GREENSANDS FINANCE LIMITED

ANNUAL REPORT

AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 MARCH 2023

Registered number: 11493345

GREENSANDS FINANCE LIMITED

Annual Report and Financial Statements for the year

ended 31 March 2023

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COMPANY INFORMATION

Directors
L Gosden
S Ledger
W Price

Company Secretary
R Manning

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Southern House
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Worthing
West Sussex
United Kingdom
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Bankers
BNY Mellon
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London
E14 5AL

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

Registered number
11493345

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2023

The strategic report for the year ended 31 March 2023 has been prepared in terms of Section 414C of the Companies Act 2006.

Greensands Finance Limited ‘the company’ (Registered No. 11493345) is incorporated in the United Kingdom and was established to complement the activities of the other companies in the Greensands Holdings group. The company acts as a holding company for Southern Water Capital Limited and Greensands Financing Plc.

The company did not trade during the year, and there is no intention for it to trade in the future. However, the company will continue to act as a holding company for the subsidiaries detailed in note 10.

FUTURE DEVELOPMENTS

The directors expect the general level of activity to remain consistent with 2023 in the forthcoming year, however there may be wider economic factors, such as the rising cost of inflation, 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.

KEY PERFORMANCE INDICATORS

Greensands 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 may be obtained from the Company Secretary at Southern House, Yeoman Road, Worthing, 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.

S172 (1) STATEMENT

As stated above, Greensands Finance Limited acts as a holding company for Southern Water Services Limited. As a holding company, Greensands Finance Limited has no employees, customers or suppliers. Consequently, the company’s stakeholders are directly correlated to those of its subsidiary, Southern Water Services Limited. The main role of the Board of Greensands Finance Limited is to make strategic decisions. The Board applies section 172(1) in its strategic decision making by acting in good faith and by considering how their decisions will promote the success of the company for the benefit of its members as a whole.
The Directors of Greensands Finance Limited continue to act in ways that have regard to the matters set out in section 172 (1) (a) to (f) of Companies Act 2006 when performing their duties. The purpose, culture and values that the board of Southern Water Services have established have been geared towards applying the matters outlined in section 172(1).

Under section 172 of the Companies Act 2006, directors need to consider the interests of the company’s key stakeholders as well as the need to take into account the impact on the environment and the outcomes over the long term. Southern Water and its board engage with a variety of stakeholders through various mechanisms, including membership of stakeholder panels, regular meetings with stakeholders, public meetings as well as speaking to people and visiting operational sites.

Delivery for customers is one of Southern Water’s key priorities. The board of Southern Water (SW Board) receives regular reports from management regarding customer performance and attitudes. The introduction of performance metrics that take into account the wider customer experience has also led to an increased need for awareness of customer views. The needs of customers is a top concern of the SW Board, particularly where they may face significant challenges, whether these be financial, physical or mental health-related, as a result of the COVID-19 pandemic and current economic situation in particular.

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

S172 (1) STATEMENT (continued)

The SW Board receive regular updates on environmental matters, including legislative changes, key areas of concern such as climate change, biodiversity and water resources. The SW Board receives regular updates on compliance and regulatory matters, regulators' reports and enterprise risk throughout the year. The SW Board is also updated on culture, employee engagement and ethical business, including the annual review and approval of the Code of Ethics.

Since the start of the COVID-19 pandemic, the Southern Water CEO has held regular 'Company Conversations' with the company's Workforce which address a variety of topics, including Southern Water's performance. These forms of engagement are supported by regular Gallup all-employee surveys.

Regular meetings between senior representatives of Southern Water's key regulators – Ofwat, the EA and the DWI – and senior executives and Chair of Southern Water take place, in order to discuss our performance and compliance, as well as its plans for the future. Since the major investment by a fund managed by Macquarie Asset Management in the group, the three shareholder-nominated non-executive directors of Southern Water ensure that the views of its major shareholder are communicated. In addition, the SW Board and executives have engaged extensively with the new investor, including through various 'deep-dives' into aspects Southern Water's operation and in terms of developing the its strategy.

Managing risk

Southern Water's approach to risk management is designed to provide a clear and consistent framework for managing and reporting risks associated with its operations, to executive management and to the SW Board. Its' risk management framework is the totality of systems, structures, policies, processes and people that identify, measure, monitor, report and control or mitigate internal and external sources of risk. The framework seeks to promote better decision-making, avoid incidents and encourage the best outcome for Southern Water and its customers through:

1. Risk identification and ownership: understand the risk environment, identify the specific risks the company faces and assess potential exposure.
2. Risk assessment: determine how best to manage identified risks to balance exposure.
3. Risk response: take action to manage the risks the company does not want to be exposed to, ensuring resources are effectively and efficiently prioritised and used.
4. Risk monitoring, reporting and escalation: report to the Audit Committee, the Health and Safety and Operational Risk Committee and to the SW Board on a periodic basis on how significant risks are being managed, monitored, assured and the improvements that are being made.
5. Risk appetite and communication: use analysis to support the SW Board's determination of risk appetite and to monitor and report against it.

Risk management embedded in business processes

Southern Water's risk management approach is embedded within the business units and their business processes. It has established a risk management approach that provides a consistent basis for measuring risk to:

- Establish a common understanding of risks on a like-for-like basis, taking into account potential impact and likelihood;
- Report risks and their management to the appropriate levels of the company; and
- Inform prioritisation of specific risk management activities and resource allocation.

All areas of Southern Water review significant risks and business processes to help inform and enable risk-based decision-making. As part of Southern Water's annual planning process, the Executive Leadership Team and SW Board review the company's principal and emerging risks.

Approved by the Board and signed on its behalf by:

S Ledger
Director
28 July 2023

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023

The directors of Greensands Finance Limited (Registered No. 11493345) present their Annual report and the audited financial statements for the year ended 31 March 2023.

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 undertakings disclosed in note 10 to the financial statements.

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, the company will continue to act as a holding company for the subsidiaries detailed in note 10.

During the year the company received finance income of £32.6 million (2022: £32.1 million), paid finance costs of £33.2 million (2022: £33.3 million), recorded a gain on derivatives of £5.0 million (2022: gain of £3.4 million) and paid professional fees of £0.4 million (2022: £0.2 million). The tax charge was £0.8 million (2022: £0.4 million). Therefore, the result for the period was profit after tax of £3.2 million (2022: profit after tax £1.6 million).

No interim dividends were paid during the year (2022: £nil). The directors have not declared a final dividend for the year. The retained earnings for the period of £3.2 million (2022: £1.6 million) has been transferred to reserves. No further dividends have been declared post year end.

The company has net assets of £780.9 million (2022: £777.7 million) comprising its investment in Southern Water Capital Limited and Greensands Financing Plc of £719.4 million (2022: £719.4 million), amounts due from group undertakings of £755.1 million (2022: £741.0 million), group derivative financial assets of £5.3 million (2022: assets of £0.3 million) and cash of £39.1 million (2022: £55.0 millionm). These balances are offset by amounts owed to group undertakings of £688.3 million (2022: £687.9 million),
loans and other borrowings of £49.1 million (2022: £49.6 million) and £0.8 million (2022: £0.5 million) of interest payable.

PRINCIPAL RISK AND UNCERTAINTIES

The principal risk that the company is exposed to is the occurrence of events that would result in an impairment to the value of its investment in Greensands Finance Holdings Limited 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 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 which can be obtained via Companies House.

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

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

PRINCIPAL RISK AND UNCERTAINTIES (continued)

Corporate level	Companies
'Holdco'	Greensands Holdings Limited (GHL) Greensands Europe Limited (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)

Impairment risk:

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.

On 7 July 2023, Fitch announced its decision to downgrade the Class A Unwrapped Debt of SW (Finance) I to BBB (negative outlook) from BBB+ (negative outlook). As a consequence of the Fitch credit rating action, a credit rating downgrade Trigger Event has occurred. The consequence of the Trigger Event is that Southern Water Services Limited is not permitted to make distributions to parent companies.

Therefore, the company does not expect to receive interest on loans to subsidiary companies, or a dividend from subsidiary companies. Southern Water Services Ltd and the Greensands Finance group of companies are expected to be in Trigger until at least March 2025.

To assist in financing of the planned expenditure the group expects to receive £550 million of new equity ("the Equity Raise"), with cash expected to be received by the end of October 2023. The MidCo expects to retain £75 million of the new equity, as set out in the 'going concern' statement and this would ensure sufficient liquidity is in place to settle the debt service requirement of the MidCo, for the 12 months from the date of signing these financial statements.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Southern Water Group manages its treasury operations on a group basis. Financial risk management is performed by Southern Water Services Limited's Treasury department. This includes assessment and mitigation of price risk, credit risk, liquidity risk and interest rate cash flow risk. The group's treasury management policies and operations are discussed in Southern Water Services' Annual Report and Financial Statements (which does not form part of this report). The principal financial risks to which the company is exposed are interest rate and liquidity risks. The Board has approved policies for the management of these risks. The company does not use derivative financial instruments for speculative purposes.

Interest rate risk
The company's interest rate risk is primarily in relation to its fixed rate borrowings (fair value risk) and floating rate borrowings (cash flow risk).

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk
The company raises funds, as required, to meet the financing requirements of the group.

The company relies on its cash reserves and support from the only trading company in the group, Southern Wate Services, in order to meet its debt obligations.

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 2023, notwithstanding the material uncertainty discussed below.

As described in pages 4 to 5, the company is one of the 'MidCo' group of companies, which is wholly owned by Greensands Holdings Limited. The MidCo group exists to finance the activities of Southern Water Services Limited (SWS) which is a fellow subsidiary of Greensands Holdings Limited. Certain MidCo entities hold external debt which includes covenanted loan structures that are subject to distribution restrictions in certain circumstances and is further described on pages 4 to 5.

The entities within the MidCo group are all parties to the external debt and are subject to cross guarantees in respect of this, including covenant undertakings. Therefore, the financing and going concern statuses of the MidCo group of entities are interdependent and the position of the MidCo group has been considered as a whole.

No trading activity is carried out by the MidCo group entities, which are therefore dependent upon distributions received from SWS or equity support received from the parent.

The Midco group has available unrestricted cash reserves of £11.6 million as at 31 March 2023 (31 March 2022: £27.5 million), plus a committed and undrawn revolving credit facility of £40 million (31 March 2022: £100 million). Total liquidity at 31 March 2023 is therefore £51.6 million as at 31 March 2023 (31 March 2022: £127.5 million). A further cash reserve of £27.5 million is only available to use during a standstill period, which would occur if there were a Default Event at SWS. Third party debt for the MidCo group is £448.4 million at 31 March 2023 (31 March 2022: £448.5 million), intercompany payables are £285.9 million (31 March 2022: £286.4 million) and intercompany receivables are £5.4 million (31 March 2022: £13.1 million).

The debt attracts cash interest payments of c. £23 million per annum. No interest is receivable on intercompany receivables. The next scheduled MidCo group company debt maturity is November 2023 and comprises a £35.3 million loan.

The MidCo group expects to receive £75 million of new equity by the end of October 2023, as part of a £550 million equity raise for the whole group. Opening cash reserves plus the expected new equity are sufficient to make the debt repayment as set out above and service the MidCo group's remaining debt for a period of at least 12 months from the date of signing the financial statements.

SWS disclosed a material uncertainty with respect to going concern in its annual report and accounts dated 7 July 2023, connected to the expected receipt of £375 million as part of the £550 million equity raise described above.

The company does not expect to receive interest on loans to subsidiary companies, or a dividend from subsidiary companies including the operating company within the group SWS and the Greensands Finance group of companies. Both are expected to be in Trigger until at least March 2025, due to their credit ratings being downgraded, the consequence of which is that these companies are not permitted to make distributions to parent companies.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

GOING CONCERN (continued)

If the £550 million Equity Raise is successful, then the Directors believe that MidCo group, including the company, will have sufficient liquidity over the going concern period and to meet its financial commitments as they fall due.

If the £550 million Equity Raise does not proceed by the end of October 2023, the MidCo group will not be able to repay £35.3 million of borrowings due to be repaid in November 2023.

The Directors are of the opinion that that the Equity Raise will be received but given it has not been committed at the date of the financial statements and its commitment is not within the Directors' control, believe that the risk that the equity is not received constitutes a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern such that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

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

DIRECTORS AND OFFICERS

The directors who held office during the period and up to the date of signing the financial statements were as follows:

I McAulay	Resigned as Director 30 June 2022
S Boelen	Resigned as Director 31 July 2022
N Ahmad	Appointed as Director 31 July 2022, Resigned as Director 27 January 2023
W Price	
L Gosden	Appointed as Director 1 July 2022
S Ledger	Appointed as Director 27 January 2023

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 judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

DIRECTORS' RESPONSIBILITIES STATEMENT (continued)

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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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 ought to have taken as a director in order to make him/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.

AUDITOR

Deloitte LLP, have indicated their willingness to continue in office 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
28 July 2023

INCOME STATEMENT FOR THE YEAR ENDED 31 MARCH 2023

	Note	**Year ended 31 March 2023 £m**	Year ended 31 March 2022 £m
Continuing operations			
Operating costs		**(0.4)**	(0.2)
Operating loss		**(0.4)**	(0.2)
Finance income	6	**32.6**	32.1
Finance costs	7	**(33.2)**	(33.3)
Fair value gains on derivative financial instruments	15	**5.0**	3.4
Net finance income		**4.4**	2.2
Profit before taxation	8	**4.0**	2.0
Tax on profit	9	**(0.8)**	(0.4)
Profit for the financial year		**3.2**	1.6

The above results relate entirely to continuing operations.

The Notes on pages 12 to 23 form part of these financial statements.

There was no other comprehensive income or losses for the year ending 31 March 2022 and year ended 31 March 2023. Accordingly, no separate statement of comprehensive income is presented.

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

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2023

	Note	**2023 £m**	2022 £m
Non-current assets			
Investments	10	**719.4**	719.4
Other non-current assets	11	**753.3**	738.6
Derivative financial instruments - group	15	**5.3**	0.3
Total non-current assets		**1478.0**	1,458.3
Current assets			
Other receivables	12	**1.9**	2.4
Cash and cash equivalents	13	**39.1**	55.0
		41.0	57.4
Total assets		**1,519.0**	1,515.7
Current liabilities			
Other payables	14	**(35.0)**	(35.1)
Non-current liabilities			
Borrowings: amounts falling due after one year	16	**(703.1)**	(702.9)
		(703.1)	(702.9)
Total liabilities		**(738.1)**	(738.0)
Total net assets		**780.9**	777.7
Equity			
Called up share capital	17	**45.7**	45.7
Share premium account	18	**730.7**	730.7
Retained earnings	19	**4.5**	1.3
Total equity		**780.9**	777.7

The financial statements of Greensands Finance Limited (Registered No. 11493345) on pages 9 to 23 were approved by the Board of directors and authorised for issue on 28 July 2023. They were signed on its behalf by:

S Ledger
Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

	Called up share capital (Note 17) £m	Share premium account (Note 18) £m	Retained earnings (Note 19) £m	Total £m
Balance at 31 March 2021	**44.7**	**144.8**	**(0.3)**	**189.2**
Profit for the financial year and total Comprehensive income	-	-	1.6	1.6
Issue of share capital	1.0	585.9	-	586.9
Balance at 31 March 2022	**45.7**	**730.7**	**1.3**	**777.7**
Profit for the financial year and total Comprehensive income	**-**	**-**	**3.2**	**3.2**
Balance at 31 March 2023	**45.7**	**730.7**	**4.5**	**780.9**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

1 General Information

Greensands 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 registered office is given on page 1. The nature of the company’s operations and its principal activities are set out in the report of the directors on page 4.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

The financial statements contain information about Greensands Finance Holdings Limited as an individual company. 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 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 21.

2 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.

3 Significant accounting policies

Basis of accounting

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’.

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.

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 from the sale of 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 as if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis, except leasing transactions that are within the scope of IFRS 16 ‘Leases’, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 ‘Inventories’ or value in use in IAS 36 ‘Impairment of Assets’.

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
- Level 3 inputs are unobservable inputs for the asset or liability.

3 Significant accounting policies (continued)

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 company is part of the MidCo group of companies which expect to receive £75 million of new equity by the end of October 2023, as part of a £550 million equity raise for the whole group. Opening cash reserves of the MidCo group of companies of £11.6 million plus the expected new equity are sufficient to fund MidCo debt service for a period of at least 12 months from the date of signing the financial statements.

The ultimate shareholders of the company have indicated their support for the group and are believed to be at an advanced stage of the equity process, but the receipt has not been committed at the date of signing these financial statements.

The Directors are of the opinion that that the Equity Raise will be received but given it has not been committed at the date of the financial statements and its commitment is not within the Directors' control, believe that the risk that the equity is not received constitutes a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern such that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

However, notwithstanding the material uncertainty above, on the basis of their assessment of the company's overall financial position, and the group's ability to raise new finance, they continue to adopt the going concern basis of accounting in preparing the annual financial statements, further details can be found in the Directors' Report on page 4.

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 21.

Investments, interest payable and similar income and expenses

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

Financial instruments

IFRS 9 contains requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) impairment for financial assets and 3) general hedge accounting. In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires companies to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

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 the income statement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

3 Significant accounting policies (continued)

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

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.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset’s carrying amount and the present value of estimated future cash flows, discounted at the financial asset’s original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

(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.

(iv) Investments in subsidiaries

Investments held as non-current assets, including investments in subsidiaries, are stated at cost, less, where appropriate, provision for any 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

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 2023 (continued)

3 Significant accounting policies (continued)

Taxation

Taxation in the income statement represents the sum of the tax currently payable and deferred tax.

Current taxation is based on the result 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 reporting date.

Deferred taxation is net 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 reporting 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.

4 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 3 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.

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

(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. Therefore there is no impairment recognised in the financial statements.

Regulatory returns are sensitive to the actual performance of Southern Water Services Limited, the only operating company in the group.

*Regulatory returns are the returns that SWS Ltd. generates through operating the regulatory business for stakeholders in comparison to its regulated equity, this is driven by the financial performance of SWS Ltd.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

5 Employee information

The Company has no employees (2022: None).

The services of the directors are deemed to be wholly attributable to their services to Greensands Holdings Limited. The total sum of payments received by directors for their services in the year to Greensands Holdings Limited has been recorded in the consolidated financial statements of that company, which are available to the public and can be obtained from the Southern Water website (www.southernwater.co.uk).

The directors received no emoluments during the year in respect of their services to the Greensands Finance Limited.

6 Finance income

	Year ended 31 March 2023 £m	Year ended 31 March 2022 £m
Interest receivable from Southern Water Capital Limited	**32.4**	32.1
External Interest Receivable	**0.2**	-
	32.6	32.1

7 Finance costs

	Year ended 31 March 2023 £m	Year ended 31 March 2022 £m
Interest payable to Greensands Financing Plc	**16.1**	16.1
Interest payable to Greensands Finance Holdings Limited	**14.8**	14.5
Interest payable on loans	**2.3**	2.7
	33.2	33.3

For the terms attached to these loans please refer to note 14 and 16.

8 Profit before taxation

In 2022 and 2023, 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 £125,000 (2022: £90,000).

9 Taxation

	Year ended 31 March 2023 £m	**Year ended 31 March 2022 £m**
Current tax:		
Current year	**(0.8)**	(0.4)
Total current tax charge	**(0.8)**	(0.4)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

9 Taxation (continued)

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

	Year ended 31 March 2023 £m	Year ended 31 March 2022 £m
Profit before taxation	**4.0**	2.0
UK corporation tax rate at 19% (2022: 19%) on profit for the period	**(0.8)**	(0.4)
Permanent differences	**-**	-
Total tax charge for the period	**(0.8)**	(0.4)

Factors that may affect future tax charges
The Spring Finance Bill 2023 confirmed that the main rate of corporation tax increased to 25% from 1 April 2023 (from 19%). All of our deferred assets and liabilities will reverse after 1st April 2023 and therefore this has been calculated at 25% rate.

10 Investments

	Shares in subsidiary undertakings £m
At cost & net book amount:	
At 1 April 2022	719.4
Additions	-
31 March 2023	**719.4**

Subsidiary undertakings

Company	**Class of share capital**	**No shares issued at £1 each**	**% shares held**	**Activity**	**Country of incorporation**	**Registered office**
Greensands Financing Plc	Ordinary	50,000	100%	Holding company	UK	Southern House Yeoman Road Worthing West Sussex BN13 3NX
Southern Water Capital Limited	Ordinary class A Ordinary class B	6,569,100 39,039,391	100%	Holding company	UK	Southern House, Yeoman Road, Worthing, West Sussex, BN13 3NX

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

In September 2021, under an agreement reached with the Greensands Holding Limited’s (GHL) existing shareholders, Macquarie Asset Management acquired a majority stake in GHL, 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 Southern Water Capital Limited for £529.92 per share.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

10 Investments (continued)

By virtue of the company's ownership of Southern Water Capital Limited it also has the following indirect holdings in subsidiary undertakings of the below companies.

Company	Registered Office	Activity
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) 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

11 Other non-current assets

	2023 £m	2022 £m
Loans due from Southern Water Capital Limited		
£140.0 million – 6 month SONIA plus 6.00%/5.25% 2025 (see note (ii)(a), (e) below)	**153.5**	153.3
£95.0 million – SONIA plus 6.00%/5.25% 2026, SONIA +0.02766% plus 5.25% (see note (ii)(b) below)	**101.2**	101.1
£397.4 million – 3.38% to 4.03% 2023 to 2030 (see note (ii)(c) below)	**399.4**	398.9
£49.5 million – 6 month SONIA plus 2.50% 2025 (see note (ii)(d) below)	**49.0**	49.6
Other amounts due from Southern Water Capital (i)	**50.2**	35.7
	753.3	738.6

Notes:

(i) All amounts due from group undertakings after one year are unsecured.

(ii) The following loan funds have been on-lent to Southern Water Capital Limited (SWC) as part of group refinancing:

a. £153.5 million has accrued interest at 5.73% for the year ended 31 March 2023 and the underlying loan has a term of 7 years, maturing in 2025.

b. £101.2 million has accrued interest at 5.96% for the year ended 31 March 2023 and the underlying loan has a term of 7 years, maturing in 2026.

c. £399.4 million has accrued interest across a range of 3.66% to 4.17% for the year ended 31 March 2023 and the underlying loans have terms ranging from 5 to 12 years, maturing between 2024 and 2031.

d. £49.0 million has accrued interest at 2.98% for the year ended 31 March 2023 and the underlying loan has a term of 7 years, maturing in 2025.

(iii) All entities are wholly owned within the group.

12 Other receivables

	2023 £m	2022 £m
Amounts due from group undertakings	**1.9**	2.4
	1.9	2.4

All remaining amounts due from group undertakings are unsecured, interest free and repayable on demand.

All entities are wholly owned within the group.

13 Cash and cash equivalents

	2023 £m	2022 £m
Cash and cash equivalents	**39.1**	55.0

Cash and cash equivalents comprise cash and short-term bank deposits and include £27.5 million of restricted cash which can only be used during a standstill period following an event of default. The carrying amount of these assets is equal to their fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

14 Other payables

	2023 £m	2022 £m
Amounts owed to group undertakings	**34.2**	34.6
Accrued interest	**0.8**	0.5
	35.0	35.1

All amounts payable to group undertakings due within one year are unsecured, interest free and repayable on demand.

All entities are wholly owned within the group.

Accrued interest relates to an external loan. Further details regarding the loan and interest can be found in note 16.

15 Derivative financial instruments

Categories of financial instruments at fair value

	2023 £m	2022 £m
Derivative assets carried at fair value through profit or loss (FVTPL):		
Cross currency swaps – not hedge accounted (group)	**5.3**	0.3
Total derivative financial assets	**5.3**	0.3

Changes in value of financial instruments at fair value	**2023 £m**	2022 £m
Profit for the year has been arrived at after charging:		
Group financial assets at fair value		
Designated as FVTPL	**5.0**	3.4
Fair value gains on derivative financial instruments	**5.0**	3.4

The above derivative reflects a cross currency swap entered into by the company with its wholly owned subsidiary Greensands Financing Plc. The company and Greensands Financing Plc have entered into a swap agreement on exactly the same terms as the external agreement held by Greensands Financing Plc with Sumitomo Mitsui Banking Corporation (SMBC).

The swap was entered into to mitigate the risk of foreign currency exchange rate fluctuations that the company is exposed to having raised a proportion of debt in US Dollars (USD). The swap allows the company to pay interest and the principal amount on maturity at a fixed exchange rate thereby removing uncertainty.

The valuation of the over the counter (OTC) swap has been provided by SMBC using their pricing model and method. As at 31 March 2023 the swap was in the money for the company due to GBP weakening against the USD from inception of the related loans at 31 October 2018 to 31 March 2023.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

16 Borrowings: amounts falling due after one year

	2023 £m	2022 £m
Loans from Greensands Financing Plc		
- £175.0 million – Note purchase agreement 2025 - 4.06%	**174.4**	174.2
- £25.0 million – Note purchase agreement 2025 – 3.85%	**24.9**	24.8
- £75.0 million – Note purchase agreement 2028 - 4.09%	**74.4**	74.3
- £52.0 million – Note purchase agreement 2030 - 4.16%	**51.6**	51.6
- £35.3 million – Note purchase agreement 2023 - 3.66%	**35.2**	35.1
- £19.6 million – Note purchase agreement 2025 - 3.89%	**19.5**	19.5
- £19.5 million – Note purchase agreement 2028 - 4.17%	**19.4**	19.4
Total loans and borrowings from Greensands Financing Plc (See note (iii) below)	**399.4**	398.9
Loans from Greensands Finance Holdings Limited		
- £140.0 million – 6 month SONIA plus 6.00%/5.25% 2025 (see note (ii) below)	**153.5**	153.3
- £95.0 million – SONIA plus 6.00%/5.25% 2026, SONIA +0.02766% plus 5.25% (see note (ii) below)	**101.1**	101.1
Total loans and borrowings from Greensands Finance Holdings Limited	**254.6**	254.4
Loans and other borrowings (note (i) below)		
- £50 million Facility Agreement 2025 – SONIA plus 2.5%	**49.1**	49.6
	703.1	702.9

Notes:

- (i) The £49.1 million 6 month SONIA plus 2.5% were issued on 29 November 2018 and matures in 2025.
- (ii) All amounts owed to group undertakings are unsecured. Included within this balance are sums of £153.5 million and £101.1 million that have been passed down from the parent company, Greensands Finance Holdings Limited and have been on-lent as part of a group refinancing exercise undertaken during the year. Interest has accrued at 5.73% and 5.96% respectively for the period ended 31 March 2023.
- (iii) This loan relates to funds passed across from the company's subsidiary, Greensands Financing Plc. The balance of £399.4 million has accrued interest across a range of 3.66% to 4.17% for the period ended 31 March 2023 and the underlying loans have terms ranging from 5 to 12 years, maturing between 2023 and 2030.
- (iv) All entities are wholly owned within the group.

	2023 £m	2022 £m
Repayments fall due as follows:		
Between two and five years	**651.5**	557.5
After five years not by instalments	**51.6**	145.4
	703.1	702.9

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

17 Called up share capital

	2023 £m	2022 £m
Authorised, allotted, called up and fully paid:		
6,569,100 (2022: 6,569,100) ordinary A shares of £1 each	**6.6**	6.6
39,039,391 (2022: 39,039,391) ordinary B shares of £1 each	**39.1**	39.1
	45.7	45.7

In September 2021, 1,000,000 ordinary A shares with a nominal value of £1,000,000 was issued for cash for £586.90 per share. The consideration received by the company was £586,895,027 with a proportion of the share issues attracting a premium as disclosed below in Note 18.

Each ordinary A and B share carries the right to vote on a poll. The right to vote is determined by reference to the register of members. All dividends shall be declared and paid according to the amounts paid up on the shares. The shares do not carry any rights as respects to capital to participate in a distribution (including on a winding-up) other than those that exist as a matter of law. The shares are not redeemable.

18 Share premium

	2023 £m	2022 £m
Share premium account	**730.7**	730.7

Ordinary A shares issued during the period attracted a premium of £585.90 per share.

19 Retained earnings

	2023 £m	2022 £m
Balance brought forward at 1 April	**1.3**	(0.3)
Profit for the financial year	**3.2**	1.6
Balance carried forward at 31 March	**4.5**	1.3

20 Contingent liabilities

The company is party to a cross group guarantee whereby it provides a guarantee over the borrowings of Greensands Finance Plc and Greensands Finance Holdings Limited.

21 Ultimate parent and controlling party

The immediate parent undertaking is Greensands Finance Holdings 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023 (continued)

21 Ultimate parent and controlling party (continued)

Macquarie Asset Management (through a Macquarie group company, Mscif Wight Bidco Limited) as the major shareholder in the consortium of investors owning Greensands Holdings Limited, 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.

22 Post balance sheet events

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

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

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Greensands Finance Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2023 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 22.

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.

Material uncertainty relating to going concern

We draw attention to note 3 in the financial statements, which indicates that the Greensands Finance Limited is part of the Midco subgroup of the group headed by Greensands Holding Limited (GSH). Its fellow subsidiary Southern Water Services Limited (SWS) is the only trading entity within GSH group and hence all other group companies ultimately rely on SWS's financial performance to generate cash in order to meet their liabilities as they fall due. GSH group requires additional equity totalling £550m to have sufficient liquidity over the going concern period, which has not been committed at the date of signing the financial statements. In its financial statements issued on 7 July 2023, SWS identified this as a material uncertainty with respect to going concern. As stated in note 3, these events or conditions, along with the other matters as set forth in note 3, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

Our 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.

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

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.

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 and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

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 UK Companies Act, pensions legislation, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

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.

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

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

- reviewing 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;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in house legal counsel concerning actual and potential litigation and claims; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

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

In the light of the knowledge and understanding of the 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.

Lucy Openshaw FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP, Statutory Auditor
London, United Kingdom
28 July 2023