

GREENSANDS JUNIOR FINANCE LIMITED

**ANNUAL REPORT
AND FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2022**

Registered number: 06335757

GREENSANDS JUNIOR FINANCE LIMITED

Annual report and financial statements for the year ended

31 March 2022

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GREENSANDS JUNIOR FINANCE LIMITED

COMPANY INFORMATION

The company is a private company limited by shares.

Directors

L Gosden
S Boelen
W Price

Company Secretary

R Manning

Registered office

Southern House
Yeoman Road
Worthing
West Sussex
United Kingdom
BN13 3NX

Bankers

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

Auditor

Deloitte LLP
Statutory Auditor
2 New Street Square
London
EC4A 3HQ
United Kingdom

Registered number

06335757

GREENSANDS JUNIOR FINANCE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2022

The strategic report for the year ended 31 March 2022 has been prepared in terms of Section 414C of the Companies Act 2006.

Greensands Junior Finance Limited 'the company' (Registered No. 06335757) is incorporated in the United Kingdom and established to complement the activities of the other companies in the Greensands Holdings group. The company continues to act as a holding company for Greensands Senior Limited.

The company did not trade during the year, and there is no intention for it to trade in the future, however it will continue to act as a holding company for the subsidiary undertaking disclosed in note 9. The company's activity was in relation to financing the Greensands Holdings group.

KEY PERFORMANCE INDICATORS

Greensands Junior Finance 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 can be obtained from the Company Secretary at Southern House, Yeoman Road, Worthing, West Sussex, BN13 3NX.

Given the limited activity of the company, additional information can be found in the directors' report, which describes the business model and strategy employed by the company. The report also includes a review of the company's performance during the year, insight on future developments and information about the principal risks and uncertainties facing the company. As a result, no further information is included in this strategic report.

Approved by the Board and signed on its behalf by:



S Boelen
Director
29 July 2022

GREENSANDS JUNIOR FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

The directors of Greensands Junior Finance Limited (Registered No. 06335757) present their annual report and audited financial statements for the year ended 31 March 2022.

The directors, in preparing this directors report, have complied with s414C of the Companies Act 2006.

PRINCIPAL ACTIVITIES

The principal activity of the company continued to be that of an intermediate holding company for the subsidiary undertaking disclosed in note 9 to the financial statements.

REVIEW OF THE BUSINESS, RESULTS AND DIVIDENDS

The company acted as a holding company during the year.

The company did not trade during the year, and there is no intention for it to trade in the future, however it will continue to act as a holding company for the subsidiary undertaking disclosed in note 9. The company's activity was in relation to financing the Greensands Holdings group.

The company received no dividends (2021: £nil) from its subsidiary Greensands Senior Finance Limited, had interest payable of £189.4m (2021: £172.8m) and interest receivable of £189.4m (2021: £172.8m). The company recognised an impairment reversal on financial assets of £78.0m (2021:£307.9m) detailed in note 6.

The company generated a profit before taxation of £78.0m during the financial year (2021: £307.9m). The directors do not propose payment of a final dividend for the year ended 31 March 2022 (2021: £nil). No further dividends have been declared post year end.

The company has net assets of £467.9m (2021: net liabilities of £589.1m) comprising largely of investments totalling £1,056.9m (2021: £nil), amounts due after more than one year from group undertakings of £2,168.9m (2021: £1,979.4m), amounts due after more than one year to group undertakings of £2,758.1m (2021: £2,568.6m).

In September 2021, Macquarie Asset Management acquired a majority stake through one of its long-term infrastructure funds in the ultimate parent company Greensands Holdings Limited. This acquisition resulted in an equity injection of over £1 billion into the Greensands Group. As part of this transaction, the company issued 1,000,000 Ordinary £1 shares to the company's immediate parent, Greensands (UK) Ltd for a total consideration of £979.0m. The proceeds resulting from the share issue along with the proceeds from the repayment of two intercompany loans were then used to purchase additional shares in the company's subsidiary, Greensands Senior Finance Limited for a total consideration of £1,056.9m.

The company is party to an agreement with Greensands (UK) Limited, to which it owes a debt of £2,758.1m (2021: £2,568.6m), setting the interest rate effective on this facility as 7.13% for the year ended 31 March 2022. Further, this agreement states that for the year ending 31 March 2023 and for the 12 months following the date these financial statements are signed the rate effective can be between 0.0% and 18.0%.

The company is party to an agreement with Greensands Senior Finance Limited, from which it is owed a debt of £2,613.1m before impairment (2021: 2,423.6m before impairment) setting the interest rate effective on this facility as 7.55% for the year ended 31 March 2022. Further, this agreement states that for the year ending 31 March 2023 and for the 12 months following the date these financial statements are signed the rate effective can be between 0.0% and 18.0%.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk that the company is exposed to is the occurrence of events that would result in an impairment to and the recoverability of its intercompany debt. Ultimately this is reliant on cash funds being available at Southern Water Services Limited to support the group.

The directors attempt to manage these risks are mitigated by the use of 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.

The Greensands Holdings Group comprises a number of intermediary financing companies as set out below:

GREENSANDS JUNIOR FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Corporate level	Companies
'Holdco'	Greensands Holdings Ltd (GSH) Greensands Europe (GSE) Greensands UK Limited (GSUK) Greensands Junior Finance Limited (GSJF) Southern Water (Greensands) Financing plc (SWGf) Greensands Senior Finance Limited (GSSF) Greensands Investments Limited (GSI)
'Midco'	Greensands Finance Holdings Limited (GSFH) Greensands Finance Limited (GSF Ltd) Greensands Financing plc (GSF plc) Southern Water Capital (SWC) Southern Water Investments Limited Southern Water Services Group (SWSG)
Southern Water Financing Group	SWS Group Holdings SWS Holdings Southern Water Services Limited (SWS) Southern Water Services (Finance) (SWSF) SW (Finance) I plc (SWFI) SW (Finance) II Limited (SWFII)

There is no trading activity carried out within either the 'Midco' or 'Holdco' groups. The 'Midco' is dependent upon distributions received from Southern Water Services Limited and the 'Holdco' is dependent on distributions received from the 'Midco'. Loan covenants exist at the 'Holdco', 'Midco' and SWS financing group which are designed to protect investors at each respective level.

A further credit ratings downgrade at Southern Water Services, as set out in its Annual Report and Financial Statements or a breach of the Adjusted Interest Cover Ratio at 'Midco' would result in a Trigger Event and lead to a restriction in the payment of dividends.

A Trigger Event would not impact directly on the liquidity position as analysed for the 'going concern' statement of 'Holdco' as the debt service requirement, for the 12 months from the date of signing these financial statements, can be met out of existing liquidity. However, without mitigation, it would impact future liquidity.

STREAMLINED ENERGY AND CARBON REPORT (SECR)

The company is exempt from producing the Streamlined Energy and Carbon Report (SECR) by virtue of the fact it is non-operating and does not directly consume energy. The Streamlined Energy and Carbon Report (SECR) for the group is included in the consolidated financial statements of Greensands Holdings Limited, which are available to the public and can be obtained from the Southern Water website (www.southernwater.co.uk).

GOING CONCERN

The directors believe, after due and careful enquiry, that the company has sufficient resources for its present requirements and, therefore, consider it appropriate to adopt the going concern basis in preparing the financial statements to 31 March 2022.

In forming this assessment the directors have considered the following information:

- The financial position of the company, its cash flows, liquidity position, covenants and borrowing facilities, which are described on pages 8 to 20.
- The company's business activities, together with the factors likely to affect its future development, performance and position, which are set out on pages 3 to 6.

GREENSANDS JUNIOR FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

GOING CONCERN (continued)

- This company is part of a group of companies which includes covenanted loan structures that are subject to distribution restrictions in certain circumstances, and is further described on pages 4 to 5
- This company is part of a group of companies group which has available cash reserves of £28.2 million as at 31 March 2022 (2021: £53.8 million). Further cash of £15.0 million was received as a distribution from the Midco group of companies on 29 July 2022. These funds are sufficient to fund holding company debt service for a period of at least 12 months from the date of signing the financial statements.
- The next scheduled Holdco group company debt maturity is May 2025 and comprises a £50.7 million loan.
- There is no credit rating at the Holdco group.

The operating company within the group, Southern Water Services Ltd, operates in an industry that is subject to economic regulation rather than market competition. Ofwat, the economic regulator, has a statutory obligation to set price limits that it believes will enable the water companies to finance their activities.

As a consequence, the directors believe that the company is well placed to manage its business risks successfully.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements

FUTURE DEVELOPMENTS

The directors expect the general level of activity to remain consistent with 2022 in the forthcoming year, however there may be wider economic factors, such as the rising cost of inflation and the continued impact of the UK's departure from the European Union and COVID-19, which could affect future company dealings. However, the company is safeguarded by being a holding company not engaged in any trade. The underlying operational company Southern Water Services Limited has considered the impact of wider economic factors and disclosed this in its Annual Report which can be obtained from the Company Secretary of Southern Water Services Limited, at the registered address, Southern House, Yeoman Road, Worthing, BN13 3NX or on its website at <https://southernwater.annualreport2022.com>. Southern Water Services Limited is expected to continue in operational existence for the foreseeable future.

EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

On the 22 July 2022 the Southern Water Services Limited Board approved a distribution of £17.5m to Southern Water Capital Limited, this included a partial preference share redemption of £5.3m including accrued interest thereon to redemption, and a payment of outstanding accrued preference share interest of £12.3m. This payment will facilitate the payment of interest in 'Midco' and 'Holdco' during the 12 months from the signing of these financial statements.

Ian McAulay resigned as a director of Greensands Junior Finance Limited on 30 June 2022 and Lawrence Gosden was appointed as a director on 1 July 2022.

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:

P Hedley	Resigned as Director 8 September 2021
S Howard	Resigned as Director 8 September 2021
B Somes	Resigned as Director 8 September 2021
J Lynch	Resigned as Director 8 September 2021
H De Run	Resigned as Director 25 August 2021
S Boelen	Appointed as Director 8 September 2021
I McAulay	Appointed as Director 8 September 2021, Resigned as Director 30 June 2022
W Price	Appointed as Director 8 September 2021
L Gosden	Appointed as Director 1 July 2022

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.

GREENSANDS JUNIOR FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

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.

STATEMENT OF PROVISION 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 be reappointed for another term and appropriate arrangements have been 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 its behalf by:



R Manning
Company Secretary
29 July 2022

GREENSANDS JUNIOR FINANCE LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

	Notes	2022 £m	2021 £m
Continuing operations			
Finance income	4	189.4	172.8
Finance costs	5	(189.4)	(172.8)
Impairment reversal on financial assets	6	78.0	307.9
Net finance income		78.0	307.9
Profit before taxation	7	78.0	307.9
Tax on profit	8	-	-
Profit for the financial year		78.0	307.9

There were no other comprehensive income or losses for the years ending 31 March 2021 and 31 March 2022, accordingly no separate statement of other comprehensive income is presented.

GREENSANDS JUNIOR FINANCE LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2022

	Notes	2022 £m	2021 £m (restated*)
Non-current assets			
Investments	9	1,056.9	-
Other non-current assets	10	<u>2,169.0</u>	<u>1,979.4</u>
		3,225.9	1,976.3
Current assets			
Cash at bank and in hand		<u>0.1</u>	<u>0.1</u>
		0.2	3.2
Total assets		<u>3,226.0</u>	<u>1,979.5</u>
Non-current liabilities			
Borrowings: amounts falling due after one year	11	(2,758.1)	(2,568.6)
Total liabilities		<u>(2,758.1)</u>	<u>(2,568.6)</u>
Net assets / (liabilities)		<u>467.9</u>	<u>(589.1)</u>
Equity			
Called up share capital	12	2.0	1.0
Share premium account	13	978.0	-
Accumulated losses		(512.1)	(590.1)
Total shareholder equity / (deficit)		<u>467.9</u>	<u>(589.1)</u>

* Please refer to note 1 for explanation regarding prior year changes.

The financial statements of Greensands Junior Finance Limited (Registered No. 06335757) on pages 8 to 20 were approved by the Board of Directors and authorised for issue on 29 July 2022.

Signed on behalf of the Board of Directors:



S Boelen
Director

GREENSANDS JUNIOR FINANCE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

	Called up share capital (Note 12)	Share premium account (Note 13)	Accumulated Losses	Total
	£m	£m	£m	£m
Balance at 1 April 2020	1.0	-	(898.0)	(897.0)
Profit for the financial year and total comprehensive income	-	-	307.9	(307.9)
Balance at 31 March 2021	1.0	-	(590.1)	(589.1)
Profit for the financial year and total comprehensive profit	-	-	78.0	78.0
Issue of share capital	1.0	978.0	-	979.0
Balance at 31 March 2022	2.0	978.0	(512.1)	467.9

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

Basis of preparation

Greensands Junior Finance Limited (the Company) is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1. The nature of the company's operations and its principal activities are set out in the directors' report on page 3.

The company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 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. The principal accounting policies adopted which have been applied consistently throughout the current and preceding year are set out below.

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.

Historical cost is generally based on the fair value of the consideration given in exchange for the 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. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial statements contain information about Greensands Junior Finance Limited as an individual company and do not contain consolidated financial information as the parent of subsidiary companies. The company is exempt under Section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of the ultimate holding company, Greensands Holdings Limited. The group financial statements of Greensands Holdings Limited are available to the public and can be obtained from the Southern Water website at www.southernwater.co.uk/our-performance/reports/annual-reporting.

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, financial instruments, fair value measurement, standards not yet effective, presentation of a statement of financial position as at the beginning of the preceding period following a retrospective accounting policy application or restatement, capital management, related party transactions and impairment of assets. Where required, equivalent disclosures are given in the group financial statements of Greensands Holdings Limited.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

1 Accounting policies (continued)

Adoption of new and revised accounting and financial reporting standards

There have been no new or revised accounting standards adopted in the current year that had a significant or material impact on the financial statements.

Prior year restatement

There has been a presentational change in terms of accounting for amounts due from group undertakings. The amounts were classified incorrectly as current assets in the prior year when they were not expected to be settled within 12 months. The amount reclassified from current assets to non-current assets for the year ended 31 March 2021 is £3.1m.

Going concern

The directors have undertaken a detailed review of the company's liquidity requirements compared with the cash and facilities available, the financial covenant position including projections based on future forecasts, the current credit ratings of entities within the group and financial risk.

The directors have a reasonable expectation that the company will maintain adequate resources to continue in operational existence for the next 12 months and they continue to adopt the going concern basis of accounting in preparing the annual financial statements. Please see the Directors Report for further detail.

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 15.

Investments, interest payable and similar income and expenses

Investments held as 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 non-current asset investments are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable. Interest income is accrued on a daily basis. Dividends and other investment income is accounted for when it becomes receivable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

1 Accounting policies (continued)

Financial instruments

The company has adopted IFRS 9 'Financial Instruments' from 1 April 2018.

IFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) impairment for financial assets and 3) general hedge accounting. There was no material impact resulting from the application of this standard for the reasons that follow. The financial assets and liabilities held by the company were previously held at amortised cost, as described below, and there has been no change to their accounting treatment. The company has always conducted an annual impairment review of its financial assets and taken into consideration future expected cash flows. The company does not currently hedge account.

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument.

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

Financial assets

(i) Loans receivable

Loans receivable that have fixed or determinable payments that are not quoted in an active market are classified as 'held to collect'. Loans receivable are measured at fair value on initial recognition and subsequently measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(ii) Impairment of financial assets

All debt type financial assets which are not measured at FVTPL are assessed for impairment at each reporting date using a forward looking approach by identifying expected credit losses ('ECL's). ECLs are defined as the difference between the contractual cash flows that are due in accordance with the contract and the cash flows that the company expected to receive, discounted at the original effective interest rate.

(iii) Derecognition of financial assets

The company 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 and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

Financial liabilities

(i) 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.

(ii) Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities 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.

(iii) Derecognition of financial liabilities

The company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or they expire.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (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 statement of financial position 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 statement of financial position 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.

Interest income, interest payable and similar income and expenses

Interest income, interest payable and similar income and expenses are recognised on an accrual basis.

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

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 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 company's accounting policies

There are no critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

The following are the key sources of estimation uncertainty at the reporting period end that may have a risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year:

(i) Impairment

Investments and loans and other receivables are assessed for impairment in accordance with IFRS 9. 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 or are expected to occur after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

An impairment review requires management to make estimates regarding the future cash flows of the asset under review. The Directors take into account current and expected regulated returns and these are subject to ongoing review and negotiation. An impairment reversal of £78.0m (2021: reversal of £307.9m) has been recognised during the year, please see note 6 for further details.

Regulatory returns are sensitive to the actual performance of Southern Water Services Limited, the only operating company in the group. Accordingly if the premium used for valuation was 1% higher or lower, then the impairment reversal could change by £56.4m (2021: £51.2m).

3 Employee information

During the year the company had no employees (2021: None).

The services of the directors are deemed to be wholly attributable to their services to Greensands Holdings Limited, with only two directors receiving payment for their services in the year to Greensands Holdings Limited. The total sum has been recorded in the consolidated financial statements of Greensands Holdings Limited, which are available to the public and can be obtained from the Southern Water website (www.southernwater.co.uk). Therefore, the directors received no emoluments during the year or the prior year in respect of their services to the company.

4 Finance Income

	2022 £m	2021 £m
Interest receivable from Greensands Senior Finance Limited	<u>189.4</u>	<u>172.8</u>

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

5 Finance costs

	2022	2021
	£m	£m
Interest payable to Greensands (UK) Limited	<u>189.4</u>	<u>172.8</u>

6 Impairment reversals on financial assets

	2022	2021
	£m	£m
Impairment reversal on Greensands Senior Finance Limited	-	307.9
Impairment reversal on Greensands Holdings Limited	18.9	-
Impairment reversal on Greensands Europe Limited	59.1	-
	<u>78.0</u>	<u>307.9</u>

At the reporting date the company has conducted an impairment review based on the consideration of the overall value of the Greensands Finance Holdings group. A comparison has been made between the Regulatory Capital Value (RCV) of Southern Water Services, as the operating company, to the value of investments held in the group at various consolidation levels moving all the way up to the ultimate controlling parent, Greensands Holdings Ltd.

In order to undertake the impairment assessment, judgement has been made regarding the level of premium to RCV that is appropriate to consider. Typically this reflects historic transactions within the water industry and reviewing the market capitalisation of listed water companies. Additionally, consideration has been given to continued economic uncertainty and the performance of Southern Water relative to its peers.

The directors believe that the company's investment in Greensands Senior Finance Ltd (GSSF) is impaired by £1.0m (2021: £1.0m), along with £508.8m (2021: £508.8m) in relation to its intercompany receivable balance with GSSF. As part of funds that flowed from the Macquarie investment, amounts owed by Greensands Holdings Limited and Greensands Europe Limited of £59.1m and £18.9m respectively were repaid. As a result, the accumulated impairment against these balances was reversed.

The recoverable amount of the GSSF group is a negative amount of £185.5m (2021: of £509.7m), which is considered to be its fair value measurement under level 2 as described in the accounting policies. No provision for costs to sell has been made as this cannot be easily and readily quantified.

The value of impairment will continue to be reviewed annually to see whether the impairments remain or whether there are indications of an improvement in the position, for example an increase in the likely premium to RCV achievable at Southern Water. Should there be an improvement; values for the reduction in impairment would be written back as is the case this year.

7 Result before taxation

In 2021 and 2022, the company audit fees were borne by Greensands Holdings Limited and not recharged to the company. The total audit fee for the group (excluding Southern Water Services) is £90,000 (2021: £80,000).

8 Tax on loss

Tax losses of £5.6m carried forward at 31 March 2022, with a potential deferred tax asset of £1.4m at 25% (2021: £1.1m at 19%), have not been recognised in the accounts due to the uncertainty of suitable taxable profits in the foreseeable future on which to utilise these losses.

There is no expiry date in relation to tax losses carried forward.

No current or deferred tax arose during the year to 31 March 2022 (2021: nil).

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

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

8 Tax on loss (continued)

	2022	2021
	£m	£m
Profit/(loss) before taxation	78.0	307.9
UK corporation tax rate at 19% on profit/(loss) for the year (2021: 19%)	14.8	58.5
Permanent differences arising on impairment reversal	(14.8)	(58.5)
Total tax for year	-	-

Factors that may affect future tax charges

The Finance Bill 2021 was substantively enacted in May 2021 and the increase in main rate of UK corporation tax will change from 19% to 25%, effective 1 April 2023. Deferred tax assets and liabilities that reverse after 1st April 2023 will therefore be calculated at 25%.

9 Investments

	Shares in subsidiary undertakings
	£m
Cost	
At 1 April 2021	1.0
Additions	1,056.9
31 March 2022	1,057.9
Provisions for impairment	
At 1 April 2021	(1.0)
Written off	-
31 March 2022	(1.0)
Carrying amount	
At 31 March 2022	1,056.9
At 31 March 2021	-

Subsidiary undertaking

Company	Class of share capital	No shares issued at £1 each	% shares held	Activity	Country of incorporation	Registered office
Greensands Senior Finance Limited	Ordinary	2,000,000	100%	Holding company	UK	Southern House, Yeoman Road, Worthing, West Sussex, BN13 3NX

In September 2021, under an agreement reached with the Greensands Holding Limited's (GSH) existing shareholders, Macquarie Asset Management acquired a majority stake in GSH, investing £1 billion of equity into the group. As part of this process, the company acquired a further 1,000,000 Ordinary shares of £1 each in Greensands (UK) Limited for a total of £1,056.93 per share.

The directors are satisfied that the book value of investments is supported by their underlying net assets or their position within the wider group.

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

9 Investments (continued)

By virtue of the company's ownership of Greensands Senior Finance Limited it also has the following indirect holdings in subsidiary undertakings of the below companies.

Company	Registered Office	Activity
Greensands Investments Limited	Southern House, Yeoman Road, Worthing	Holding company
Greensands Finance Holdings Limited	Southern House, Yeoman Road, Worthing	Holding company
Greensands Finance Limited	Southern House, Yeoman Road, Worthing	Holding company
Greensands Financing Plc	Southern House, Yeoman Road, Worthing	To raise debt finance
Southern Water Capital Limited	Southern House, Yeoman Road, Worthing	Holding company
Southern Water Investments Limited	Southern House, Yeoman Road, Worthing	Holding company
Southern Water Services Group Limited	Southern House, Yeoman Road, Worthing	Holding company
SWS Group Holdings Limited	Southern House, Yeoman Road, Worthing	Holding company
SWS Holdings Limited	Southern House, Yeoman Road, Worthing	Holding company
Southern Water Services Limited	Southern House, Yeoman Road, Worthing	Supply of Water and Wastewater Services
Southern Water Services Finance Limited*	Ugland House, PO Box 309, George Town, Grand Cayman	To raise debt finance
SW (Finance) I PLC	Southern House, Yeoman Road, Worthing	To raise debt finance
SW (Finance) II Limited	Southern House, Yeoman Road, Worthing	To raise debt finance
Southern Water Executive Pension Scheme Trustees Limited	Southern House, Yeoman Road, Worthing	Dormant
Southern Water Pension Trustees Limited	Southern House, Yeoman Road, Worthing	Dormant
Southern Water Retail Services Limited	Southern House, Yeoman Road, Worthing	Dormant
Southern Water (NR) Holdings Limited	Southern House, Yeoman Road, Worthing	Holding company
Southern Water (NR) Limited	1 Exchange Crescent, Conference Square, Edinburgh	Holding company
Southern Water Limited	Southern House, Yeoman Road, Worthing	Holding company
Bowsprit Holdings Limited	Southern House, Yeoman Road, Worthing	Dormant
Bowsprit Property Development Limited	Southern House, Yeoman Road, Worthing	To hold property rights
Monk Rawling Limited	Southern House, Yeoman Road, Worthing	Dormant
Southern Water Industries Limited	Southern House, Yeoman Road, Worthing	Dormant
EcoClear Limited	Southern House, Yeoman Road, Worthing	Dormant

*Southern Water Services Finance Limited is registered in the UK for tax purposes.

All of the above subsidiary companies are wholly owned by ordinary shares.

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

10 Other non-current assets

	2022	2021
	£m	£m
		(restated*)
Amounts due from Greensands Senior Finance Limited		
Other loans due from Greensands Senior Finance Limited (note (ii) below)	2,613.1	2,423.6
Cumulative impairment losses (note (ii) below)	(508.8)	(508.8)
Total amounts due from Greensands Senior Finance Limited	2,104.3	1,914.8
Amounts due from group undertakings (see note (i) below)	3.2	3.1
Greensands Investments Limited (note (iii) below)	61.5	61.5
Greensands Europe Limited (note (iii) below)	-	18.9
Cumulative impairment losses (note (iii) below)	-	(18.9)
Greensands Holdings Limited (note (iii) below)	-	59.1
Cumulative impairment losses (note (iii) below)	-	(59.1)
	64.6	61.5
Total amounts due from group undertakings	2,169.0	1,979.4

* Please refer to note 1 for explanation regarding prior year changes.

Notes:

- (i) All amounts due from group undertakings due after one year are unsecured.
- (ii) Loan funds receivable of £2,613.1m have accrued interest at 7.55% for the year ended 31 March 2022. Further, for the year ending 31 March 2023 and for 12 months following the approval of these financial statements the interest rate charge has been decided by agreement of the directors of Greensands Junior Finance Limited and Greensands Senior Finance Limited and has been set to between 0.0% and 18.0%.

Please refer to note 6 for further details surrounding the impairment disclosed above.
- (iii) These amounts are unsecured, interest free and repayable on demand. During the year, the loans owed by Greensands Europe Limited and Greensands Holdings Ltd were paid down in full.

The directors have confirmed that they will not call upon these balances for 12 months from the date of these financial statements.

All entities are wholly owned within the group.

11 Borrowings: amounts falling due after one year

	2022	2021
	£m	£m
Amounts owed to Greensands (UK) Limited	2,758.1	2,568.6

All amounts owed to group undertakings are unsecured. Interest on this balance has accrued at 7.13% for the year ended 31 March 2022. Further, for the year ending 31 March 2023 and for 12 months from the date of signing of these financial statements the interest rate charge has been decided by agreement of the directors of Greensands Junior Finance Limited and Greensands (UK) Limited and has been set to between 0.0% and 18.0%.

All entities are wholly owned within the group.

GREENSANDS JUNIOR FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

11 Borrowings: amounts falling due after one year (continued)

	2022	2021
	£m	£m
Repayments fall due as follows:		
After five years not by instalments	2,772.8	2,568.6

12 Called up share capital

	2022	2021
	£m	£m
Authorised, allotted, called up and fully paid:		
At 1 April 2021	1.0	1.0
Ordinary shares issued for cash	1.0	
At 31 March 2022	2.0	1.0

In September 2021, 1,000,000 Ordinary shares with a nominal value of £1,000,000 was issued for £978.95 per share. The premium arising on this share issue is detailed in note 13.

Ordinary shares carry full voting rights and shares rank pari passu as regards rights to income and capital.

13 Share premium account

	2022	2021
	£m	£m
Premium arising on issue of equity shares	978.0	-

In September 2021, 1,000,000 Ordinary shares with a nominal value of £1,000,000 was issued for a premium of £977.95 per share.

14 Contingent liabilities

The company is party to a cross group guarantee whereby it provides a guarantee over the borrowings of Greensands UK Limited, Greensands Senior Finance Limited, Greensands Europe Limited, Southern Water (Greensands) Finance Limited and Greensands Investments Limited.

15 Ultimate parent and controlling party

The immediate parent undertaking is Greensands (UK) Limited. Greensands Holdings Limited (Registered Number: Jersey 98700) is the parent undertaking of the smallest and largest and only group to consolidate these financial statements. Greensands Holdings Limited was incorporated in Jersey and its registered office address is 44 Esplanade, St Helier, Jersey, United Kingdom, JE4 9WG. Copies of the consolidated financial statements may be obtained from the Company Secretary of Greensands Holdings Limited, at Southern House, Yeoman Road, Worthing, BN13 3NX.

Up until 8 September 2021, Greensands Holdings Limited was itself owned and controlled by a consortium of investors and had no ultimate parent and controlling party. On 8 September 2021, under an agreement reached with the Greensands Holdings Limited existing shareholders, Macquarie Asset Management (through a Macquarie group company, Mscif Wight Bidco Limited) acquired a 62.24% majority stake in Greensands Holdings Limited investing over £1 billion of equity to recapitalise and implement a more sustainable financing strategy for the group. Mscif Wight Bidco Limited is the intermediate holding company and Macquarie Asset Management is the ultimate parent and controlling party.

The company has taken advantage of the exemption under FRS 101 'Reduced Disclosure Framework' in not disclosing details of transactions with other companies which are 100% wholly owned. Equivalent disclosures are given in the group financial statements of Greensands Holdings Limited.

16 Post balance sheet events

On the 22 July 2022 the Southern Water Services Limited Board approved a distribution of £17.5m to Southern Water Capital Limited, this included a partial preference share redemption of £5.3m including accrued interest thereon to redemption, and a payment of outstanding accrued preference share interest of £12.3m. This payment will facilitate the payment of interest in 'Midco' and 'Holdco' during the 12 months from the signing of these financial statements.

Ian McAulay resigned as a director of Greensands Junior Finance Limited on 30 June 2022 and Lawrence Gosden was appointed as a director on 1 July 2022.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENSANDS JUNIOR FINANCE LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 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 of Greensands Junior Finance Limited (the 'company') which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 16.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREENSANDS JUNIOR FINANCE 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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

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

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

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act 2006 and tax legislation.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management and in house legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance and reviewing internal audit reports; and
- In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREENSANDS JUNIOR FINANCE LIMITED
(continued)**

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the company and their 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.

Delyth Jones

Delyth Jones FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP, Statutory Auditor
Cardiff, United Kingdom
29 July 2022