

**SW (FINANCE) II LIMITED**

**ANNUAL REPORT**

**AND**

**FINANCIAL STATEMENTS FOR THE PERIOD**

**FROM 13 OCTOBER 2021 to 31 MARCH 2023**

## SW (FINANCE) II LIMITED

### COMPANY INFORMATION

The company is a private company limited by shares.

#### **Directors**

Lawrence Gosden  
Richard Manning

#### **Company secretary**

Richard Manning

#### **Registered office**

Southern House  
Yeoman Road  
Worthing  
West Sussex  
BN13 3NX

#### **Bankers**

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

#### **Auditor**

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

#### **Registered number**

13677558

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED

31 MARCH 2023

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## SW (FINANCE) II LIMITED

### STRATEGIC REPORT FOR THE PERIOD ENDED 31 MARCH 2023

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

SW (Finance) II Limited ('the company') (Registered No. 13677558) 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 financing company holding loan notes with SW (Finance) I PLC.

The company did not trade during the period, and there is no intention for it to trade in the future. The company's activity was in relation to holding loan notes with SW (Finance) I PLC.

### KEY PERFORMANCE INDICATORS

SW (Finance) II Limited acts as a financing company for SW (Finance) I PLC 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.

### REVIEW OF THE BUSINESS

The company was incorporated on 13 October 2021. References to the current period represent results for the long period from the date of incorporation to 31 March 2023.

The company did not trade during the period, and there is no intention for it to trade in the future. However, the company will continue to act as a financing company, holding loan notes with SW (Finance) I PLC.

During the period the company had finance income of £56.6m from its loan to SW (Finance) I PLC and finance costs of £56.6m on its long-term borrowings during the period.

No interim dividends were paid during the period. The directors have not declared a final dividend for the period. The directors have not declared a final dividend for the period ended 31 March 2023.

The company has net assets of £nil comprising its loans to SW (Finance) I Plc of £612.8m, offset by long-term borrowings of £612.8m.

### 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 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 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://www.southernwater.co.uk/media/8843/annualreportandfinancialstatements23.pdf>.

### 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, liquidity and RPI risks. The Board has approved policies for the management of these risks. The company does not use derivative financial instruments for speculative purposes.

The company also notes that the withdrawal of the United Kingdom from the European Union will increase uncertainty around these risk areas in the short-term.

## SW (FINANCE) II LIMITED

### STRATEGIC REPORT FOR THE PERIOD ENDED 31 MARCH 2023 (continued)

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

##### 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). Interest rate derivatives are used to manage the overall interest rate profile within the company policy, which is to maintain a higher proportion of net debt at fixed rates of interest having regard to the prevailing interest rate outlook.

##### Liquidity risk

The company raises funds, as required, to ensure that it has sufficient cash and/or facilities to fund the business of Southern Water Services Limited ('SWS') for the next twelve months. Amounts raised are passed to SW (Finance) I PLC and then on to SWS on identical terms. SWS guarantees the company's obligations under these arrangements.

##### RPI risk and sensitivity analysis

The principal market risks are interest rates and movements in RPI. Interest rates are currently either fixed or fully effective swap instruments are in place to swap floating rates for fixed. RPI impacts indexation, however annual indexation credited to interest income is the same as that charged to interest expense, so there is no impact on the company's profit or loss.

#### 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 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 company not engaged in any trade.

The company's parent 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://www.southernwater.co.uk/media/8843/annualreportandfinancialstatements23.pdf>. Southern Water Services Limited is expected to continue in operational existence for the foreseeable future.

Approved by the Board and signed on its behalf by:

Richard Manning  
Director  
28 July 2023

## SW (FINANCE) II LIMITED

### DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2023

The directors of SW (Finance) II Limited (Registered No. 13677558) present their annual report and the audited financial statements for the period ended 31 March 2023. This is the first period of accounts since incorporation on 13 October 2021.

### PRINCIPAL ACTIVITIES

The company holds loan notes with SW Finance I PLC.

### STRATEGIC REPORT

The information that fulfils the requirement of the Strategic Report can be found on pages 1 to 2.

### FUTURE DEVELOPMENTS

The information regarding future developments of the company can be found in the Strategic Report on pages 1 to 3.

### EVENTS AFTER THE STATEMENT OF FINANCIAL POSITION DATE

On 7 July 2023 Fitch announced its decision to downgrade the Class A Unwrapped Debt of fellow subsidiary company SW (Finance) I Plc 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. A Trigger Event under the Common Terms Agreement, which governs the company's banking arrangements, restricts the payment of dividends and requires the preparation of a remedial plan for the company's lenders. SW (Finance) I Plc has obtained a waiver from its lenders to continue to access permitted financial indebtedness to refinance the business in the event of a downgrade Trigger Event.

### RESULTS AND DIVIDENDS

During the period the company had finance income of £56.6m from its loan to SW (Finance) I Plc and finance costs of £56.6m on its long-term borrowings during the period.

No interim dividends were paid during the period. The directors have not declared a final dividend for the period. The directors have not declared a final dividend for the period ended 31 March 2023.

### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Financial Risk Management Policy is included in the Strategic Report which can be found on pages 1 to 3.

### STREAMLINED ENERGY AND CARBON REPORT

The company is exempt from producing the Streamlined Energy and Carbon Report (SECR) by virtue of the fact it is non-trading and does not directly consume energy. The 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](http://www.southernwater.co.uk)).

### DIRECTORS

The directors who served during the period and up to the date of signing, unless otherwise stated, were:

Richard Manning (appointed 13 October 2021)

Lawrence Gosden (appointed 1 July 2022)

Ian McAulay (appointed 13 October 2021 and resigned 30 June 2022)

The company secretary in the period and at the date of signing was Richard Manning.

## SW (FINANCE) II LIMITED

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

#### 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.

SW (Finance) II Limited is a company within the Greensands Holdings Limited group of companies. These companies exist to support the only operating company within the group, Southern Water Services Limited (SWS), which is the parent company of SW (Finance) II Limited.

No trading activity is carried out by SW (Finance) II Limited, which is therefore dependent upon SWS to support its existence.

SWS disclosed a material uncertainty with respect to going concern in its annual report and accounts for 2022–23, connected to the expected receipt of £375 million as part of a £550 million equity raise to support the overall group.

SWS is expected to be in a Trigger Event until at least March 2025, due to a credit ratings downgrade, the consequence of which is that it is not permitted to make distributions to parent companies.

If the £550 million Equity Raise is successful, then the Directors believe that SWS will have sufficient liquidity over the going concern period to execute its business plan, and 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, SWS will need to develop a new plan, although the company will have sufficient liquidity over the going concern period to meet its financial commitments.

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.

#### DIRECTOR'S INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

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), 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; 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.

**SW (FINANCE) II LIMITED**

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

**STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the 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 s418 of the Companies Act 2006.

**INDEPENDENT AUDITOR**

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

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



Richard Manning  
**Company Secretary**  
28 July 2023



**SW (FINANCE) II LIMITED**

**INCOME STATEMENT FOR THE PERIOD ENDED 31 MARCH 2023**

	Notes	Period ended 31 March 2023 £m
<b>Continuing operations</b>		
Administrative expenses		-
<b>Result before interest and taxation</b>		-
Finance income	6	56.6
Finance costs	7	(56.6)
<b>Net finance (expense)/income</b>		-
<b>Result before taxation</b>	5	-
Tax	8	-
<b>Result for the financial period</b>		-

The above results relate entirely to continuing operations.

The Notes on pages 8 to 14 form part of these financial statements.

There have been no recognised gains or losses for the current or the prior financial period other than as stated in the income statement and, accordingly, no separate statement of comprehensive income is presented.

**SW (FINANCE) II LIMITED**

**STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2023**

	Notes	2023 £m
<b>Non-current assets</b>		
Loans and receivables	9	<u>783.3</u>
		<b>783.3</b>
<b>Current assets</b>		
Cash and cash equivalents	10	<u>-</u>
		-
<b>Total assets</b>		<u><b>783.3</b></u>
<b>Non-current liabilities</b>		
Borrowings: amounts falling due after one year	11	<u>(783.3)</u>
		<b>(783.3)</b>
<b>Total liabilities</b>		<u><b>(783.3)</b></u>
<b>Net assets</b>		<u><b>-</b></u>
<b>Equity</b>		
Called-up share capital	12	-
Share premium	13	<u>-</u>
<b>Total equity</b>		<u><b>-</b></u>

The financial statements of SW (Finance) II Limited (Registered No. 13677558) were approved by the Board of directors and authorised for issue on 28 July 2023. They were signed on its behalf by:



Richard Manning  
**Director**

**SW (FINANCE) II LIMITED**

**STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2023**

	Called up share capital £m (Note 12)	Share premium £m (Note 13)	Total £m
<b>On incorporation 13 October 2021</b>	-	-	-
Share capital issued on incorporation	-	-	-
Share issue in period	-	-	-
Result for the financial period and total comprehensive result	-	-	-
<b>Balance at 31 March 2023</b>	<u>-</u>	<u>-</u>	<u>-</u>

## SW (FINANCE) II LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2023

#### 1 General information

SW (Finance) II Limited 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 the Company Information page. The nature of the company's operations and its principal activities are set out in the business review on page 2.

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

#### 2 Adoption of new and revised Standards

There are no new major standards applicable for the period ended 31 March 2023. A number of amendments however are effective for periods beginning from 1 January 2022. These changes had no impact on the company's financial statements.

#### 3 Significant accounting policies

##### Basis of accounting

The company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council (FRC). Accordingly, the company prepared its financial statements 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, financial instruments, fair value measurement, standards not yet effective capital management, related party transactions and impairment of assets. Where required, equivalent disclosures are given in the group financial statements of Greensands Holdings Limited.

The financial statements have been prepared on the historical cost basis, except for financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below. 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 for measurements that have some similarities to fair value but are not fair value, such as 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; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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

**3 Significant accounting policies (continued)**

**Going concern**

The directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the company has adequate resources to continue in operational existence for at least 12 months following the approval of these financial statements.

This review has included consideration of the material uncertainty, reported in the going concern statement of Southern Water Services Limited and the proposed Equity Raise of £550 million for the whole group.

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 17.

**Financial Instruments**

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 and receivables**

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are 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 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 differences 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.

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

**3 Significant accounting policies (continued)**

**Financial assets (continued)**

**(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**

Fixed rate interest-bearing borrowings are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with the 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.

The carrying value of index-linked debt instruments is adjusted for the annual movement in the retail price index. The change in value arising from indexation is charged or credited to the profit and loss account in the year in which it arises.

Premiums and proceeds from gilt lock agreements received on issue of debt instruments are credited to the profit and loss account over the term of the debt at a constant rate on the carrying amount.

**Derecognition of financial liabilities**

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

**Taxation**

The taxation charge in the profit and loss account is based on the company being considered a securitisation company under the UK 'Taxation of Securitisation Companies Regulations 2006' (SI 2006/3296). Therefore, the company does not calculate its UK corporation tax based on its accounting profit or loss. Instead the company applies current tax rates to its retained profits as specified in the documentation governing the securitisation transaction into which the company has entered.

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 balance sheet date.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is regarded as probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

**Interest income, interest payable and similar income and charges**

Interest income, interest payable and similar income and charges are recognised on an accruals basis. The policy for interest income and expense is detailed in the financial instruments policy.

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

**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 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.

**Key sources of estimation uncertainty**

**Impairment**

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 financial assets have been affected. Following their review the directors concluded that no impairment to the carrying value of financial assets at 31 March 2023.

**Critical judgements in applying the company's accounting policies**

The company has no critical judgements, apart from those involving estimations, that are applied in the preparation of the financial statements.

**5 Result before taxation**

The company had no employees, other than the directors, during the period ended 31 March 2023.

In 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.

The services of the directors are deemed to be wholly attributable to their services to SWS. Accordingly no details in respect of the emoluments paid to the directors are included here as they are fully disclosed in the financial statements of SWS.

**SW (FINANCE) II LIMITED**

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

**6 Finance income**

	<b>2023 £m</b>
Interest on loans to group undertakings	11.8
Indexation	44.8
	<b>56.6</b>

**7 Finance costs**

	<b>2023 £m</b>
Loan interest	11.8
Indexation	44.8
	<b>56.6</b>

**8 Tax**

	<b>2023 £m</b>
<b>Tax</b>	
UK corporation tax	-
Tax (credit)/charge on result	-
	-

No deferred tax arose during the period to 31 March 2023.

The tax assessed for the period is different to the standard rate of corporation tax in the UK due to the following factors:

	Period ended 31 March 2023 £m
<b>Result before taxation</b>	-
UK corporation tax rate at standard rate of tax of 19% on result for the period	-
<b>Tax charge for period</b>	-

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%.



## SW (FINANCE) II LIMITED

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

#### 9 Loans and receivables

Under the loan agreement between SW (Finance) I Plc and SW (Finance) II Limited, SW (Finance) II Limited on-lends to SW (Finance) Plc an amount equal to each bond or other debt raised externally at the same interest rate. These loans have the same repayment terms as the external and intercompany loans disclosed in note 13.

	<b>2023</b> <b>£m</b>
Loans and receivables from parent undertaking	<b>783.3</b>

Loans and receivables are measured at amortised cost using the effective interest rate method.

#### 10 Cash and cash equivalents

Cash at bank of £1 relates to payment for share capital.

#### 11 Total loans and other borrowings

	<b>2023</b> <b>£m</b>
<b>Loans and other borrowings</b>	
Artesian £165m 4.076% index linked 2033	415.3
Artesian £156.5m 3.635% index linked 2032	368.0
<b>Total loans and other borrowings</b>	<b>783.3</b>
 <b>Borrowings: falling due within one year</b>	 <b>-</b>
<b>Borrowings: falling due after one year</b>	<b>783.3</b>

These loans are guaranteed and secured pursuant to a guarantee and security agreement (the Security Agreement). The agreement is over the entire property, assets, rights and undertaking of each of Southern Water Services Limited, SW (Finance) I Plc, SW (Finance) II Limited, SWS Holdings Limited, and SWS Group Holdings Limited. In the case of Southern Water Services Limited, this is to the extent permitted by the Water Industry Act 1991 and Licence.

	<b>2023</b> <b>£m</b>
<b>Repayments fall due as follows:</b>	
Between one and two years	-
Between two and five years	-
After five years not by instalments	783.3
 On demand or within one year not by instalments	 <b>-</b>
	<b>783.3</b>

## SW (FINANCE) II LIMITED

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

#### 12 Called-up share capital

Ordinary Shares of £1 each	2023 Number	2023 £
<b>Allotted:</b>		
On incorporation	1	1
Issued 30 September 2022	1	1
<b>At 31 March 2023</b>	<b>2</b>	<b>2</b>
<b>Allotted, called-up and fully paid:</b>		
On incorporation	1	1
New share issue 30 September 2022	1	1
<b>At 31 March 2023</b>	<b>2</b>	<b>2</b>

#### 13 Share premium

	2023 £
On incorporation	-
Issued 30 September 2022	37,589
<b>At 31 March 2023</b>	<b>37,589</b>

#### 14 Ultimate holding company and related party transactions

The immediate parent undertaking is Southern Water Services 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.

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.

#### 15 Capital instruments

The company's objective when managing capital is to maintain a positive value of capital employed to safeguard the company's ability to continue as a going concern, so that it can continue to provide finance for its parent company, Southern Water Services Limited.

No specific value of capital, or capital ratio, is required to be maintained.

#### 16 Events after the statement of financial position date

On 7 July 2023 Fitch announced its decision to downgrade the Class A Unwrapped Debt of fellow subsidiary company SW (Finance) I Plc 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. Further details regarding the implications of a Trigger Event can be found on page 4.

## SW (FINANCE) II LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SW (FINANCE) II LIMITED

#### Report on the audit of the financial statements

##### Opinion

In our opinion the financial statements of SW (Finance) II 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 result 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 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.

##### Material uncertainty relating to going concern

We draw attention to note 3 in the financial statements, which indicates that the SW (Finance) II Limited is part 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 AUDITOR'S REPORT TO THE MEMBERS OF SW (FINANCE) II 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](http://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.

## SW (FINANCE) II LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SW (FINANCE) II 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