

SWS HOLDINGS LIMITED

ANNUAL REPORT

AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 MARCH 2019

Registered number: 04324499

COMPANY INFORMATION

The company is a private company limited by shares.

Directors

Ian McAulay
Joanne Statton

Company secretary

Joanne Statton

Registered office

Southern House
Yeoman Road
Worthing
West Sussex
BN13 3NX

Bankers

HSBC Bank Plc
PO Box 125
2nd Floor, 62-76 Park Street
London
SE1 9DZ

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

Registered number

04324499

SWS HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2019

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STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2019

SWS Holdings Limited (Registered No. 04324499) is incorporated in the United Kingdom and registered in England and Wales, and was established to complement the activities of the other companies in the Greensands Holdings group.

The company did not trade during the year, and there is no intention for it to trade in the future, however it continues to act as a holding company for Southern Water Services Limited.

KEY PERFORMANCE INDICATORS

SWS Holdings Limited acts as an intermediate holding company for the overall group and as such does not have any KPIs as an individual company. KPIs are monitored at the group level and are disclosed in the consolidated financial statements of Greensands Holdings Limited which may be obtained from the Company Secretary at Southern House, Yeoman Road, Worthing, BN13 3NX.

Given the limited activity of the company, additional information including a review of the company's business and information of the principal risk and uncertainties facing the company is presented in the Directors' report, but no further information is included in this strategic report.

Approved by the Board and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'Ian McAulay', written in a cursive style.

Ian McAulay
Director
19 July 2019

SWS HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors of SWS Holdings Limited (Registered No. 04324499) present their annual report and the audited financial statements of the company for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The company was established to complement the activities of the other companies in the group. The company continues to act as a holding company for Southern Water Services Limited.

REVIEW OF THE BUSINESS, RESULTS AND DIVIDENDS

The company did not trade during the year, and there is no intention for it to trade in the future, however it continues to act as a holding company for Southern Water Services Limited.

The company received dividends of £34.8m (2018: £54.1m) from its subsidiary company Southern Water Services Limited and declared and paid dividends of £34.8m (2018: £54.1m) to its parent company SWS Group Holdings Limited during the year.

The directors do not propose payment of a final dividend for the year ended 31 March 2019 (2018: £nil).

The company has net assets of £46.3m (2018: £46.3m) comprising an investment in Southern Water Services Limited of £46.3m (2018: £46.3m).

SWS Holdings Limited is a holding company for Southern Water Services Limited. Southern Water Services Limited recorded profits of £67.4m for the year to 31 March 2019 and had net assets of £1,135.0m at 31 March 2019.

The directors consider the results for the year to 31 March 2019 for Southern Water Services Limited sufficient to support its carrying value on the statement of financial position.

PRINCIPAL RISK AND UNCERTAINTIES

The principal risk that the company is exposed to is the occurrence of events that would result in impairment to the value of its investment in Southern Water Services Limited and thus the ability of Southern Water Services Limited to pay quarterly dividends to the company.

The directors are confident that these risks are mitigated by the use of effective risk management policies employed by Southern Water Services Limited. For further details regarding these policies please refer to the strategic report of Southern Water Services Limited.

GOING CONCERN

The directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future as they are financed by dividends received from subsidiary company Southern Water Services Limited. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

FUTURE DEVELOPMENTS

The directors expect the general level of activity to remain consistent with 2019 in the forthcoming year.

EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

There were no significant events after the statement of financial position date.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019 (continued)

DIRECTORS

The directors who held office during the year and up to the date of signing the financial statements, unless otherwise stated, were as follows:

Ian McAulay
Joanne Statton
William Lambe (resigned 3 January 2019)

DIRECTORS' INDEMNITIES

The company maintains liability insurance for its directors and officers, which is also maintained for the directors and officers of its holding companies and fellow subsidiaries. Following shareholder approval, the company has also provided an indemnity for its directors and the company secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006. An indemnity has also been provided for the directors and company secretaries of the company's holding companies and fellow subsidiaries.

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 have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

RESPONSIBILITY STATEMENT

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company; and
- the management report, which is incorporated into the directors' report, includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal risks and uncertainties that they face.

SWS HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019 (continued)

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who is a director at the date of approval of this 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 he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

INDEPENDENT AUDITOR

Deloitte LLP have indicated their willingness to continue in office. Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements will be put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board



Joanne Statton
Company Secretary
19 July 2019

SWS HOLDINGS LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2019

	Notes	2019 £m	2018 £m
Continuing operations			
Finance income	4	34.8	54.1
Profit before taxation	5	<u>34.8</u>	<u>54.1</u>
Tax on profit	6	-	-
Profit for the financial year		<u><u>34.8</u></u>	<u><u>54.1</u></u>

There was no other comprehensive income or losses for the years ending 31 March 2018 and 31 March 2019, accordingly, no separate statement of comprehensive income is presented.

There is no material difference between the profit for the year stated above and their historical cost equivalents.

SWS HOLDINGS LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2019

	Notes	2019 £m	2018 £m
Non-current assets			
Investments	8	46.3	46.3
Total net assets		<u>46.3</u>	<u>46.3</u>
Equity			
Called up share capital	9	0.1	0.1
Share premium account	10	46.2	46.2
Total equity		<u>46.3</u>	<u>46.3</u>

The financial statements of SWS Holdings Limited (Registered No. 04324499) were approved by the Board of Directors and authorised for issue on 19 July 2019.

Signed on behalf of the Board of Directors



Ian McAulay
Director
 19 July 2019

SWS HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Called up share capital £m	Share premium account £m	Retained earnings £m	Total £m
Balance at 1 April 2017	0.1	46.2	-	46.3
Profit for the financial year	-	-	54.1	54.1
Total comprehensive income for the year	-	-	54.1	54.1
Equity dividends paid (note 7)	-	-	(54.1)	(54.1)
Balance at 31 March 2018	0.1	46.2	-	46.3
Profit for the financial year	-	-	34.8	34.8
Total comprehensive income for the year	-	-	34.8	34.8
Equity dividends paid (note 7)	-	-	(34.8)	(34.8)
Balance at 31 March 2019	0.1	46.2	-	46.3

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies

Basis of preparation

These financial statements have been prepared on a going concern basis and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The financial statements have been prepared under the historical cost convention. The address of the registered office is given within the company information section. The nature of the company's operations and its principal activities are set out in the directors' report on page 2.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council (FRC). Accordingly, these financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework' incorporating the Amendments to FRS 101 issued by the FRC in July 2015 and the amendments to Company Law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015.

The principal accounting policies adopted, which have been applied consistently throughout the current and preceding year, are set out in this Note 1.

The financial statements contain information about SWS Holdings Limited as an individual company. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the publicly available consolidated financial statements of the holding company, Greensands Holdings Limited, from the address given in note 11.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a statement of cash flows, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group financial statements of Greensands Holdings Limited. These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

Going concern

The directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future as they are financed by dividends received from subsidiary company Southern Water Services Limited. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

Related party disclosure

The company has taken advantage of the exemption under FRS 101 paragraph 8(j) from the requirements of IAS 24, 'Related party disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Greensands Holdings Limited, whose financial statements are publicly available from the address in note 11.

Investments

Investments held as fixed non-current assets are stated at cost, less provision, if appropriate, for any impairment in value other than a temporary impairment in value. The carrying values of fixed non-current asset investments are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable. Dividends and other investment income is accounted for when it becomes receivable.

Dividends payable

Dividends payable are included in the company financial statements in the period in which the related dividends are actually paid or payable, in respect of the company's final dividend for the year, approved by shareholder.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019 (continued)**1 Accounting policies (continued)****Taxation**

The taxation charge in the income statement represents the sum of the tax currently payable and deferred tax.

Current taxation is based on the profit for the year as adjusted for disallowable and non-taxable items and items of income or expense which are taxable or deductible in other years. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is tax expected to be payable on temporary differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is provided on all temporary differences that have originated but not reversed by the end of the reporting period. It is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is regarded as probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1 above, the directors may be 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.

Any 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.

The company does not currently have any key sources of estimation uncertainty.

Critical judgements in applying the company's accounting policies

Critical judgements, apart from those involving estimations, that are applied in the preparation of financial statements are discussed below:

Impairment

Impairment is recognised in the income statement when there is evidence that the value of the company's investment in Southern Water Services Limited is higher than the recoverable amount. Recoverable amount is the lower of, value in use or net realisable value. Given that the net assets of Southern Water Services Limited for the year ended 31 March 2019 are £1,135.0m the investment is not considered to be impaired. However, this judgement is subjective by nature.

3 Employee information

The company has no employees (2018: none).

The services of the directors are deemed to be wholly attributable to their services to Southern Water Services Limited. The directors received no emoluments during the year or the prior year in respect of their services to the company. Accordingly no details in respect of the emoluments paid to the directors are included here as they are fully disclosed in the financial statements of Southern Water Services Limited.

SWS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019 (continued)

4 Finance income

	2019	2018
	£m	£m
Dividends received from Southern Water Services Limited	<u>34.8</u>	<u>54.1</u>

5 Profit before taxation

In 2019 and 2018 audit fees for the auditing of the financial statements of £1,000 were borne by Southern Water Services Limited.

6 Tax on profit

No UK tax charge arises in respect of the profit on ordinary activities for the year (2018: nil).

The tax credit for the year can be reconciled to the income statement as follows:

	2019	2018
	£m	£m
Profit before tax	<u>34.8</u>	<u>54.1</u>
UK corporation tax rate at 19% on profit for the year (2018: 19%)	6.6	10.3
Non-taxable dividends	<u>(6.6)</u>	<u>(10.3)</u>
Total tax credit for year	<u><u>-</u></u>	<u><u>-</u></u>

Factors that may affect future tax charges

A reduction in the main rate of corporation tax to 17% from the 1 April 2020 was enacted in the Finance Bill 2016. This will reduce the company's future current tax charge accordingly.

7 Equity dividends paid/declared

	2019	2019	2019	2018
	£ per	£ per	Total	Total
	ordinary	ordinary	£m	£m
	share	share		
Interim dividend – Q1	115.04	115.04	11.5	11.5
Interim dividend – Q2	115.04	115.04	11.5	11.5
Interim dividend – Q3	88.02	115.04	8.8	11.5
Interim dividend – Q4	30.10	115.04	3.0	11.6
Interim dividend – September 2017	-	79.92	-	8.0
Total dividend	<u><u>348.20</u></u>	<u><u>540.08</u></u>	<u><u>34.8</u></u>	<u><u>54.1</u></u>

SWS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019 (continued)

8 Investments

**Shares in
subsidiary
undertakings
£m**

Cost at 1 April 2018 and 31 March 2019

46.3

Subsidiary undertakings

Company	Class of share capital	No shares issued at £1 each	% shares held	Activity	Country of incorporation
Southern Water Services Limited	Ordinary	56,000	100%	Water and waste water service provider	UK

The investment represents a 100 per cent holding of the issued ordinary shares of Southern Water Services Limited (SWS), a company incorporated in the United Kingdom. The address of the registered office of the company is Southern House, Yeoman road, Worthing, West Sussex, BN13 3NX. The principal activity of SWS is the provision of water supply and wastewater services in the South East of England.

By virtue of the company's ownership of SWS it also has the following indirect holdings in subsidiary undertakings of SWS at 31 March 2019:

Company	Registered Office	Class of share capital	Activity
Southern Water Services (Finance) Ltd (SWSF)	Ugland House, PO Box 309, George Town, Grand Cayman	Ordinary (100%)	To raise debt finance
Southern Water Executive Pension Scheme Trustees Limited	Southern House, Yeoman Road, Worthing	Ordinary (100%)	Dormant
Southern Water Pension Trustees Limited	Southern House, Yeoman Road, Worthing	Ordinary (100%)	Dormant

SWSF is registered in the UK for tax purposes.

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

9 Called up share capital

	2019 £m	2018 £m
Authorised 101,000 ordinary shares of £1 each	<u>0.1</u>	<u>0.1</u>
Allotted, called up and fully paid 100,100 ordinary shares (2018: 100,100) of £1 each	<u>0.1</u>	<u>0.1</u>

SWS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019 (continued)

10 Share premium account

Share
premium
£m

Balance at 1 April 2018 and 31 March 2019

46.2

11 Ultimate parent and controlling party

The immediate parent company is SWS Group Holdings Limited.

The ultimate parent and controlling company is Greensands Holdings Limited (Registered Number: Jersey 98700), a company incorporated in Jersey and itself owned and controlled by a consortium of investors. At 31 March 2019, the majority shareholder in Greensands Holdings Limited was an institutional investment company advised by J.P. Morgan Asset Management.

Greensands Holdings Limited is the parent undertaking and controlling party of the smallest, largest and only group to consolidate these financial statements. Copies of Greensands Holdings Limited's consolidated financial statements may be obtained from the Company Secretary of Greensands Holdings Limited, at the registered address, Southern House, Yeoman Road, Worthing, BN13 3NX.

12 Contingent liabilities

The company's share capital has been provided as security under a fixed charge for the borrowings of Southern Water Services (Finance) Limited and Southern Water Services Limited.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SWS HOLDINGS LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of SWS Holdings Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 12.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable the financial statements section of our report.

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

Conclusions relating to going concern

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

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

We have nothing to report in respect of these matters.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SWS HOLDINGS LIMITED (continued)

Responsibilities of directors

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

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

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 report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

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



*Anthony Matthews FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
29 July 2019*