depreciation £m</b>	<b>Retirement benefit obligations £m</b>	<b>Other £m</b>	<b>Total £m</b>
At 1 April 2016	293.0	(3.0)	(41.4)	248.6
(Credited)/charged to the Income Statement	(15.2)	0.9	(14.7)	(29.0)
Deferred tax on re-measurement of defined benefit pension schemes	-	(8.9)	-	(8.9)
Adjustment due to change in future tax rates of brought forward deferred tax OCI	-	1.0	-	1.0
<b>At 1 April 2017</b>	<b>277.8</b>	<b>(10.0)</b>	<b>(56.1)</b>	<b>211.7</b>
(Credited)/charged to the Income Statement	(1.2)	2.2	2.3	3.3
Deferred tax on re-measurement of defined benefit pension schemes	-	4.6	-	4.6
Adjustment due to change in future tax rates of brought forward deferred tax OCI	-	-	-	-
<b>At 31 March 2018</b>	<b>276.6</b>	<b>(3.2)</b>	<b>(53.8)</b>	<b>219.6</b>

There is no deferred tax in the Company.

There are no significant unrecognised deferred tax assets or liabilities for either the Group or Company in either the current or prior year.

Other deferred tax relates primarily to derivative financial instruments.

**Notes to the Financial Statements** *(continued)***24. Customer Contributions**

Customer contributions are amounts received from a customer in respect of the provision of a new connection to the network. Customer contributions are amortised through the Income Statement over the expected lifetime of the relevant asset.

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
At 1 April	<b>323.4</b>	285.2
Additions during the year	<b>44.0</b>	45.4
Amortisation	<b>(1.7)</b>	(1.7)
Amortised through revenue (IFRIC 18)	<b>(6.4)</b>	(5.5)
<b>At 31 March</b>	<b>359.3</b>	323.4

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
Amounts due in less than one year (see note 18)	<b>28.7</b>	25.4
Amounts due after more than one year	<b>330.6</b>	298.0
<b>At 31 March</b>	<b>359.3</b>	323.4

**25. Refundable customer deposits**

Refundable customer deposits are those customer contributions which may be partly refundable, dependent on contractual obligations.

<b>Group</b>	<b>2018</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>
Amounts due in less than one year (see note 18)	<b>1.7</b>	1.0
Amounts due after more than one year	-	-
<b>At 31 March</b>	<b>1.7</b>	1.0

**Notes to the Financial Statements (continued)****26. Called up share capital**

<b>Group and Company</b>	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
<b>Authorised:</b>		
3,050,000 (2017: same) ordinary shares of £1 each	<b>3.1</b>	3.1
<b>At 31 March</b>	<b>3.1</b>	3.1
<b>Group and Company</b>		
	<b>2017</b>	<b>2016</b>
	<b>£m</b>	<b>£m</b>
<b>Allotted, called up and fully paid:</b>		
3,050,000 (2017: same) ordinary shares of £1 each	<b>3.1</b>	3.1
<b>At 31 March</b>	<b>3.1</b>	3.1

No person has any special rights of control over the Company's share capital and all allotted shares are fully paid.

See note 28 for voting rights of each share.

**27. Shareholders' Equity**

As permitted by section 408 of the Companies Act 2006, the Company has not presented its own Income Statement. The profit after tax for the Company for the year ended 31 March 2018 was £39.8m (2017: £51.1m).

**28. Capital structure**

Details of the authorised and allotted share capital, together with details of the movements in the Company's issued share capital during the year are shown in note 26. The Company has Ordinary shares which carry no right to fixed income. Each share carries the right to one vote at general meetings of the Company.

There are no specific restrictions on the size of a holding or on the transfer of shares which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions in the transfer of securities or on voting rights.

No person has any special rights of control over the Company's share capital and all issued shares are fully paid up.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the Companies Act and related legislation. The Articles themselves may be amended by special resolution of the shareholders. The powers of Directors are described in the Articles of Association, copies of which are available on request.

**Notes to the Financial Statements (continued)**

**29. Ultimate parent undertaking and controlling party**

The immediate parent undertaking is North West Electricity Networks (Finance) Ltd, a company incorporated and registered in the United Kingdom. The ultimate parent undertaking is North West Electricity Networks (Jersey) Ltd, a company incorporated and registered in Jersey. The address of the ultimate parent company is: 44 Esplanade, St Helier, Jersey, Channel Islands, JE4 9WG.

This Group is the smallest group in which the results of the Company are consolidated. The largest group in which the results of the Company are consolidated is that headed by North West Electricity Networks (Jersey) Ltd.

First State Investments Fund Management S.à.r.l. on behalf of First State European Diversified Infrastructure Fund FCP-SIF ("EDIF") and IIF Int'l Holding GP Ltd ("IIF") have been identified as ultimate controlling parties. They are advised by Colonial First State Global Asset Management (a member of the Commonwealth Bank of Australia Group) and JP Morgan Investment Management Inc respectively.

**30. Related party transactions**

During the year the following transactions with related parties were entered into:

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>2018</b>	<b>2018</b>	<b>2017</b>	<b>2017</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
<b>Transactions with related parties</b>				
Recharges to Electricity North West (Construction and Maintenance) Ltd	<b>(0.6)</b>	-	1.0	-
Recharges from Electricity North West (Construction and Maintenance) Ltd	<b>(0.1)</b>	-	(0.1)	-
Recharges to Electricity North West Services Ltd	<b>1.6</b>	-	1.2	-
Recharges from Electricity North West Services Ltd	<b>(4.8)</b>	-	(0.6)	-
Directors' remuneration (note 7)	<b>(1.6)</b>	-	(1.7)	-
Directors' services	<b>(0.2)</b>	-	(0.2)	-
Interest payable to North West Electricity Networks (Finance) Ltd	<b>(20.5)</b>	<b>(20.5)</b>	(20.5)	(20.5)
Interest payable to NWEN Finance plc	-	<b>(10.6)</b>	-	(10.6)
Interest receivable from North West Electricity Networks plc	-	<b>31.5</b>	-	31.5
Dividends paid to North West Electricity Networks (Finance) Ltd	<b>(39.7)</b>	<b>(39.7)</b>	(51.0)	(51.0)
Dividends received from NWEN (Group) Ltd	-	<b>39.7</b>	-	51.0

**Notes to the Financial Statements** *(continued)*

**30. Related party transactions** *(continued)*

Amounts outstanding with related parties are as follows:

	<b>Group</b>	<b>Company</b>	Group	Company
	<b>2018</b>	<b>2018</b>	2017	2017
	<b>£m</b>	<b>£m</b>	£m	£m
<b>Amounts owed to related parties</b>				
Amounts owed to Electricity North West Services Ltd	<b>(0.3)</b>	-	(0.6)	-
Amounts owed to North West Electricity Networks plc	-	<b>(0.5)</b>	-	(0.5)
Amounts owed to Electricity North West Ltd	-	<b>(0.2)</b>	-	(0.2)
Interest payable to North West Electricity Networks (Finance) Ltd	<b>(10.0)</b>	<b>(10.0)</b>	(10.0)	(10.0)
Interest payable to NWEN Finance plc	-	<b>(3.0)</b>	-	(3.0)
Borrowings owed to North West Electricity Networks (Finance) Ltd	<b>(507.2)</b>	<b>(507.2)</b>	(509.7)	(509.7)
Borrowings owed to NWEN Finance plc	-	<b>(178.9)</b>	-	(178.6)
<b>Amounts owed by related parties</b>				
Amounts owed by North West Electricity Networks (Jersey) Ltd	-	-	0.1	-
Amounts owed by Electricity North West (Construction and Maintenance) Ltd	<b>0.2</b>	-	0.4	-
Amounts owed by Electricity North West Services Ltd	<b>1.3</b>	-	1.4	-
Interest owed by North West Electricity Networks plc	-	<b>13.1</b>	-	13.1
Borrowings owed by North West Electricity Networks plc	-	<b>676.5</b>	-	676.5

**Notes to the Financial Statements** (continued)

**30. Related party transactions** (continued)

The loans from related parties comprise amounts loaned from the immediate parent undertaking, North West Electricity Networks (Finance) Ltd, of £507.2m (2017: £509.7m). Of this, £200.0m (2017: £200m) carries interest at 10% per annum and £307.2m (2017: £309.7m) is interest free. There is also £180m loaned from NWEN Finance plc, which carries interest at 5.875% per annum.

The loans to related parties comprise amounts loaned to North West Electricity Networks plc, of £676.5m. Of this, £200.0m carries interest at 10% per annum, £327.0 million is interest free, £149.5m carries interest at 7.37%. All other related party balances bear no interest.

Fees of £0.1m (2017: £0.1m) were payable to Colonial First State Global Asset Management in respect of the provision of Directors' services. Colonial First State is part of the Commonwealth Bank of Australia which is identified as a related party.

Fees of £0.1m (2017: £0.1m) were payable to IIF Int'l Holding GP Ltd ('IIF') in respect of the provision of Directors' services which is identified as a related party.

For disclosure relating to executive directors remuneration see note 7. The Company's key management personnel comprise solely of its directors.

**31. Cash generated from operations**

	<b>Group</b>	<b>Company</b>	Group	Company
	<b>2018</b>	<b>2018</b>	2017	2017
	<b>£m</b>	<b>£m</b>	£m	£m
Operating profit	<b>174.2</b>	-	250.6	-
<b>Adjustments for:</b>				
Depreciation of property, plant and equipment	<b>108.5</b>	-	106.0	-
Amortisation of intangible assets	<b>5.5</b>	-	4.1	-
Amortisation of customer contributions	<b>(8.1)</b>	-	(7.2)	-
Profit on disposal of property, plant and equipment	<b>(0.2)</b>	-	(0.1)	-
Cash contributions in excess of pension charge to operating profit	<b>(22.4)</b>	-	(16.5)	-
Operating cash flows before movements in working capital	<b>257.5</b>	-	336.9	-
<b>Changes in working capital</b>				
(Increase)/decrease in inventories	<b>(0.9)</b>	-	(1.1)	-
(Increase)/decrease in trade and other receivables	<b>(2.9)</b>	-	5.9	-
(Decrease)/increase in payables and provisions	<b>(15.1)</b>	-	6.5	-
<b>Cash generated from operations</b>	<b>238.6</b>	-	348.2	-

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**Notes to the Financial Statements** *(continued)***32. Operating leases**

Future minimum rental payments under non-cancellable operating leases are as follows:

Group	Land and buildings	Plant and machinery	Land and buildings	Plant and machinery
	2018	2018	2017	2017
	£m	£m	£m	£m
Not later than one year	<b>0.7</b>	<b>0.1</b>	0.7	-
Later than one year and not later than five years	<b>1.2</b>	<b>0.3</b>	1.3	-
Later than five years	<b>1.9</b>	<b>2.5</b>	1.7	2.9
	<b>3.8</b>	<b>2.9</b>	3.7	2.9

The Company does not hold any non-cancellable operating leases as at 31 March 2018 (2017: none).

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## Glossary

<b>CI</b>	Customer Interruptions
<b>CLASS</b>	Customer Load Active System Services
<b>CML</b>	Customer Minutes Lost
<b>DNO</b>	Distribution Network Operator
<b>DUoS</b>	Distribution Use Of System
<b>ENWL</b>	Electricity North West Limited
<b>ESPS</b>	Electricity Supply Pension Scheme
<b>FVTPL</b>	Fair Value Through Profit or Loss
<b>IFRS</b>	International Financial Reporting Standard
<b>KPI</b>	Key Performance Indicators
<b>Ofgem</b>	Office of Gas and Electricity Markets
<b>PPE</b>	Property, Plant and Equipment
<b>RAV</b>	Regulatory Asset Value
<b>RIIO</b>	Revenue using Incentives to deliver Innovation and Outputs
<b>RIIO - ED1</b>	Revenue using Incentives to deliver Innovation and Outputs – Electricity Distribution 1
<b>RPI</b>	Retail Price Index