

Southern Water (Greensands) Financing plc

Compliance Certificate

For the period ended 30 September 2012

Confidential

Important Notice

This report is being distributed in fulfilment of finance documents. It is directed to, and intended for, existing debt investors in the company. No other persons should act or rely on it. The company makes no representation as to the accuracy of forecast information. This report should not be relied on as a guide to future performance, and should not be relied on in deciding whether to undertake future investment in the company. It should be noted that the information in this report has not been reviewed by the company's auditors.

Compliance Certificate

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| Calculation of covenant ratios | Actual 6 months 30 Sep 2012 £m | Actual Year to 31 Mar 2012 £m |
|----------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------|
| Consolidated EBITDA | 265.7 | 470.3 |
| Finance Charge: | | |
| SWS Financing Group | 62.2 | 122.1 |
| SW(Greensands) | <u>17.2</u> | <u>32.4</u> |
| | 79.4 | 154.5 |
| Equity distributions | 0.0 | 0.0 |
| Closing cash | | |
| Closing SWS Financing Group | <u>102.9</u> | <u>95.8</u> |
| Opening cash outside of the SWSFG | 44.1 | 87.2 |
| Net cash flow from Holdco refinance on 20 April 2011 | - | -48.2 |
| Expense payments and receipts on subordinated debt and distributions | 20.4 | 37.5 |
| Interest charge | <u>-17.2</u> | <u>-32.4</u> |
| Closing cash outside of the SWSFG | <u>47.3</u> | <u>44.1</u> |
| Closing cash | 150.2 | 139.9 |

All values for interest are presented on an accruals basis to ensure ratios are presented on a consistent basis. Closing cash values also assume payment of the accrued level of interest.

| Net indebtedness | Actual 6 months 30 Sep 2012 £m | Actual Year to 31 Mar 2012 £m |
|-------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------|
| <u>Southern Water Services Financing Group</u> | | |
| * Senior £350m A1 6.192% Fixed Rate Bonds due 2029 | 350.0 | 350.0 |
| * £150m A2a 3.706% Index Linked Bonds due 2034 | 200.4 | 197.6 |
| * £35m A2b 3.706% Limited Index Bonds due 2034 | 46.7 | 46.1 |
| £350m A4 6.64% Fixed rate Bonds due 2026 | 350.0 | 350.0 |
| £150m A5 3.816% Index Linked Bonds due 2023 | 200.4 | 197.6 |
| * £350m A7 5.0% Fixed Rate Bonds due 2021 | 350.0 | 350.0 |
| * £150m A8 5.0% Fixed Rate Bonds due 2041 | 150.0 | 150.0 |
| * £200m A9 4.5% Fixed Rate Bonds due 2052 | 200.0 | 200.0 |
| * £300m A10 5.125% Fixed Rate Bonds due 2056 | 300.0 | 300.0 |
| £300m A11 6.125% Fixed Rate Bonds due 2019 | 300.0 | 300.0 |
| RPI accretion on Index-Linked swaps | 186.1 | 169.9 |
| £250m B1 step-up Fixed/Floating rate Bonds due 2038 | 250.0 | 250.0 |
| Class B loan facility | 100.0 | 100.0 |
| * £165m Artesian 4.076% Index Linked Bonds due 2033 | 220.4 | 217.3 |
| * £156m Artesian 3.635% Index Linked Bonds due 2032 | 204.0 | 201.2 |
| Senior debt at SWS Financing Group | 3408.0 | 3379.7 |
| <u>Greensands</u> | | |
| Fixed rate Bond | 250.0 | 250.0 |
| Bank facility | 200.0 | 200.0 |
| | 450.0 | 450.0 |
| Cash balances | 150.2 | 139.9 |
| Consolidated net debt | 3707.8 | 3689.8 |

* Wrapped

Consolidated net debt is in accordance with the finance documents and excludes accounting balances of unamortised debt issue costs and debt issue premiums

Southern Water (Greensands) financial covenants

| | Lock-up | Default | Actual 6 months 30 Sep 2012 | Actual Year to 31 Mar 2012 |
|---------------------------------------------|---------|---------|--------------------------------------|-------------------------------------|
| A RCV | | | 4147.1 | 4044.0 |
| B Consolidated net debt | | | 3707.8 | 3689.8 |
| C Consolidated EBITDA | | | 265.7 | 470.3 |
| D Consolidated finance charge | | | 79.4 | 154.5 |
| Consolidated RAR B/A | 93.0% | 95.0% | 89.4% | 91.2% |
| RAR on Southern Water Services | 84.0% | | 79.7% | 81.2% |
| Consolidated EBITDA / finance charge C/D | | 2.0 | 3.35 | 3.04 |
| Liquidity for future debt service (years) | 1.00 | | 2.2 | 2.1 |

Liquidity for future debt service is calculated after deducting interest payments due in April 2012 and October 2012, relating to interest accrued at March 2012 and September 2012, respectively.

There has been no change to the Group structure since the refinancing in April 2011.

To: Deutsche Bank AG, London Branch as Agent

From: Southern Water (Greensands) Financing plc

Declaration

we refer to the Agreement. This is a Compliance Certificate. Terms defined in the in the Agreement shall have the same meaning when used in this Compliance Certificate unless given a different meaning in this Compliance Certificate.

We confirm that each of the ratios on page 6 of this report have been calculated in accordance with the Agreement, there is no breach of Tngger or Default ratio levels, and the covenants contained in paragraph (b) of clause 21.1 (Financial condition) of the Facility Agreement dated 8 April 2011 has been complied with.

We confirm that no Default or potential Trigger event is outstanding



Director
Southern Water (Greensands) Financing plc



Director
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