

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS

YEAR ENDED 31 MARCH 2012

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS for the year ended 31 March 2012

The Company was appointed by the Secretary of State for the Environment as a Water Undertaker under the Water Act 1989 and is required to comply with Conditions set out in its Instrument of Appointment ("the Licence").

The regulatory information that follows has been prepared in accordance with Condition F of the Licence and Regulatory Accounting Guidelines issued by the Water Services Regulation Authority (Ofwat). These financial statements have been prepared for use by Ofwat. They may not be appropriate for any other purpose. As required by Ofwat, they do not correspond with the Statutory Annual Report and Accounts particularly in respect of infrastructure renewals accounting.

The accompanying Historical Cost and Current Cost Accounting Statements were approved by a Committee of the Board on 11 July 2012.

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OPERATING AND FINANCIAL REVIEW

This Operating and Financial Review is based on the Chairman's Statement and the Directors' Report and Business Review included in the Company's Statutory Annual Report and Accounts for the year ended 31 March 2012, but adapted to remove some specific disclosures and include additional commentary relevant to the Regulatory Accounts.

BUSINESS STRATEGY AND OBJECTIVES

The company's objective is **'to meet our customers' expectations by providing an outstanding water service in a sustainable and affordable way'**.

To achieve this objective the company's key tasks are to:

- provide a safe and reliable supply of water
- deliver comprehensive high quality service
- create value by operating as efficiently as possible and outperforming regulatory targets
- act in a reasonable and sustainable manner
- make the company a great place in which to work.

The company is a regulated business and subject to economic regulation by the Water Services Regulation Authority ("Ofwat") through a price cap mechanism, whereby the prices the company can charge for the majority of its services are limited to increases in inflation plus or minus a K factor (RPI+/-K). Price limits, the 'K' factors, are currently reviewed every five years. The result of the last review, covering the five years 2010-15, was announced in August 2010.

The water industry is subject to a range of UK and EU legislation, with operational and service standards being tightened on a regular basis. The company's performance is monitored by three main regulators - Ofwat for levels of service to customers, the Environment Agency (EA) for environmental protection, and the Drinking Water Inspectorate (DWI) for drinking water quality.

Draft Water Bill

The UK Government intends to publish a draft Water Bill later in 2012 for pre-legislative scrutiny that will incorporate many of the measures published on 8 December 2011 in its 'Water for Life', Water White Paper. The draft bill was announced in the Queen's Speech on 9 May 2012.

The draft bill includes a package of reforms to the water sector in England to make the existing competition regime work more effectively. This builds on the recommendations in professor Martin Cave's 'Review of Competition and Innovation in Water Markets in England and Wales', published in 2009. The reforms include:

- expanding the size of the market by enabling all business and public sector customers to switch suppliers;
- working with the Scottish Government to establish a cross border market for water and sewerage services;
- extending the existing Water Supply Licensing regime to sewerage services; and
- reforming the existing cost principle for the calculation of access prices to allow for efficient market entry.

GOING CONCERN

In assessing the going concern basis, the directors have considered the cash flow and financial ratios projections of the company for the foreseeable future.

The key risks to the company are regulatory requirements and developments, operational events and performance problems. The company is well placed to respond to the near future events, with cash and cash deposits of £72.3m and a £30m unutilised committed borrowing facility.

The company is not immune to the continuing financial market uncertainties in the medium term, which have the potential to impact its ability to obtain appropriate financing to deliver the current and future capital programmes.

The directors report that, after making enquiries, they have concluded that the company has adequate resources or the reasonable expectation of raising further resources as required to continue in operation for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the accounts.

RISK AND UNCERTAINTY

The key risks and uncertainties that the company faces include:

Operational

- contamination or interruption of water resources and/or supplies;
- failure of key assets to maintain expected outputs, adversely affecting the ability to maintain supplies to customers;
- climate/weather pattern change affecting resource availability and/or customer demand;
- retention and recruitment of key staff;
- serious health and safety related accidents; and
- interruptions in the supply of key elements of the value chain like chemicals or power.

Regulatory

- failure to meet existing regulatory requirements which could result in penalties or enforcement action by Ofwat, the EA or the DWI;
- increased costs of meeting regulatory requirements;
- impact of legislative changes including those related to environmental or drinking water quality requirements;
- significant development of competition within the water sector;
- impact of future periodic and/or interim determinations of price limits by Ofwat; and
- changes in Instrument of Appointment (“the Licence”) imposed by the regulator.

Financial

- loss of major customers as a result of closure of their facilities;
- reduction in consumption by major customers;
- pensions - funding requirements of the scheme are subject to a range of factors including longevity assumptions, investment allocation and investment returns. Additionally changes in pension regulations could have a significant impact on future company contributions;
- worsening debt collection experience, particularly in relation to household debt, giving rise to increasing levels of bad debts;
- inflation or deflation affecting operating costs, the capital investment programme and index-linked debt;
- failure to meet banking covenants;
- future increases in energy and chemical prices;
- changes in the taxation regime; and
- financial markets turmoil impacting the ability to raise additional future financing.

The company has a range of risk management strategies to mitigate the impact of these risks and uncertainties. For certain limited events it would be able to seek from Ofwat an increase in price limits to meet additional costs that could not have been avoided by prudent management action.

Financial risk management policies are further discussed in note 16 to the Statutory Accounts.

DEVELOPMENT AND OPERATIONAL PERFORMANCE OF THE BUSINESS DURING THE YEAR

Introduction

This year has seen a change in the ownership of the company with Agbar selling a controlling interest whilst retaining substantial stake and committing to contribute to the continued success of the company. Agbar continues to have the same level of involvement in running the operations of the company.

On 5 October 2011, CSE Water UK Ltd, the UK subsidiary of Capstone Infrastructure Corporation ("Capstone"), a Canadian infrastructure company, purchased 70% of the equity of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd).

Further on 10 May 2012 Capstone sold an indirect share of 20% in the company to Itochu Corporation of Japan ("Itochu"), a company incorporated in Japan.

We welcome Capstone's and Itochu's infrastructure investment and management expertise and view this as a strong partnership for the future, alongside the expertise brought by Agbar to the business.

Capital programme

During the year the company invested £60.4m (2011: £23.9m) on capital expenditure, the largest level of annual expenditure ever. This was the second year of the current five-year regulatory period in which we are committed to a £260m capital programme, the largest in the company's history. Significant progress has been made, however, the overall capital programme set out in our final determination is still behind schedule. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the Competition Commission ("CC").

Many projects are now fully underway including:

- a £22m scheme for the renovation of 58km of the strategic mains network including that from our Barrow treatment works which supplies large parts of Bristol and North Somerset;
- a new 7km strategic main between Banwell and Hutton, supplying water to Weston-super-Mare;
- a new 10.5km pipeline being laid through the heart of the city of Bristol. The project, called the Bristol Resilience Scheme, will bring security of supply to over 150,000 consumers who currently rely on a single source for their supply. This challenging project involves construction of a 700mm pipe in a very busy city environment. A considerable effort has been made by the company to engage with all the stakeholders involved in this project to ensure its construction runs as smoothly as possible, with the minimum disruption for the public. The project has progressed well and is on schedule to be complete by Spring 2013; and
- a programme to enhance the treatment process at four treatment works by the installation of ultra-violet disinfection equipment.

Additionally, a decision was made on the preferred site for the construction of the proposed second Cheddar reservoir. Work has begun on all the activities that need to be undertaken for the planning application. The company remains committed to full public consultation throughout.

Business process efficiency initiative

The company is engaged in a company-wide programme to identify and design business improvements across the organisation. Under the banner 'improving by simpler and better working', the work incorporates the following key tasks:

- further improving the way the company talks to customers; manages assets; and processes and handles data across our IT systems;
- implementing the best in class procurement strategies;
- and further improving the overall performance by recognising individual performance and rewarding its contribution.

Resources

We began the financial year with our reservoir levels at 85% full, some 13% below our average. This followed an exceptionally dry financial year 2011. The company acted with a clear strategy to manage resources carefully. Less water was taken from the Mendip Lakes by using the company's flexible network and other resources, this resulted in additional water pumping and treatment costs. A strong campaign was initiated to encourage customers to use water wisely and save resources. The helpful response of our customers to this campaign combined with the increased work on leakage reduction, mentioned further below, and the on-going network renovation programme helped to lower the volume of water put into supply. This allowed our resources, although still low, to remain above any trigger points that would have initiated the possibility of any usage restrictions. The summer proved wetter and colder than forecast which kept our resource position stable. The end of the financial year 2012 saw a dry pattern, similar to the end of the financial year 2011, with resources considerably below our average, initiating a similar customer campaign and operating practices. Significant rainfall during April and May 2012 has brought resource levels back up to be more in line with normal operation, lessening the possibility of any restrictions being required later in the year.

Customer Service achievements

All our staff aim to deliver excellent levels of customer service. Over the past year we have continued to deliver on this aim.

- The Consumer Council for Water (CCW) acknowledged that we had the best performance in the industry for resolving customer complaints after the first contact.
- CCW also recognised us as having the greatest reduction in complaints of all water companies with the level of complaints dropping by 42% over the previous year.
- Our water quality compliance level is 99.96%.
- Our monthly research, which tracks how customers feel about the service they have received after they have contacted us has shown our customer satisfaction levels are 97%.
- Our team has delivered a strong performance against the new Service Incentive Mechanism (SIM), Ofwat's new customer satisfaction measure as further detailed in the Directors' report on pages 9 and 10 of the Statutory Accounts.

Leakage

Bristol Water has always met or bettered its regulatory leakage targets. This year the company's leakage target was set as its lowest ever level, and with our strong commitment to lowering leakage still further and the benefit of a mild winter we recorded the lowest leakage level in the company's history - approximately 15% below our target level.

Leakage targets are set at a level where the overall value of the water lost is balanced out by the costs of increased leakage control activity. Achieving the 15% reduction below our target level required a significant additional effort, and we chose to make it in order to reduce the risk of needing to impose water supply restrictions following a sustained period of dry weather over the past two years.

PR14 – customer consultation process

For the next Price Review (PR14) Ofwat wish to increase customer involvement in the formulation of water companies' Business Plans. We have created a Local Engagement Forum involving representatives of key stakeholders including the Consumer Council for Water, Local Councils, Nature and Environmental Organisations and Customer Representatives.

Following the guidelines from Ofwat, Bristol Water has identified a set of customer supported outcomes through our Strategic Direction Statement customer consultation process and the acceptability of these outcomes will be tested through the Local Engagement Forum with extensive customer research being carried out over an 18 month period. The results of this research will contribute to the Business Plan which will be submitted to Ofwat in March 2014.

Prospects

The key risks to the company are regulatory requirements and developments, and operational conditions outside of company control. The company is well placed to respond to the near future events, but it is not immune to the continuing financial market uncertainties in the medium term, which have the potential to impact its ability to obtain appropriate financing to deliver the current and future capital programmes.

We expect that the results for the year ending 31 March 2013 may include the following material effects:

- an approximate 9.1% increase in prices due to RPI and 'K' factor;
- an increase in the proportion of customers who are metered;
- an increase in chemical and power costs;
- impact of RPI movements on our £157.7m indexed-linked debt; and
- the effects of further substantial capital investment.

BOARD STRUCTURE

Alan Parsons, previously the Managing Director, retired from the business on 30 September 2011. On behalf of the Board we thank Alan for his tremendous contribution over the last twenty years. His responsibilities have been transferred to Luis García, who has been the Chief Executive since 1 April 2009.

With the change of ownership of the company there were several board membership changes. So we welcomed Michael Bernstein (President and Chief Executive Officer of Capstone), Stuart Miller (Executive Vice President, General Counsel and Secretary of Capstone), Michael Smerdon (Executive Vice President and Chief Financial Officer of Capstone), and Jack Bittan (Senior Vice President, Business Development of Capstone), who were appointed non-executive directors on 5 October following the 70% acquisition of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd) by Capstone. Stuart Miller has since resigned from his role which has been taken over by Hajime Ichishi (Project Manager for Itochu) following the sale by Capstone of an indirect share of 20% in the company, as noted above, to Itochu on 10 May 2012.

We also welcome Paul Bourdillon (Deputy Chief Finance Officer of Agbar) who was appointed non-executive director on 5 October 2011.

Three non-executive directors, Juan Antonio Guijarro, Manuel Cermerón and Jordi Valls resigned from the Board on 5 October 2011. We thank all of them for their contribution and support whilst they were with us. As part of the change of ownership arrangements Robert Brito stepped down from the Board as an executive director on 5 October 2011, whilst continuing in his role of the Operations Director for the company.

At the date of this report, for the purpose of Condition P of the companies Instrument of Appointment as a Water Undertaker, the three non-executive directors regarded as independent, are Robert Davis, Peter McIlwraith and Chris Curling.

FINANCIAL PERFORMANCE

The company continues to report under UK GAAP in its Regulatory Accounts, as modified by Ofwat in certain situations.

Summary performance:

	Regulatory Historical Cost Accounts Total		Regulatory Historical Cost Accounts Appointed business		Current Cost Accounts Appointed business	
	2012	2011	2012	2011	2012	2011
	£m	£m	£m	£m	£m	£m
Turnover	107.6	100.2	105.3	97.5	105.3	97.5
Operating costs	(51.2)	(52.1)	(49.1)	(49.7)	(49.1)	(49.7)
Depreciation	(9.7)	(9.3)	(9.7)	(9.3)	(17.8)	(17.3)
Infrastructure renewals charge	(22.2)	(17.4)	(22.2)	(17.4)	(22.2)	(17.4)
Working capital adjustment	-	-	-	-	-	(0.1)
Operating profit	24.5	21.4	24.3	21.1	16.2	13.0
Other net income	0.3	0.4	0.3	0.4	0.3	0.4
Net finance costs	(13.4)	(11.0)	(13.4)	(11.0)	(13.4)	(11.0)
Financing adjustment	-	-	-	-	5.1	7.9
Profit before tax	11.4	10.8	11.2	10.5	8.2	10.3
Taxation	(3.9)	(0.8)	(3.9)	(0.7)	(3.9)	(0.7)
Profit after tax	7.5	10.0	7.3	9.8	4.3	9.6
Capital investment before grants & contributions	60.4	23.9				
Net debt (excluding 8.75% irredeemable cumulative preference shares) at 31 March	193.0	180.4				
Ratio of net debt (excluding 8.75% irredeemable cumulative preference shares): Regulatory Capital Value (RCV)	54%	58%				

Regulated Historical cost performance – Appointed Business

Turnover increased by £7.8m to £105.3m. This 8% increase mainly reflects the combined effect of a 4.7% RPI increase and a K factor of 3.9%.

Operating costs decreased by £0.6m compared to the previous year, from £49.7m to £49.1m. In real terms this represents a decrease of approximately 6.0% (£3.0m). The table below sets out the principal changes in operating costs:

	Change £m
Increase in power costs	0.3
Decrease in bad debt costs	(1.0)
Additional new quality & supply/demand opex	0.4
Carbon reduction commitment	0.5
Competition Commission Appeal costs in 2010/11	(1.8)
Increase in chemical costs	0.4
FRS17 pension charge credit compared to charge last year	(0.3)
Efficiency and other net changes	<u>(1.5)</u>
Real decrease in costs	<u>(3.0)</u>
General inflationary increase in costs	<u>2.4</u>
Total decrease in costs	<u>(0.6)</u>

An important element of our operating cost base is energy. Energy costs for 2011/12 were £6.3m compared to £5.8m in 2010/11 and an inflation-adjusted figure of £6.7m assumed in the Final Determination. Market prices have been lower than assumed in the Final Determination.

Bad debt costs have reduced by £0.8 in 2011/12 from £3.3m to £2.5m (a reduction of £1.0m in real terms). The charge comprises a prior year element, which applies the current residual debt rate to the opening debt, and a current year element. The prior year element of the charge has fallen by £1.1m from £1.0m in 2010/11 to negative £0.1m in 2011/12. This masks the increase in the current year part of the charge of £0.3m from £2.3m to £2.6m.

The carbon reduction commitment is a new levy on the company's carbon footprint of energy effective from 1st April 2011 and payable to the Treasury.

Atypical costs of £1.8m were incurred during the previous year relating to the CC Appeal. There were no atypical costs in 2011/12.

There were no donations to charitable trusts assisting customers or similar funds made during the year.

Historical cost depreciation increased by £0.4m to £9.7m, arising from:

	£m
Assets fully depreciated	(0.6)
Additions	<u>1.0</u>
Net increase	<u>0.4</u>

Infrastructure renewals charge

The infrastructure renewals charge is based upon:

- One fifteenth of the total actual and forecast expenditure between 2010 and 2025
- An adjustment is made to the charge to ensure that there is no pre-payment or accrual at the end of 2025, taking into account:
 1. The opening accrual in 2010
 2. That the charge during 2015-2020 will be based on expenditure between 2015 and 2030
 3. That the charge between 2020-2025 will be based on expenditure between 2020 and 2035
- Forecast expenditure between 2010 and 2035 is based on the current capital programme.

The change from the basis used in 2009/10 is the use of the current capital programme for the forecast expenditure between 2010 and 2035. We believe this is currently our best estimate of future maintenance requirements.

The calculation over a fifteen year period has been used in the regulatory accounts since 2005/06. Prior to that it was calculated over a five year period. In our UK GAAP statutory accounts we have continued to calculate IRC based on IRE for the current five year regulatory period until this year when the fifteen year regulatory period has been adopted.

The method used aims to

- achieve a charge which is consistent in real terms year on year
- bring the accrual at the end of 2025 to nil by incorporating the anticipated changes to the IRC following each AMP period.

At 31 March 2012 there is an accrual of £15.1m (£16.3m 31 March 2011).

The approach we have taken for the Regulatory Accounts:

- Takes a medium term view
- Avoids creation of a non-reversing accrual or prepayment
- Uses the current capital programme values for 2012 onwards as our best indication of future spend.

Current and deferred tax

The current and deferred tax charges are those of the statutory accounts. The regulatory accounts adjustments do not have an effect on the current tax charges and for deferred tax have been treated as permanent timing differences.

The tax charge of £3.9m represents an effective tax rate of 35% on the statutory profit before tax (2011: 11%). The principal reasons for the effective tax rate being higher than the standard corporation tax rate (26%) are:

- increase in tax discounting cost £2.3m, which includes £3.1m increase in opening deferred tax liability resulting from reduction in the UK Gilt rates; and
- recognition of the reduction in tax rate to 24% as of 1 April 2012, which reduces the deferred tax liability by £1.4m on a discounted basis.

Ratio of net debt to Regulatory Capital Value

The ratio of net debt to RCV is lower than previously projected due to lower cumulative capital investment for the current regulatory period. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the CC.

Current Cost Performance

The **net current cost depreciation charge** increased from £17.3m to £17.8m reflecting:

	£m	£m
2010/11 charge		17.3
Inflation		0.6
Assets fully depreciated	(0.9)	
Additions	<u>1.1</u>	
Net increase		0.2
Increased annual amortisation of contributions		<u>(0.3)</u>
2011/12 charge		<u>17.8</u>

The depreciation charge included in the movement on fixed assets is £0.2m higher than the gross charge to the profit and loss account. This is because depreciation on assets which had a nil net book value prior to the revaluation in 2008 and were re-valued and re-lifed, has been charged directly to reserves in line with Ofwat guidance.

The **financing adjustment** has decreased from £7.9m in 2010/11 to £5.1m in 2011/12. This is mainly the effect of the 31 March 2012 RPI at 3.6% being 1.7% lower than the RPI as at 31 March 2011 (5.3%).

TREASURY

The cash position including deposits with banks £72.3m (2011: £79.7m) has only slightly reduced from the previous year despite significant capital expenditure during the year. Most of the current year capital expenditure has been funded by the cash flow from operations during the year.

Net interest charges and indexation in the year totalled £13.4m (2011: £11.0m) and were covered 1.8 times (2011: 1.7 times) by operating profit.

At 31 March 2012 gross debt excluding the 8.75% irredeemable cumulative preference shares was £265.3m (2011: £260.1m) reflecting the increase mainly due to the indexation of index-linked debt.

The company's policy is to maintain a balanced debt portfolio with mainly long dated maturities reflecting the long-term nature of the company's asset base.

The company maintains cash balances and committed credit facilities to meet foreseeable cash flow requirements.

Net debt including the 8.75% irredeemable cumulative preference shares increased to £205.5m from £192.9m at 31 March 2011.

At the year-end net debt excluding the 8.75% irredeemable cumulative preference shares was £193.0m (2011: £180.4m), representing approximately 54% (2011: 58%) of Regulatory Capital Value. This is lower than previously projected due to lower cumulative capital investment for the current regulatory period. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the CC.

This is a key ratio, which is effectively replicated within the company's banking covenants. The range that the company expects to operate within provides a headroom margin to meet adverse impacts from risks and uncertainties.

PENSIONS

Pension arrangements for employees are provided partly through membership of the Water Companies' Pension Scheme (WCPS), which provides defined benefits based on final pensionable pay. The company has a separate section within WCPS for the regulated water business. The Bristol Water section was closed to new employees a number of years ago. Since that closure all new employees are offered membership of a stakeholder pension scheme.

At 31 March 2012 the gross surplus before tax under FRS17 of the company's section of WCPS was £11.9m. This represents a recognised £1.6m increase from the £10.3m surplus at 31 March 2011 and reflects £1.2m favourable actuarial movement and £0.5m deficit contribution paid during the year.

The triennial valuation of the pension scheme as at 31 March 2011 was completed during the year. The total deficit as at 31 March 2011 measured on a long-term scheme funding basis was £2.9m. This represents a funding level of 98.1%. As a result of the Trustee advice, the company made a deficit contribution of £0.5m during the current year and has agreed to make deficit contributions of £0.4m per annum until year ending 31 March 2015. Further the company has also increased the regular contributions for the main sub-section from 21% to 28.9%, and for the alternative benefits sub-section from 10% to 17.6%, of the relevant payroll costs. The next triennial valuation of the pension scheme is due to be completed in March 2014.

DIVIDENDS

The company policy is to pay an annual level of ordinary dividends comprising:

- A base level reflecting the cost of capital allowed by Ofwat in the 5-year determination of price limits, adjusted to reflect actual gearing levels and where appropriate actual performance relative to Ofwat's assumptions.
- An amount equal to the post-tax interest receivable from Bristol Water Holdings UK Ltd, a UK parent company (formerly known as Agbar UK Ltd) in respect of inter-company loans.

During the year the following interim dividends have been paid in respect of the 2012 financial year:

- First interim for the inter-company loan interest element of £1.5m paid in September 2011.
- Second interim base dividend of £4m paid in December 2011.
- Third interim for the inter-company loan interest element of £1.5m paid in March 2012.

In addition, annual dividends of £1.1m (2011: £1.1m) continued to be paid on the irredeemable preference shares. The irredeemable preference shares are shown as debt in the balance sheet, and the dividend is therefore shown as a finance cost in the profit and loss account.

The Board has proposed a final dividend of £4.8m in respect of the year ended 31 March 2012.

CAPITAL STRUCTURE

Details of the issued share capital are shown in notes 14 and 19 to the Statutory Accounts. The company has one class of ordinary shares, which carry no right to fixed income. Each ordinary share carries the right to one vote at general meetings of the company.

There are no specific restrictions on the size of a holding or on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The directors are not aware of any agreements between holders of the company's shares that may result in restrictions on the transfer of securities or on voting rights. No person has any special rights of control over the company's share capital and all issued shares are fully paid. The Articles of Association themselves may be amended by special resolution of the shareholders.

Under its Articles of Association and the Companies Acts, the company has in issue 5,998,025 ordinary shares as disclosed in note 19. All the ordinary shares are owned by Bristol Water Core Holdings Ltd, which is itself a wholly owned subsidiary within CSE Water UK group. In addition, the company has in issue 12,500,000 8.75% irredeemable cumulative preference shares of £1 each, details of which are disclosed in note 14 to the Statutory Accounts.

NON-FINANCIAL PERFORMANCE

The company uses a comprehensive system of Key Performance Indicators (KPIs) to monitor non-financial performance throughout the year. Key measures of performance include:

Years to 31 March	<u>2012</u>	<u>2011</u>	2010
Performance measures			
Ofwat Service Incentive Mechanism (SIM)			
SIM score (out of 100)		81	*
SIM ranking (out of 21 companies)		5 th	*
Customer satisfaction survey	87%	93%	85%
Ofwat overall performance assessment (OPA):			
OPA score (out of 288)		*	282
OPA ranking (out of 21 companies)		*	9 th

* OPA was replaced by the new Ofwat Service Incentive Mechanism (SIM) introduced from 1 April 2010.

Financial year 2012 results will be published by Ofwat later this year.

The English and Welsh water companies operate to very high quality and service levels and relatively small differences in performance can have a significant impact on the Ofwat performance measures.

	Units	Notes	2012	2011
Environment				
Excavated materials sent to recycling facilities	Tonnes		29,418	16,391
Average energy used to supply 1ML of water	KwH	1,2	862	826
Emission of greenhouse gases in total to supply 1 ML of water	Tonnes of CO ₂ e	1,2,3	0.495	0.471
Compliance with EA abstraction licences			100%	100%
Status of SSSIs – percentage favourable			100%	100%
Social				
Security of supply index			100%	100%
Water quality compliance		4,5	99.96%	99.97%
Employees				
Turnover rate			2.5%	3.8%
Accidents reportable to HSE	No.	4	1	-
Assets				
Percentage of properties with interruptions to supply greater than six hours			0.34%	0.16%
Loss of water from supply network	MI/d	6	43.1	50.3

- Notes:
- 1 ML = megalitres (1 megalitre = 1000 cubic metres)
 - 2 The increase in energy and associated CO₂ in 2012 is due to the lack of rainfall during the year, which required the company to make greater use of water from the Gloucester-Sharpness canal. This source requires more energy to treat and supply than other sources which are available during periods of normal rainfall.
 - 3 CO₂e refers to "CO₂ equivalent" meaning that all emissions have been accounted for in a standard format.
 - 4 Based on 12 months to 31 December ending in the relevant accounting period
 - 5 Water quality is based on mean zonal compliance data
 - 6 MI/d = megalitres per day

CORPORATE SOCIAL RESPONSIBILITY

The company is committed to acting in a responsible and sustainable manner, and seeks to be a leading example of good environmental management.

Environment

The water industry has a range of impacts on the environment: effective management of these is essential for the industry to be sustainable in the long term. By reference to a range of sustainability measures developed by Water UK (the trade body for water companies in England and Wales), the company performs well compared with its peer group.

We:

- were the top-performing water-only company in the new Carbon Reduction Commitment Energy Efficiency Scheme, and in the top 4% of all participants in the scheme;
- have installed one of the largest solar photovoltaic systems in the UK, to provide free electricity at our treatment works at Purton;
- have supported the bid for Bristol to be European Green Capital. The bid is now one of three shortlisted for the final (the winner will be chosen at the end of June 2012);
- manage our landholdings with biodiversity in mind. Our Sites of Special Scientific Interest are all in "favourable" status. This is the top rating in the water industry and our sites are used as training grounds by environmental groups due to their good environmental condition;
- have top-level commitment to sustainable management of the business. Our Environmental Management Group includes the Chief Executive, all Executive Directors and all senior operational managers in the company; and
- have implemented a formal environmental management strategy for our AMP5 programme, to ensure that any environmental impacts of our work are managed properly.

Social and community

We:

- deliver high quality reliable supplies of water to over 1.2 million people and businesses;
- promote customer water efficiency and provide free water-efficiency equipment to customers. We also carry out targeted free water-efficiency audits for commercial users using between 5 MI and 20 MI per year;
- provide public access to our reservoir sites whilst maintaining a balance between wildlife and recreational demands. Our reservoirs in the Mendip hills have an international reputation for angling and bird life, and are also used by walkers, sailors and casual visitors for recreation;
- undertake a structured programme of educational support including open days, access to visitor centres and school visits; and
- make charitable donations, sponsorships and grants to local organisations and individuals to promote good causes.

Employees

Our employees are vital to the success of the company.

We:

- are committed to employee involvement, communication, training and sound relationships with trade unions;
- are an equal opportunity employer providing employment and appropriate facilities for disabled people and for those who have become disabled while employed by the company
- have high standards for health and safety;
- operate bonus schemes for all employees linked to financial and service level performance targets; and
- make continued efforts to improve the work environment.

Key Performance Indicators

The company uses a series of KPIs to monitor environmental performance. These are reported monthly to the Board; some key measures are included in the non-financial performance section on page 13.

Annual Environment & Sustainability Reports and further details of the company's environmental, conservation and recreation policies are available on our website www.bristolwater.co.uk.

OUTLOOK

The main drivers of future profitability are expected to be:

- increases in charges to customers in line with the RPI+/-K price limits. The 'K' factor allowed by the CC for the next year is 3.9%. Similar real increases apply to the remaining two years of the current review period;
- changes in operating costs - further efficiencies are expected to be achieved but offset by the cost of new obligations and inflation;
- inflation or deflation – operating costs, the capital investment programme and the company's £157.7m of index-linked debt are subject to inflation based on RPI at various points in the year; potential adverse impacts of high inflation or deflation are mitigated by the index-linking of the majority of revenues through the previous year's November RPI added to the K factor in the price limits;
- energy costs are significant for the company; spot power costs are constantly changing in line with crude oil and gas markets. Total energy costs for 2012 increased by 9% compared to 2011. This increase was primarily due to an increase in forward purchased energy prices. We currently anticipate that energy costs for 2013 will again increase due to increases in forward purchase prices. We expect energy costs to remain volatile in the future, albeit the company's policy is to closely monitor the prices and enter into a series of forward contracts. This provides some smoothing of price changes;
- movements in socio economic conditions are expected to affect the bad debt charges in future years;
- changes in pension funding assumptions; and
- any unexpected changes to the regulatory regime.

Ofwat price review for 5 years from 2010 (PR09)

2011/12 was the second year of the current regulatory period covering the years 2010-15. The K factors for the next three years are set at the same level as 2011/12, at 3.9%, 3.9% and 3.8%.

The scale of the K factors reflects the significant increase in allowed capital expenditure. Some £260m in current prices, net of contributions, will be invested over the period. The CC recognised the need for a significant increase in maintenance expenditures in order to ensure the company assets remain in a state of stable serviceability. A slow start has been made to the capital programme due to the CC Appeal, however it is on programme for all material schemes in the capital programme, and capex is anticipated to be in line with the CC Final Determination over the AMP5 period.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

Following guidance issued by the former Department of Trade and Industry (DTI), as the company does not prepare consolidated accounts, it is not mandatory for the company to adopt IFRS.

The company has decided at this stage not to adopt IFRS. The company will therefore continue to prepare its financial statements using UK GAAP accounting standards for the foreseeable future.

POST BALANCE SHEET EVENT

On 10 May 2012 Capstone, the ultimate parent company, sold an indirect share of 20% in the company to Itochu Corporation of Japan, a company incorporated in Japan. The sale by Capstone has not affected its status of the ultimate parent company.

Following the sale by Capstone of its indirect share in the company on 10 May 2012, Mr S Miller resigned from the Board as a non-executive director, and Mr H Ichishi (Project Manager for the Itochu Corporation) was appointed as a non-executive director.

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

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 auditors are unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

DIRECTORS' RESPONSIBILITIES FOR THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the annual report and accounts 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). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

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.

After making enquiries, the directors are of the opinion that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt a going concern basis in preparing these financial statements.

In addition, the directors have responsibility for ensuring that the company keeps proper accounting records sufficient to enable the historical cost and current cost information required by Condition F of the licence to be prepared having regard to all Regulatory Accounting Guidelines.

The directors are also required to confirm in the financial statements that, in their opinion, the company was in compliance with paragraph 3.1 of Condition K of the licence relating to the availability of the rights and assets at the end of the financial year.

By order of the Board
S C Robson
Secretary
11 July 2012

BRISTOL WATER plc
REGULATORY ACCOUNTING STATEMENTS
for the year ended 31 March 2012

RECONCILIATION BETWEEN STATUTORY ANNUAL REPORT AND ACCOUNTS AND REGULATORY ACCOUNTS

PROFIT AND LOSS ACCOUNT

	Statutory Annual Report and Accounts 2012	Net rental income	Basis for Infrastructure renewals charge	Regulatory Historical Cost Accounts 2012	Non-appointed activities	Regulatory Appointed Historical Cost Accounts 2012
	£m	£m	£m	£m	£m	£m
Turnover	108.0	(0.4)	-	107.6	(2.3)	105.3
Operating costs	(51.3)	0.1	-	(51.2)	2.1	(49.1)
Depreciation	(9.7)	-	-	(9.7)	-	(9.7)
Infrastructure renewals charge	(22.5)	-	0.3	(22.2)	-	(22.2)
Operating profit / (loss)	24.5	(0.3)	0.3	24.5	(0.2)	24.3
Other net income	-	0.3	-	0.3	-	0.3
Net finance costs	(13.4)	-	-	(13.4)	-	(13.4)
Profit / (loss) before tax	11.1	-	0.3	11.4	(0.2)	11.2
Taxation	(3.9)	-	-	(3.9)	-	(3.9)
Profit / (loss) after tax	7.2	-	0.3	7.5	(0.2)	7.3

Ofwat accounting guidelines state that net rental income should be classified as “other income”, below operating profit.

In the Statutory Annual Report and Accounts the infrastructure renewals charge (IRC) calculation was based on the infrastructure renewals expenditure for the current five year regulatory period until 31 March 2011. This year the calculation has been brought in line with the calculation of the charge in the regulatory accounts, and is based on a fifteen year forward looking period. The small difference in the IRC in the Regulatory Accounts compared to the Statutory Accounts arises from the different opening balances as at 1st April 2011 on the Infrastructure Renewals Provision in each set of Accounts.

RECONCILIATION BETWEEN STATUTORY ANNUAL REPORT AND ACCOUNTS AND REGULATORY ACCOUNTS

BALANCE SHEET

	Statutory Annual Report and Accounts	Infrastructure renewals charge	Infrastructure renewals provision	Regulatory Historical Cost Accounts	Non- appointed activities	Regulatory Appointed Historical Cost Accounts
	2012 £m	£m	£m	2012 £m	£m	2012 £m
Tangible fixed assets (net book value)	264.4	(4.7)	15.1	274.8	(1.3)	273.5
Investments-loans to ultimate UK holding company	68.5	-	-	68.5	-	68.5
Net current assets	42.0	-	(15.1)	26.9	1.3	28.2
Creditors-amounts falling due after more than one year	(246.9)	-	-	(246.9)	-	(246.9)
8.75% Irredeemable preference shares	(12.5)	-	-	(12.5)	-	(12.5)
Deferred Income	(9.3)	-	-	(9.3)	-	(9.3)
Provisions for liabilities and charges	(24.7)	-	-	(24.7)	-	(24.7)
Retirement benefit scheme surplus	9.0	-	-	9.0	-	9.0
Net assets	90.5	(4.7)	-	85.8	-	85.8
Capital and reserves						
Called up share capital	6.0	-	-	6.0	-	6.0
Share premium account	4.4	-	-	4.4	-	4.4
Other reserves	4.4	-	-	4.4	-	4.4
Profit and loss account	75.7	(4.7)	-	71.0	-	71.0
Total shareholders' funds	90.5	(4.7)	-	85.8	-	85.8

RECONCILIATION BETWEEN STATUTORY ANNUAL REPORT AND ACCOUNTS AND REGULATORY ACCOUNTS

In the preparation of its statutory accounts, the company has followed common industry practice and adopted the infrastructure renewals accounting basis as set out in FRS15: Tangible Fixed Assets. Infrastructure renewals expenditure is included in additions to fixed assets and the infrastructure charge (IRC) is included in depreciation. However for the purposes of the regulatory accounts, Ofwat requires that FRS15 is not applied for infrastructure renewals accounting, thereby providing a basis consistent with prior years and the inclusion of an infrastructure renewals provision. The £4.7m IRC difference on the balance sheet represents the cumulative difference between the IRC in the Statutory Annual Report and Accounts and the regulatory accounts. Below is a reconciliation of the fixed assets in the Statutory Annual Report and Accounts to those in the regulatory appointed historical cost accounts:

FIXED ASSETS

	Statutory Annual Report and Accounts	Adjustment to opening balance in respect of infrastructure renewals accounting	Infrastructure renewals expenditure additions in year	Reallocated statutory accounts IRC for year	Regulatory Historical Cost Accounts	Non- appointed activities	Regulatory Appointed Historical Cost Accounts
	2012 £m	£m	£m	£m	2012 £m	£m	2012 £m
Cost							
Freehold land and operational structures	230.1	-	-	-	230.1	(1.6)	228.5
Plant & equipment	46.8	-	-	-	46.8	(0.3)	46.5
Infrastructure assets	268.8	(140.8)	(23.4)	-	104.6	-	104.6
Assets under construction	30.6	-	-	-	30.6	-	30.6
Total	576.3	(140.8)	(23.4)	-	412.1	(1.9)	410.2
Depreciation							
Freehold land and operational structures	102.3	-	-	-	102.3	(0.4)	101.9
Plant & equipment	35.0	-	-	-	35.0	(0.2)	34.8
Infrastructure assets	174.6	(152.1)	-	(22.5)	-	-	-
Total	311.9	(152.1)	-	(22.5)	137.3	(0.6)	136.7
Net Book Value							
Freehold land and operational structures	127.8	-	-	-	127.8	(1.2)	126.6
Plant & equipment	11.8	-	-	-	11.8	(0.1)	11.7
Infrastructure assets	94.2	11.3	(23.4)	22.5	104.6	-	104.6
Assets under construction	30.6	-	-	-	30.6	-	30.6
Total	264.4	11.3	(23.4)	22.5	274.8	(1.3)	273.5

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS

**HISTORICAL COST PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2012**

	Appointed business 2012	Non- appointed 2012	Total 2012	Appointed business 2011	Non- appointed 2011	Total 2011
	£m	£m	£m	£m	£m	£m
Turnover	105.3	2.3	107.6	97.5	2.7	100.2
Operating costs	(81.0)	(2.1)	(83.1)	(76.4)	(2.4)	(78.8)
Operating profit	24.3	0.2	24.5	21.1	0.3	21.4
Other net income, being rents	0.3	-	0.3	0.4	-	0.4
Other net interest payable and similar charges	(12.3)	-	(12.3)	(9.5)	-	(9.5)
Dividends on 8.75% irredeemable cumulative preference shares	(1.1)	-	(1.1)	(1.1)	-	(1.1)
Net finance income in respect of retirement benefit obligations	-	-	-	(0.4)	-	(0.4)
Profit on ordinary activities before taxation	11.2	0.2	11.4	10.5	0.3	10.8
Taxation on profit on ordinary activities	(3.9)	-	(3.9)	(0.7)	(0.1)	(0.8)
Profit on ordinary activities after taxation	7.3	0.2	7.5	9.8	0.2	10.0
Dividends on ordinary shares	(6.6)	(0.4)	(7.0)	(2.9)	-	(2.9)
Profit/(loss) retained for the year	0.7	(0.2)	0.5	6.9	0.2	7.1

All of the turnover and operating costs above relate to continuing operations.

BRISTOL WATER plc**REGULATORY ACCOUNTING STATEMENTS****STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2012**

	Appointed Business	Non- appointed	Total	Appointed Business	Non- appointed	Total
	2012 £m	2012 £m	2012 £m	2011 £m	2011 £m	2011 £m
Profit attributable to Bristol Water plc shareholders	7.3	0.2	7.5	9.8	0.2	10.0
Actuarial gains recognised in respect of retirement benefit obligations	1.2	-	1.2	1.4	-	1.4
Attributable deferred taxation	(0.1)	-	(0.1)	(0.4)	-	(0.4)
Change in the fair value of the interest rate swap	(0.8)	-	(0.8)	-	-	-
Attributable deferred taxation	0.1	-	0.1	-	-	-
Total recognised gains for the year	7.7	0.2	7.9	10.8	0.2	11.0

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS

**HISTORICAL COST BALANCE SHEET
at 31 March 2012**

	Appointed business	Non- appointed	Total	Appointed business	Non- appointed	Total
	2012 £m	2012 £m	2012 £m	2011 £m	2011 £m	2011 £m
Fixed assets						
Tangible fixed assets	273.5	1.3	274.8	250.7	1.3	252.0
Investment – loans to ultimate UK holding company	68.5	-	68.5	68.5	-	68.5
Current assets						
Stocks	1.3	0.1	1.4	1.0	0.1	1.1
Debtors	27.3	-	27.3	22.2	0.1	22.3
Cash at bank and on deposit	72.3	-	72.3	79.7	-	79.7
	100.9	0.1	101.0	102.9	0.2	103.1
Creditors: amounts falling Due within one year						
Infrastructure renewals accrual	(15.1)	-	(15.1)	(16.3)	-	(16.3)
Short-term borrowings	(18.4)	-	(18.4)	(2.8)	-	(2.8)
Other creditors	(39.2)	(1.4)	(40.6)	(24.0)	(1.3)	(25.3)
	(72.7)	(1.4)	(74.1)	(43.1)	(1.3)	(44.4)
Net current assets/(liabilities)	28.2	(1.3)	26.9	59.8	(1.1)	58.7
Total assets less current liabilities	370.2	-	370.2	379.0	0.2	379.2
Creditors: amounts falling due after more than one year						
Long-term borrowings	(245.3)	-	(245.3)	(255.7)	-	(255.7)
Irredeemable debenture stocks	(1.6)	-	(1.6)	(1.6)	-	(1.6)
Other creditors	-	-	-	-	-	-
	(246.9)	-	(246.9)	(257.3)	-	(257.3)
8.75% irredeemable cumulative preference shares	(12.5)	-	(12.5)	(12.5)	-	(12.5)
Deferred income	(9.3)	-	(9.3)	(9.8)	-	(9.8)
Deferred tax provision	(24.7)	-	(24.7)	(22.3)	-	(22.3)
Retirement benefit scheme surplus	9.0	-	9.0	7.6	-	7.6
Net assets	85.8	-	85.8	84.7	0.2	84.9
Capital and reserves						
Called up share capital	6.0	-	6.0	6.0	-	6.0
Share premium account	4.4	-	4.4	4.4	-	4.4
Other non-distributable reserves	4.4	-	4.4	5.1	-	5.1
Profit and loss account	71.0	-	71.0	69.2	0.2	69.4
Equity shareholders' funds	85.8	-	85.8	84.7	0.2	84.9

The accounts were approved by a Committee of the Board on 11 July 2012 and signed on its behalf by

L Garcia, Director
M King, Director

25. RELATED PARTY TRANSACTIONS

Throughout the year, related parties include members and joint ventures of the Bristol Water Holdings UK Ltd (BWHUK) group of companies, members of Suez Environnement Company S.A (ultimate parent company until 4 October 2011) group of companies and key management personnel.

On 5 October 2011, CSE Water UK Ltd, a subsidiary of Capstone Infrastructure Corporation (Capstone) acquired a 70% interest in BWHUK. Since that date members of the Capstone group have been regarded as related parties.

The principal related parties are:

CSE Water UK Ltd, registered in England and Wales, whose year-end is 31 December, and from 5 October 2011 is the ultimate UK holding company of Bristol Water plc and is a subsidiary of Capstone.

Bristol Water Holdings UK Ltd (BWHUK, formerly Agbar UK Ltd), registered in England and Wales, whose year-end is 31 December, and until 4 October 2011 was the ultimate UK holding company of Bristol Water plc. BWHUK is a subsidiary of Capstone.

Bristol Wessex Billing Services Ltd (BWBSL), registered in England and Wales, whose year-end is 31 March. The joint venture interest is held by Bristol Water Holdings Ltd, an intermediate holding company within the BWHUK group, which owns 100 class 'B' shares in the company, representing a holding of 50% of the voting and equity rights of the company. BWBSL is a joint venture undertaking between Bristol Water Holdings Ltd and Wessex Water Services Ltd, and provides meter reading, billing, debt recovery and customer contact management services to this company and Wessex Water Services Ltd, under a cost sharing arrangement.

Agbar Serco Technology Solutions Ltd (ASTS), registered in England and Wales, whose year-end is 31 December. The joint venture company is owned 50% by Aqualogy Solutions Ltd (formerly Agbar Solutions Ltd), a subsidiary and intermediate holding company within the Agbar group, and 50% by Serco UK Ltd. ASTS provides IT consultancy services, and security asset management services. Following a competitive tendering process, ASTS is contracted to provide IT maintenance and development services to the company.

Aqualogy Environment Ltd (AEL, formerly known as Agbar Environment Ltd), registered in England and Wales, whose year-end is 31 December. This company is a subsidiary within the Agbar group and is engaged in providing infrastructure asset management services to the water industry. The principal activities include a patented process called "Ice Pigging" which uses ice to clean pipes. AEL also provides sub-licences to customers for the use of Ice Pigging technology in other countries.

During the year Bristol Water plc has provided resources to AEL to enable it to engage in its principal activities and recharged the costs accordingly.

Basis of cost allocations used for management charges and allocations between the appointed and non-appointed businesses of Bristol Water plc

Costs are attributed to appropriate cost centres in the company's accounting system, which are identified as appointed or non-appointed. The majority of non-appointed costs are incurred directly with the remainder allocated on a time apportionment basis.

Nature of Service	Associate	Turnover of Associate £m	Terms of Supply	Value of Service Received £m
Managed Billing Service	Bristol Wessex Billing Services Ltd	12.8	Competitive tender	2.5
IT support contract	AgbarSerco Technology Solutions	2.1	Competitive Tender	1.3
Maintenance & repair of Security Equipment	AgbarSerco Technology Solutions	2.1	Competitive Tender	0.3
Systems development and upgrade	AgbarSerco Technology Solutions	2.1	Other market testing	0.6

Group Tax Relief

Bristol Water plc claims group tax relief from the non-regulated companies in the Bristol Water Group. The non-regulated companies within Bristol Water Group have a December year-end. The amount of the group relief claimed for 2011/12 is not yet ascertained. The 2010/11 and 2011/12 Bristol Water plc tax computations included group relief surrendered by the non-regulated companies based on their accounts for the year to December 2011 of £5.1m. Further group relief will be surrendered for the period January to March 2012, but the amount of relief for this period is yet to be finalised. Bristol Water plc pays the standard tax rate for the period multiplied by the surrendered losses to each surrendering company. This group relief payment policy ensures that relieving losses around the group has no effect on the current tax charge in Bristol Water plc. The payment for loss relief surrendered for the year ended 31 December 2010 was settled in the second quarter of 2011. This is later than the date that corporation tax is normally paid.

Borrowing/lending with associated companies and related facilities

A loan of £47m was made to Bristol Water Group Limited (ultimate parent company until June 2006) in 2003/04. The unsecured loan was advanced on 12 February 2004, under an agreement dated 4 December 2003, out of the proceeds of the new Artesian loans entered into during that year. The loan is due for repayment on 30 September 2033 and bears a fixed interest rate of 6.042%. Interest income of £2.8m was received in relation to the loan during 2011/12.

A further loan of £21.5m was made to Bristol Water Group Limited (BWG) in 2005/06. The unsecured loan was advanced on 13 July 2005, under an agreement dated 10 June 2005, out of proceeds of the new Artesian loan entered into in that year. The loan is due for repayment on 30 September 2032 and bears a fixed interest rate of 5.55%. Interest income of £1.2m was received in relation to the loan in 2011/12.

There is a provision in both loans to BWG that BWG may defer an interest payment. Interest will be payable on deferred interest as if it were a further loan, at 1% higher than the loan interest rate. This facility has never been invoked.

Dividends paid to parent company

The company's dividend policy and dividend payments made during the year are included in the Operating and Financial review on page 12.

BRISTOL WATER plc**REGULATORY ACCOUNTING STATEMENTS****CURRENT COST PROFIT AND LOSS ACCOUNT FOR THE APPOINTED BUSINESS
for the year ended 31 March 2012**

	Notes	2012 £m	2011 £m
Turnover	C3	105.3	97.5
Current cost operating costs	C4	(89.1)	(84.4)
Working capital adjustment		-	(0.1)
Current cost operating profit		<hr/> 16.2	13.0
Other income		0.3	0.4
Net interest payable and similar charges		(12.3)	(9.5)
Dividends on 8.75% irredeemable cumulative preference shares		(1.1)	(1.1)
Net finance income in respect of retirement benefit obligations		-	(0.4)
Financing adjustment		5.1	7.9
Current cost profit before taxation		<hr/> 8.2	10.3
Taxation			
Current tax		(1.2)	(0.8)
Deferred tax		(2.7)	0.1
Current cost profit on ordinary activities		<hr/> 4.3	9.6
Dividends on ordinary shares		(6.6)	(2.9)
Current cost (loss)/profit retained		<hr/> <hr/> (2.3)	6.7

The accompanying notes to the accounts form an integral part of this statement.

BRISTOL WATER plc**REGULATORY ACCOUNTING STATEMENTS****CURRENT COST BALANCE SHEET
FOR THE APPOINTED BUSINESS
at 31 March 2012**

	Notes	2012	2011
		£m	£m
Fixed assets			
Tangible fixed assets	C5	2416.9	2,316.0
Third party contributions since 1 April 1990		(102.4)	(98.6)
		<u>2314.5</u>	<u>2,217.4</u>
Working capital			
Working capital	C6	(12.6)	(0.1)
Cash		7.8	2.4
Short term deposits		64.5	77.3
Infrastructure renewals accrual		(15.1)	(16.3)
		<u>2359.1</u>	<u>2,280.7</u>
Net operating assets			
Non-operating assets and liabilities			
Borrowings		(18.4)	(2.8)
Non-trade debtors		2.6	0.7
Non-trade creditors due within one year		(0.4)	(0.5)
Investments – Intragroup loans		68.5	68.5
Corporation tax payable		(0.2)	(0.9)
		<u>52.1</u>	<u>65.0</u>
Creditors: amounts falling due after more than one year			
Borrowings		(246.9)	(257.3)
8.75% irredeemable cumulative preference shares		(12.5)	(12.5)
Provisions for liabilities and charges			
Deferred tax provision		(24.7)	(22.3)
Retirement benefit scheme surplus net of associated deferred taxation		9.0	7.6
		<u>2136.1</u>	<u>2,061.2</u>
Net assets employed			
Capital and reserves			
Called up share capital		6.0	6.0
Share premium account		4.4	4.4
Other reserves		4.4	5.0
Profit and loss account		25.0	26.5
Current cost reserve	C7	2096.3	2,019.3
		<u>2136.1</u>	<u>2,061.2</u>

The accounts were approved by a Committee of the Board on 11 July 2012 and signed on its behalf by -

L Garcia, Director
M King, Director

The accompanying notes to the accounts form an integral part of this statement.

BRISTOL WATER plc**REGULATORY ACCOUNTING STATEMENTS****CURRENT COST CASH FLOW STATEMENT
FOR THE APPOINTED BUSINESS
for the year ended 31 March 2012**

	Notes	2012	2011
		£m	£m
Net cash inflow from operating activities	C8	55.2	48.9
Returns on investments and servicing of finance -			
Interest received		4.6	4.2
Interest paid		(9.9)	(8.6)
Interest paid on finance leases		(0.5)	(0.3)
Dividends paid on 8.75% irredeemable cumulative preference shares		(1.1)	(1.1)
		(6.9)	(5.8)
Taxation -			
Corporation tax paid		(1.9)	(3.9)
Capital expenditure and investing activities -			
Purchase of fixed assets		(25.2)	(14.6)
Less contributions received		3.9	3.8
Infrastructure renewals expenditure		(23.4)	(9.8)
Proceeds on disposal of fixed assets		0.1	0.2
		(44.6)	(20.4)
Dividends paid on equity shares		(6.6)	(2.9)
Net cash (outflow)/inflow before management of liquid resources and financing		(4.8)	15.9
Management of liquid resources being decrease/(increase) in cash deposits		12.8	(52.3)
Financing -			
New term loans		-	39.5
Capital element of lease repayments		(2.6)	(2.5)
Net cash (outflow)/ inflow from financing		(2.6)	37.0
Increase in cash		5.4	0.6
Cash, beginning of year		2.4	1.8
Cash, end of year	C9	7.8	2.4

The accompanying notes to the accounts form an integral part of this statement.

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS

NOTES TO THE CURRENT COST ACCOUNTS FOR THE APPOINTED BUSINESS

C1. Current cost accounting policies

These accounts have been prepared for the Appointed Business of Bristol Water plc in accordance with guidance issued by Ofwat for modified real terms financial statements suitable for regulation in the water industry. They measure profitability on the basis of real financial capital maintenance in the context of assets which are valued at their current cost value to the business.

The company has not adopted International Financial Reporting Standards (IFRS) for its financial statements for the year ended 31 March 2012, and has no current plans to do so until UK GAAP and IFRS are fully harmonised. This is in line with the guidance issued by Ofwat in RD 06/06 for regulatory accounting statements.

The accounting policies used are the same as those adopted in the Statutory Historical Cost Accounts, except as set out below:

(a) Tangible fixed assets

The valuation of all assets is based on the modern equivalent asset valuation produced by the Asset Management Plan (AMP) valuation at 31 March 2008, as amended for additions, disposals, and retail price index adjustments after this date to the period ended 31 March 2012. This equates to a proxy for depreciated replacement cost of their operating capability.

To the extent that the regulatory regime does not allow such assets to earn a return high enough to justify that value, this represents a modification of the value to the business principle. Also, no provision is made for the possible funding of future replacements of pre-31 March 1990 assets by contributions from third parties and to the extent that some of those assets would on replacement be so funded, replacement cost again differs from value to the business. Redundant assets are valued at their recoverable amounts.

Land and buildings

Non-specialised operational properties were valued on the basis of open market value for existing use at 31 March 2008 and have been expressed in real terms by indexing using the Retail Price Index ("RPI") since that date.

Specialised operational properties at 31 March 2008 were valued at the lower of depreciated replacement cost and recoverable amount and have been restated by adjusting for inflation as measured by changes in the RPI and amended for additions and disposals. The unamortised portion of third party contributions received since 31 March 1990 is deducted in arriving at net operating assets (as described below).

The valuation of land and buildings for both specialised and non-specialised properties is undertaken by a Chartered Surveyor employed by the company.

Infrastructure assets

Mains, impounding and pumped raw water storage reservoirs and dams are valued at a proxy replacement cost determined principally on the basis of data provided by the AMP. A continuing process of refinement of asset records is expected to produce adjustments to existing values when periodic reviews of the AMP takes place. This is in conjunction with the determination of price limits by Ofwat at 5 yearly intervals. In the intervening years, values are restated to take account of changes in the general level of inflation as measured by changes in the RPI over the year and amended for additions and disposals.

Other fixed assets

All other fixed assets are valued periodically at depreciated replacement cost. The last valuation included being at 31 March 2008. Between periodic reviews, values are restated for inflation as measured by changes in the RPI, and amended for additions and disposals.

Surplus land

Surplus land is valued at recoverable amounts taking into account that part of any proceeds to be passed onto customers under Condition B of the Licence of Appointment.

(b) Grants and other third party contributions

Grants, infrastructure charges and other third party contributions received since 31 March 1990 are carried forward to the extent that any balance has not been credited to revenue. The balance brought forward is restated for the change in RPI for the year prior to inclusion in the carried forward balance.

(c) Real financial capital maintenance adjustments

These adjustments are made to the historical cost profit in order to arrive at profit after the maintenance of financial capital in real terms.

Working capital adjustment

This is calculated by applying the change in RPI over the year to the opening working capital.

Financing adjustment

This is calculated by applying the change in RPI over the year to the opening balance of net finance which comprises all monetary assets and liabilities in the balance sheet apart from:

- those included in working capital
- deferred tax provision
- retirement benefit scheme surplus net of associated deferred taxation.

(d) Basis of allocation and apportionment of costs and assets

Allocation and apportionment of costs and assets between Bristol Water plc and its associated companies is at arm's length and no cross subsidy is occurring.

Allocation and apportionment of costs and assets between appointed and non-appointed businesses, costs are attributed to the appropriate cost centres in the company's accounting system, which are identified as appointed or non-appointed. The majority of non-appointed costs are incurred directly with the remainder allocated on a time apportionment basis.

Operational costs include the costs of day to day collection, storage, treatment and supply of water and any associated technical and administrative support.

Capital costs are defined as those costs which are incurred in providing an additional or a replacement non-infrastructure asset. In addition, costs in respect of the provision of additional infrastructure capacity or enhancement of the network are also capitalised. These costs are incorporated in the Balance Sheet as additions to fixed assets. Where non-infrastructure assets have been replaced, their cost is removed from the Balance Sheet. There is no rule which requires capitalisation of any costs in excess of a specific value. However, it is unlikely that items with a value less than £1,000 in total would be capitalised.

Costs in respect of the maintenance of the network of pipes and pumped raw water storage reservoirs are treated as infrastructure maintenance and are charged as infrastructure renewals expenditure.

Manpower costs include overheads in their allocation to cover national insurance and pension contributions.

(e) **Pension costs**

The company has adopted FRS 17, as included in note 22 'Retirement benefit obligations' in the statutory accounts.

C2. Appointed Business

Appointed business for the purpose of these accounts is defined as the activities necessary for the company to fulfil its duties and functions as a Water Undertaker under its licence issued by the Department for Environment, Food and Rural Affairs. All other activities are classified as non-appointed business.

C3. Analysis of turnover for the Appointed Business

	2012	2011
	£m	£m
Measured	43.9	39.0
Unmeasured	54.4	51.6
Large user revenues and special agreements	4.9	4.9
Non potable large user	0.1	0.1
Rechargeable works	0.9	1.0
Bulk supplies	0.6	0.5
Other turnover	0.5	0.4
Total turnover	105.3	97.5

Revenue Recognition Accounting Policy

The regulatory accounts apply the same policy for turnover recognition as the statutory accounts.

Turnover comprises charges to and accrued income from customers for water and other services, exclusive of VAT. Turnover is recognised upon delivery of water or completion of other services.

Income from metered supplies is based upon actual volumes of water invoiced plus estimated volumes of uninvoiced water delivered to customers during the year.

All turnover is recognised in the regulatory accounts, with the exception of rental income, which is included below operating profit in "other net income" in accordance with the regulatory accounting guidelines.

Revenue is recognised from chargeable properties in accordance with the policy above.

Vacant unfurnished unmetered properties are not charged. Normal charges apply to furnished unmetered vacant properties.

Metered vacant properties are not charged, however meter readings are still taken and if any consumption is recorded normal charges apply once the occupier details have been established. Normal charges apply to vacant metered non-household agricultural properties.

A metered customer can request their supply to be temporarily turned off, after which they are not charged until their supply is restored. Disconnected properties are not charged.

C3. Analysis of turnover for the Appointed Business (continued)

If a household property is unoccupied due to the customer being hospitalised, or residing in care, charges do not normally apply.

A property which is believed to be occupied, but the occupier's details are not known, is charged when the occupier details are established.

Cash received from 'charges on income' is not treated as revenue but is applied to reduce the outstanding debt derived from the turnover recognition policy (i.e. cash received directly from benefit payments reduces debt). When the income was invoiced (or accrued) the revenue was recognised in line with the accounting policy.

Revenue from new properties is recognised from the date the meter is installed and the customer details have been obtained.

C4. Analysis of operating costs of the Appointed Business for 2011/12

Cost allocation

Costs are allocated as described in note C1 (d).

Commentary on the total 2011/12 operating costs compared to 2010/11 is set out in the Operating and Financial Review on page 9.

The option to provide the accounting separation analysis of operating costs in place of the Regulatory Accounting Guideline 4 (RAG4) analysis of operating costs has been adopted. The costs are allocated between two supplementary tables, as defined by Ofwat, one for the water service, and the other for retail services.

Supplementary Table	Total Operating Cost £m
ST1-Activity cost analysis-Water Service	78
ST2-Activity cost analysis-Retail Services	11
Total	89

ST1: ACTIVITY COSTING ANALYSIS - WATER SERVICE

DESCRIPTION	UNITS	DP	Water resources	Raw water distribution	Water treatment	Treated water distribution	Water Service Total	
SERVICE ANALYSIS - WATER								
A DIRECT COSTS								
1	Employment costs	£m	3	0.482	0.294	2.549	2.150	5.476
2	Power	£m	3	2.591	0.000	2.609	1.426	6.626
3	Hired and contracted services	£m	3	1.647	0.105	0.766	1.914	4.432
4	Associated companies	£m	3					0.000
5	Materials and consumables	£m	3	0.041	0.019	3.176	0.402	3.638
6	Service charges	£m	3	3.066	0.000	0.000	0.000	3.066
7	Bulk supply imports	£m	3	0.165	0.000	0.000	0.000	0.165
8	Other direct costs	£m	3	0.182	0.015	0.271	0.409	0.877
9	Total direct costs	£m	3	8.174	0.433	9.371	6.302	24.280
B OPERATING EXPENDITURE								
10	General and support expenditure	£m	3	1.112	0.212	3.387	3.944	8.656
11	Scientific services	£m	3	0.239	0.000	0.758	0.455	1.452
12	Other business activities	£m	3	0.364	0.046	0.138	0.404	0.953
13	Total business activities	£m	3	0.604	0.046	0.896	0.859	2.405
14	Local Authority rates	£m	3	1.159	0.116	0.325	2.643	4.244
15	Exceptional items	£m	3					0.000
16	Total opex less third party services	£m	3	11.049	0.807	13.979	13.749	39.584
17	Third party services - opex	£m	3	0.222	0.000	0.232	0.301	0.755
18	Total operating expenditure	£m	3	11.271	0.807	14.211	14.050	40.339
C REACTIVE AND PLANNED MAINTENANCE (INCLUDING OPEX)								
19	Reactive and planned maintenance infrastructure	£m	3	0.000	0.000	0.000	3.148	3.148
20	Reactive and planned maintenance non-infrastructure	£m	3	0.439	0.048	1.807	0.876	3.170
D CAPITAL MAINTENANCE								
21	Infrastructure renewals charge (excluding third party services)	£m	3	3.657	0.561	0.000	18.016	22.234
22	Current cost depreciation	£m	3	0.846	0.087	10.332	4.835	16.100
23	Amortisation of deferred credits	£m	3	0.000	0.000	-0.721	-0.084	-0.805
24	Amortisation of intangible assets	£m	3					0.000
25	Business activities current cost depreciation	£m	3					0.000
26	Capital maintenance excluding third party services	£m	3	4.503	0.648	9.611	22.767	37.529
27	Third party services - current cost depreciation	£m	3			0.194	0.011	0.205
28	Third party services - infrastructure renewals charge	£m	4					0.000
29	Total capital maintenance	£m	3	4.503	0.648	9.805	22.778	37.734
30	Total operating costs	£m	3	15.774	1.455	24.016	36.828	78.073

ST2: ACTIVITY COSTING ANALYSIS - WATER SERVICE

DESCRIPTION	UNITS	DP	Retail household	Retail Household - General and Support memo	Retail non household	Retail Non-Household - General and Support memo	Retail service total	
SERVICE ANALYSIS - RETAIL								
A	DIRECT COSTS							
1	Billing	£m	3	0.589	0.137	0.085	0.009	0.673
2	Payment handling, remittance and cash handling	£m	3	0.167	0.038	0.019	0.003	0.186
3	Debt management	£m	3	0.610	0.135	0.056	0.009	0.666
4	Doubtful debts	£m	3	1.896	0.000	0.604	0.000	2.500
5	Charitable trust donations	£m	3	0.000	0.000			0.000
6	Vulnerable customer schemes	£m	3	0.000	0.000			0.000
7	Non-network customer enquiries and complaints	£m	3	0.489	0.112	0.062	0.008	0.551
8	Meter reading	£m	3	0.374	0.091	0.075	0.006	0.449
9	Meter maintenance / installation (non capex)	£m	3	0.000	0.000	0.000	0.000	0.000
10	Network customer enquiries and complaints	£m	3	1.176	0.255	0.079	0.017	1.256
11	Disconnections	£m	3	0.000	0.000	0.000	0.000	0.000
12	Demand side water efficiency initiatives	£m	3	0.134	0.055	0.139	0.004	0.273
13	Services to developers	£m	3			0.087	0.019	0.087
14	Support for trade effluent compliance	£m	3			0.000	0.000	0.000
15	Customer side leaks	£m	3	0.107	0.023	0.007	0.002	0.114
16	Other direct costs	£m	3	0.112	0.018	0.008	0.001	0.120
17	Total direct costs	£m	3	5.653	0.864	1.222	0.077	6.875
B	Operating expenditure:							
18	General and support expenditure	£m	3	0.864		0.077		0.941
19	Scientific services	£m	3	0.174		0.013		0.187
20	Other business activities	£m	3	0.111		0.008		0.119
21	Total business activities	£m	3	1.149		0.098		1.247
22	Local Authority rates	£m	3	0.035		0.003		0.037
23	Exceptional items	£m	3					0.000
24	Total opex less third party services	£m	3	6.837		1.322		8.159
25	Third party services	£m	3	0.076		0.497		0.574
26	Total operating expenditure	£m	3	6.913		1.820		8.733
C	Capital maintenance							
27	Infrastructure renewals charge	£m	3	0.000		0.000		0.000
28	Current cost depreciation	£m	3	2.045		0.148		2.193
29	Amortisation of deferred credits	£m	3	0.000		-0.009		-0.010
30	Amortisation of intangible assets	£m	3					0.000
31	Total capital maintenance	£m	3	2.045		0.139		2.183
32	Total operating costs	£m	3	8.958		1.958		10.916

C5. Analysis of current cost fixed assets for the Appointed Business

The option to provide the accounting separation analysis of current cost fixed assets in place of the Regulatory Accounting Guideline 3 proforma fixed assets analysis been adopted. The costs are allocated between two supplementary tables, as defined by Ofwat, one for the water service, and the other for retail services.

Supplementary Table

	Total Tangible Fixed Assets £m
ST4-Analysis of Water fixed assets	2,396
ST6-Analysis of Retail fixed assets	21
Total	2,417

ST4:ANALYSIS OF WATER FIXED ASSETS

Description	Units	DP	1	2	3	4	5	6	7	8	
			Water resources				Raw water distribution				
			Infrastructure assets	Operational assets	Other tangible assets	Subtotal	Infrastructure assets	Operational assets	Other tangible assets	Subtotal	
A Gross replacement cost											
1	Gross replacement cost at 1 April	£m	3	602.233	44.642	0.245	647.120	61.848	3.519	0.099	65.466
2	AMP adjustment	£m	3				-				-
3	Reclassification adjustment	£m	3		0.534	(0.013)	0.521		(0.509)	(0.015)	(0.524)
4	RPI adjustment	£m	3	21.499	1.621	0.008	23.129	2.208	0.107	0.003	2.318
5	Disposals	£m	3	-	(0.004)	(0.000)	(0.004)	-	(0.000)	(0.002)	(0.002)
6	Additions	£m	3	0.512	2.570	0.003	3.085	-	0.070	0.009	0.079
7	Gross replacement cost at 31 March	£m	3	624.244	49.363	0.242	673.850	64.055	3.187	0.095	67.337
B Depreciation											
8	Depreciation at 1 April	£m	3	-	(16.705)	(0.225)	(16.930)	-	(2.009)	(0.057)	(2.066)
9	AMP adjustment	£m	3								
10	AMP adjustment - gross MEA revaluation	£m	3				-				-
11	AMP adjustment - amendment to remaining useful econ lives	£m	3				-				-
12	Reclassification adjustment	£m	3		(0.276)	0.008	(0.268)		0.236	0.009	0.244
13	RPI adjustment	£m	3	-	(0.607)	(0.008)	(0.615)	-	(0.063)	(0.002)	(0.065)
14	Disposals	£m	3	-	(0.022)	0.000	(0.021)	-	(0.000)	0.002	0.001
15	Charge for the year	£m	3	-	(0.780)	(0.009)	(0.789)	-	(0.063)	(0.014)	(0.077)
16	Depreciation at 31 March	£m	3	-	(18.390)	(0.234)	(18.624)	-	(1.900)	(0.062)	(1.963)
17	Net Book Amount at 31 March	£m	3	624.244	30.973	0.009	655.226	64.055	1.287	0.033	65.375
18	Net Book Amount at 1 April	£m	3	602.233	27.936	0.021	630.191	61.848	1.510	0.042	63.400

ST4: ANALYSIS OF WATER FIXED ASSETS continued

				9	10	11	12	13	14	15	16	17
				Water treatment				Treated water distribution				
Description	Units	DP		Infrastructure assets	Operational assets	Other tangible assets	Subtotal	Infrastructure assets	Operational assets	Other tangible assets	Subtotal	Total exc Retail
A Gross replacement cost												
1	Gross replacement cost at 1 April	£m	3	-	508.916	2.858	511.774	1,313.303	261.929	4.246	1,579.478	2,803.839
2	AMP adjustment	£m	3				-				-	-
3	Reclassification adjustment	£m	3		(0.104)	(0.102)	(0.206)		0.898	0.146	1.044	0.835
4	RPI adjustment	£m	3	-	18.040	0.098	18.138	46.883	9.501	0.157	56.541	100.126
5	Disposals	£m	3	-	(0.009)	(0.143)	(0.152)	-	(0.014)	(0.253)	(0.267)	(0.425)
6	Additions	£m	3	-	13.143	0.243	13.386	11.855	4.635	0.561	17.051	33.600
7	Gross replacement cost at 31 March	£m	3	-	539.986	2.954	542.940	1,372.042	276.949	4.856	1,653.848	2,937.975
B Depreciation												
8	Depreciation at 1 April	£m	3	-	(336.658)	(2.183)	(338.841)	-	(146.328)	(3.442)	(149.769)	(507.607)
9	AMP adjustment	£m	3				-				-	-
10	AMP adjustment - gross MEA revaluation	£m	3				-				-	-
11	AMP adjustment - amendment to remaining useful econ lives	£m	3				-				-	-
12	Reclassification adjustment	£m	3		0.215	0.060	0.275		(0.483)	(0.085)	(0.568)	(0.318)
13	RPI adjustment	£m	3	-	(12.009)	(0.076)	(12.085)	-	(5.244)	(0.126)	(5.370)	(18.135)
14	Disposals	£m	3	-	0.030	0.140	0.170	-	0.023	0.238	0.261	0.411
15	Charge for the year	£m	3	-	(10.752)	(0.215)	(10.968)	-	(4.305)	(0.313)	(4.618)	(16.452)
16	Depreciation at 31 March	£m	3	-	(359.175)	(2.274)	(361.450)	-	(156.337)	(3.728)	(160.065)	(542.101)
17	Net Book Amount at 31 March	£m	3	-	180.810	0.680	181.490	1,372.042	120.612	1.128	1,493.783	2,395.874
18	Net Book Amount at 1 April	£m	3	-	172.258	0.675	172.933	1,313.303	115.602	0.804	1,429.709	2,296.232

ST6:ANALYSIS OF RETAIL FIXED ASSETS

Description	Units	DP	Retail Household				Retail Non Household				Total	
			Infrastructure assets	Operational assets	Other tangible assets	Subtotal	Infrastructure assets	Operational assets	Other tangible assets	Subtotal		
A Gross replacement cost												
1	Gross replacement cost at 1 April	£m	3		37.900	0.584	38.484		6.500	0.073	6.574	45.058
2	AMP adjustment	£m	3				-				-	-
3	Reclassification adjustment	£m	3		(0.754)	(0.012)	(0.766)		(0.065)	(0.004)	(0.069)	(0.835)
4	RPI adjustment	£m	3		1.325	0.020	1.345		0.230	0.002	0.233	1.578
5	Disposals	£m	3		(0.018)	(0.015)	(0.034)		(0.091)	(0.001)	(0.092)	(0.126)
6	Additions	£m	3		2.862	0.116	2.978		0.261	0.011	0.272	3.250
7	Gross replacement cost at 31 March	£m	3	-	41.314	0.693	42.007	-	6.835	0.082	6.918	48.925
B Depreciation												
8	Depreciation at 1 April	£m	3		(20.248)	(0.334)	(20.582)		(4.602)	(0.042)	(4.644)	(25.226)
9	AMP adjustment	£m	3									-
10	AMP adjustment - gross MEA revaluation	£m	3				-				-	-
11	AMP adjustment - amendment to remaining useful econ lives	£m	3				-				-	-
12	Reclassification adjustment	£m	3		0.281	0.007	0.287		0.028	0.002	0.030	0.318
13	RPI adjustment	£m	3		(0.713)	(0.012)	(0.724)		(0.163)	(0.001)	(0.165)	(0.889)
14	Disposals	£m	3		0.020	0.014	0.034		0.091	0.001	0.092	0.127
15	Charge for the year	£m	3		(1.908)	(0.083)	(1.991)		(0.190)	(0.012)	(0.202)	(2.193)
16	Depreciation at 31 March	£m	3	-	(22.568)	(0.408)	(22.975)	-	(4.836)	(0.052)	(4.888)	(27.863)
17	Net Book Amount at 31 March	£m	3	-	18.746	0.286	19.032	-	1.999	0.030	2.030	21.062
18	Net Book Amount at 1 April	£m	3	-	17.652	0.250	17.902	-	1.898	0.032	1.929	19.832

C6. Working capital

	2012 £m	2011 £m
Stocks	1.3	1.0
Trade debtors	4.1	3.2
- measured household	4.6	3.5
- unmeasured household	2.5	3.0
- measured non-household	0.4	0.5
- unmeasured non-household	0.6	0.2
Other trade debtors	10.0	9.4
Measured income accrual	2.4	1.7
Prepayments and other debtors	(1.1)	(1.0)
Trade creditors	(11.0)	(10.0)
Receipts in advance	(15.3)	(3.7)
Short-term capital creditors	(11.1)	(7.9)
Accruals and other creditors		
	(12.6)	(0.1)

C7. Movement on current cost reserve

	2012 £m	2011 £m
Balance at 1 April	2,019.3	1,914.3
RPI adjustments -		
Fixed assets	82.7	117.7
Financing	(5.1)	(7.9)
Grants and contributions	(3.0)	(4.8)
Amortisation of contributions	2.4	-
Balance at 31 March	2,096.3	2,019.3

C8. Reconciliation of current cost operating profit to net cashflow from operating activities

	2012 £m	2011 £m
Current cost operating profit	16.2	13.0
Working capital adjustment	-	0.1
Movement in working capital	1.0	1.1
Receipts from other income	0.3	0.4
Current cost depreciation	17.8	17.3
Infrastructure renewals charge	22.2	17.4
Additional contributions to pension scheme	(0.5)	(0.9)
Movements in provisions	(1.8)	0.5
Net cash inflow from operating activities	55.2	48.9

C9. Net debt analysis

	Interest rate risk profile			2012	2011
	Fixed rate	Floating rate	Index linked	Total	Total
	£m	£m	£m	£m	£m
Maturity profile					
Less than one year	-	18.4	-	18.4	2.8
Between one and two years	-	2.1	-	2.1	18.2
Between two and five years	-	0.9	-	0.9	2.7
Between five and twenty years	-	21.9	-	21.9	22.2
In more than twenty years	57.5	-	157.7	215.2	208.0
Net unamortised debt issue premiums	3.4	-	-	3.4	3.6
Fair value of interest rate swap	-	1.8	-	1.8	1.0
Irredeemable debentures	1.6	-	-	1.6	1.6
Borrowings (excluding irredeemable preference shares)	62.5	45.1	157.7	265.3	260.1
Irredeemable preference share capital				12.5	12.5
Total borrowings				277.8	272.6
Cash				(7.8)	(2.4)
Short term deposits				(64.5)	(77.3)
Net debt including irredeemable preference shares				205.5	192.9

C10. Regulatory Capital Value (RCV)

Closing RCV for 2010/11	£m	309.9
Indexation to 2011/12 year end price base		11.0
		<u>320.9</u>
Capital expenditure (excluding infrastructure renewals charge)		54.4
Infrastructure renewals expenditure		20.9
Infrastructure renewals charge		(16.3)
Grants and contributions		(4.0)
Depreciation		(19.3)
Outperformance of regulatory assumptions in previous periods		(0.9)
CC referral adjustment		(1.4)
Closing RCV carried forward at 31 March 2012 at year end price base		<u>354.3</u>
Average regulatory capital value for 2011/12 at average 2011/12 price base		<u>332.7</u>

The RCV shown is the value and calculation used by Ofwat in setting the price limits for the period 2010/11 to 2014/15, and is equivalent to the values set out in RD 04/10, updated for the outcome of the CC Final Determination, inflated to 2011/12 prices.

The differences from the actual capital expenditure and the depreciation will not affect price limits in the current period. Capital efficiencies will be taken into account in the calculation for the price limits for the period 2015/16 to 2019/20.

The reconciliation of the opening and closing RCVs uses year end RPI to index from 2007/08 prices to 2011/12 prices (2007/08 was the base year for PR09 and therefore all adjustments about inflation are made relative to that point). The average RCV is presented using year average RPI to index to 2011/12 prices. The average RCV cannot therefore be calculated as the simple average of the opening and closing RCVs.

RCV is inflated by RPI each year during 5 year PR09 regulatory periods. At the start of the next regulatory period (PR14) an adjustment is made to reflect differential rates of inflation relative to RPI for capital expenditure as measured by COPI compared to the PR09 Final Determination assumptions.

BRISTOL WATER plc

REGULATORY ACCOUNTING STATEMENTS for the year ended 31 March 2012

DIRECTORS' REMUNERATION

The Statutory Annual Report and Accounts for Bristol Water plc sets out a detailed Remuneration Committee report, not repeated within the Regulatory Accounting Statements, setting out the basis of Director remuneration.

Bonus eligibility for remaining executive directors is based on the components set out below. These components are used at various levels of weighting for all employees of the Company. All directors are given the same percentage award for all applicable components except the personal element. In 2011/12 the non-personal element award was determined by the Remuneration Committee for each Director as 79.5% of the maximum weight. The personal element is factored into the bonus paid by multiplying the non-personal element by a score in the range 0 to 1.2 depending on personal performance as considered and approved by the Remuneration Committee. Executive directors maximum potential award is restricted in 2011/12 to 30% of basic salary (save in exceptional circumstances).

The maximum and actual awards for the non-personal element, by component, for each Director for 2011/12 were:

		Maximum	Actual
Bristol Water EBITDA		40%	29.36%
Agbar financial targets	Score advised by Agbar	30%	30.00%
Customer service targets (breakdown and performance standards given below)		30%	20.14%
Sub Service	Bonus target mechanism set by Remuneration Committee at the start of the year		
Water quality	<20 sample failures 100% <30 sample failures 66% <40 sample failures 33%	7.5%	5.00%
Discoloured water complaints	0% at 1800, then pro rata to 100% for <=1200	7.5%	6.39%
Meet leakage target	Amount is on "all or nothing" basis	5.0%	5.00%
DG3 interruptions	50% at 0.3, then pro rata to 100% at 0	5.0%	0.00%
SIM	5% for top quartile ranking and hit target; 3.75% for second quartile and hit target	5.0%	3.75%

The same criteria was used to calculate the non-personal element of the company wide bonus scheme for all employees of the company.

Actual awards for the period as a director during 2011/12 and in respect of Bristol Water plc service, approved by the Remuneration Committee and paid in June 2012, were:

	£000
L Garcia	33
M Anglada	40
M King	46
R Brito	12

Non-executive Directors do not participate in the bonus scheme.

The Remuneration Committee reviews the bonus arrangements each year and set these particular arrangements in Summer 2011. The customer service targets used are the same for all staff to ensure all are aiming at the same targets. These service standards have been picked to give a balanced blend of the different aspects of customer service that are monitored and together form a picture of what customers experience and what they want the company to achieve. These service standards are based on auditable data compiled by the company that is used for regulatory reporting to Ofwat and the DWI.

INDEPENDENT AUDITORS' REPORT TO THE WATER SERVICES REGULATION AUTHORITY ("THE WSRA") AND DIRECTORS OF BRISTOL WATER plc

We have audited the Regulatory Accounts of Bristol Water plc for the year ended 31 March 2012 on pages 18 to 42 which comprise:

- the regulatory historical cost accounting statements, comprising the regulatory historical cost profit and loss account, the regulatory historical cost balance sheet, the regulatory historical cost statement of total recognised gains and losses and the historical cost reconciliation between statutory and regulatory accounts; and
- the regulatory current cost accounting statements for the appointed business, comprising the current cost profit and loss account, the current cost balance sheet, the current cost cash flow statement and the related notes to the current cost financial statements including the statement of accounting policies.

These Regulatory Accounts have been prepared in accordance with the basis of preparation and accounting policies set out in the Statement of Accounting Policies.

This report is made, on terms that have been agreed, solely to the company and the WSRA in order to meet the requirements of Condition F of the Instrument of Appointment granted by the Secretary of State for the Environment to the company as a water undertaker under the Water Industry Act 1991. Our audit work has been undertaken so that we might state to the company and the WSRA those matters that we have agreed to state to them in our report, in order (a) to assist the company to meet its obligation under Condition F to procure such a report and (b) to facilitate the carrying out by the WSRA of its regulatory functions, 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 WSRA, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the WSRA, the directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on Page 17, the directors are responsible for the preparation of the Regulatory Accounts and for their fair presentation in accordance with the basis of preparation and accounting policies. Our responsibility is to audit and express an opinion on the Regulatory Accounts in accordance with International Standards on Auditing (UK and Ireland), except as stated in the 'Scope of the audit of the Regulatory Accounts' below, and having regard to the guidance contained in Audit 05/03 'Reporting to Regulators of Regulated Entities' issued by the institute of Chartered Accountants in England and Wales. Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the Regulatory Accounts

An audit involves obtaining evidence about the amounts and disclosures in the Regulatory Accounts sufficient to give reasonable assurance that the Regulatory Accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the Regulatory Accounts. In addition, we read all the financial and non-financial information in the regulatory accounts to identify material inconsistencies with the audited Regulatory Accounts. If we become aware of any apparent misstatements or inconsistencies, we consider the implications for our report.

We have not assessed whether the accounting policies are appropriate to the circumstances of the Company where these are laid down by Condition F. Where Condition F does not give specific guidance on the accounting policies to be followed, our audit includes an assessment of whether the accounting policies adopted in respect of the transactions and balances required to be included in the Regulatory Accounts are consistent with those used in the preparation of the statutory financial statements of the company. Furthermore, as the nature, form and content of Regulatory Accounts are determined by the WSRA, we did not evaluate the overall adequacy of the presentation of the information, which would have been required if we were to express an audit opinion under International Standards on Auditing (UK & Ireland).

Opinion on Regulatory Accounts

In our opinion, the Regulatory Accounts:

- fairly present in accordance with Condition F, the Regulatory Accounting Guidelines issued by the WSRA and the accounting policies set out on pages 30 to 40, the state of the Company's affairs at 31 March 2012 on an historical cost and current cost basis, and its historical cost and current cost profit and its current cost cash flow for the year then ended; and
- have been properly prepared in accordance with Condition F, the Regulatory Accounting Guidelines and the accounting policies.

Basis of preparation

The Regulatory Accounts have been prepared in accordance with Condition F of the Appointment and the Regulatory Accounting Guidelines, the accounting policies set out in the statement of accounting policies and, in the case of the regulatory historical cost accounting statements, under the historical cost convention.

The Regulatory Accounts are separate from the statutory financial statements of the Company and have not been prepared under the basis of United Kingdom Generally Accepted Accounting Practice ('UK GAAP'). Financial information other than that prepared on the basis of UK GAAP does not necessarily represent a true and fair view of the financial performance or financial position of a company as shown in statutory financial statements prepared in accordance with the Companies Act 2006. Furthermore, the regulatory historical cost accounting statements on pages 21 to 23 have been drawn up in accordance with Regulatory Accounting Guideline 3.06, in that infrastructure renewals accounting as applied in previous years should continue to be applied and accordingly, that the relevant sections of Financial Reporting Standards 12 and 15 be disapplied. The effect of this departure from Generally Accepted Accounting Practice and a reconciliation of the balance sheet drawn up on this basis to the balance sheet drawn up under the Companies Act 2006 is given on pages 18 to 20.

Opinion on other matters prescribed by Condition F

Under the terms of our contract, we have assumed responsibility to provide those additional opinions required by Condition F in relation to the accounting records. In our opinion:

- proper accounting records have been kept by the appointee as required by paragraph 3 of Condition F; and
- the Regulatory Accounts are in agreement with the accounting records and returns retained for the purpose of preparing the Regulatory Accounts.

Other matters

The nature, form and content of Regulatory Accounts are determined by the WSRA. It is not appropriate for us to assess whether the nature of the information being reported upon is suitable or appropriate for the WSRA's purposes. Accordingly, we make no such assessment.

Our opinion on the Regulatory Accounts is separate from our opinion on the statutory financial statements of the Company for the year ended 31 March 2012 on which we report, which are prepared for a different purpose. Our audit report in relation to the statutory financial statements of the Company (our 'statutory audit') was made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our statutory audit work was undertaken so that we might state to the Company's members those matters we are required to state to them in a statutory audit report and for no other purpose. In these circumstances, to the fullest extent permitted by law, we do not accept or assume responsibility for any other purpose or to any other person to whom our statutory audit report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Ernst & Young LLP
Statutory Auditor
Bristol, United Kingdom
12 July 2012

BRISTOL WATER plc
REGULATORY CERTIFICATE BY THE DIRECTORS

As required under condition F6A.2A of its Instrument of Appointment the Directors of Bristol Water plc confirm:

- (1) That in the opinion of the Directors the Appointee will have available to it sufficient financial resources and facilities to enable it to carry out, for at least the next 12 months, the Regulated Activities (including the investment programme necessary to fulfil the Appointee's obligations under the Appointment); and
- (2) That in the opinion of the Directors the Appointee will, for at least the next 12 months, have available to it:
 - a) management resources; and
 - b) systems of planning and internal controlwhich are sufficient to enable it to carry out those functions; and
- (3) That in the opinion of the Directors, any contract entered into with any Associated Company includes all necessary provisions and requirements concerning the standard of service to be supplied to the Appointee to ensure, as appropriate, that it is able to meet its obligations as a water undertaker.

As required by condition F6A.2B(1) the main factors that the Directors have taken into account in giving this certificate:

(1) Financial resources:

- Profit and loss budget, and capital programme, for 2012/13, approved by the Board
- Monthly management accounts prepared for periods prior to the certificate date
- Cash at bank/on deposit held in the Bristol Water balance sheet of £72.3m at 31 March 2012
- Unutilised committed term facilities of £30m with the Royal Bank of Scotland

(2) Management resources:

- Bristol Water plc has a stable and experienced senior management team with good knowledge of the water industry.

(3) Associated company contracts:

- The company currently has very limited contracts with Associates and any of the associated companies do comply with the ringfencing conditions set out in the Instrument of Appointment.

Approved by the Board on 24 May 2012 and signed on its behalf on 11 July 2012 by:

Luis Garcia Director

Mike King Director

APPENDIX

STATUTORY ANNUAL REPORT AND ACCOUNTS

YEAR ENDED 31 MARCH 2012

BRISTOL WATER plc

ANNUAL REPORT AND ACCOUNTS 2012

Registered number - 2662226

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BRISTOL WATER plc supplies water to over 1.2 million people and businesses in an area of almost 2,400 square kilometres centred on Bristol.

HIGHLIGHTS

	£m
Profit after tax for year ended 31 March 2011	6.8
Significant changes between periods:	
Increase in revenue mainly due to RPI increase and K factor	7.3
Increase in depreciation charge on infrastructure assets	(1.9)
Increase in debt indexation cost	(2.1)
Increase in tax charge	(3.1)
All other changes	0.2
Profit after tax for year ended 31 March 2012	<u>7.2</u>

Summary

- Stable underlying financial and operational performance
- High customer satisfaction levels - 97% based on our monthly research
- Leakage at the lowest level in the company's history - 15% below our target level
- No water use restrictions imposed or expected in 2012
- The largest investment in one year in the company's history - £60.4m investment on capital expenditure
- Increase in revenue due to RPI and K factor
- Increase in depreciation on infrastructure assets
- Increase in debt indexation charge mainly relating to the £40m bond issued in March 2011
- Increase in tax charge mainly relating to the deferred tax discounting due to fall in the UK gilt yields

CHAIRMAN'S STATEMENT

Introduction

This year has seen a change in the ownership of the company with Agbar selling a controlling interest whilst retaining substantial stake and committing to contribute to the continued success of the company. Agbar continues to have the same level of involvement in running the operations of the company.

On 5 October 2011, CSE Water UK Ltd, the UK subsidiary of Capstone Infrastructure Corporation ("Capstone"), a Canadian infrastructure company, purchased 70% of the equity of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd).

Further on 10 May 2012 Capstone sold an indirect share of 20% in the company to Itochu Corporation of Japan ("Itochu"), a company incorporated in Japan.

We welcome Capstone's and Itochu's infrastructure investment and management expertise and view this as a strong partnership for the future, alongside the expertise brought by Agbar to the business.

Capital programme

During the year the company invested £60.4m (2011: £23.9m) on capital expenditure, the largest level of annual expenditure ever. This was the second year of the current five-year regulatory period in which we are committed to a £260m capital programme, the largest in the company's history. Significant progress has been made, however, the overall capital programme set out in our final determination is still behind schedule. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the Competition Commission ("CC").

Many projects are now fully underway including:

- a £22m scheme for the renovation of 58km of the strategic mains network including that from our Barrow treatment works which supplies large parts of Bristol and North Somerset;
- a new 7km strategic main between Banwell and Hutton, supplying water to Weston-super-Mare;
- a new 10.5km pipeline being laid through the heart of the city of Bristol. The project, called the Bristol Resilience Scheme, will bring security of supply to over 150,000 consumers who currently rely on a single source for their supply. This challenging project involves construction of a 700mm pipe in a very busy city environment. A considerable effort has been made by the company to engage with all the stakeholders involved in this project to ensure its construction runs as smoothly as possible, with the minimum disruption for the public. The project has progressed well and is on schedule to be complete by Spring 2013; and
- a programme to enhance the treatment process at four treatment works by the installation of ultra-violet disinfection equipment.

Additionally, a decision was made on the preferred site for the construction of the proposed second Cheddar reservoir. Work has begun on all the activities that need to be undertaken for the planning application. The company remains committed to full public consultation throughout.

Business process efficiency initiative

The company is engaged in a company-wide programme to identify and design business improvements across the organisation. Under the banner 'improving by simpler and better working', the work incorporates the following key tasks:

- further improving the way the company talks to customers; manages assets; and processes and handles data across our IT systems;
- implementing the best in class procurement strategies;
- and further improving the overall performance by recognising individual performance and rewarding its contribution.

CHAIRMAN'S STATEMENT (continued)

Resources

We began the financial year with our reservoir levels at 85% full, some 13% below our average. This followed an exceptionally dry financial year 2011. The company acted with a clear strategy to manage resources carefully. Less water was taken from the Mendip Lakes by using the company's flexible network and other resources, this resulted in additional water pumping and treatment costs. A strong campaign was initiated to encourage customers to use water wisely and save resources. The helpful response of our customers to this campaign combined with the increased work on leakage reduction, mentioned further below, and the on-going network renovation programme helped to lower the volume of water put into supply. This allowed our resources, although still low, to remain above any trigger points that would have initiated the possibility of any usage restrictions. The summer proved wetter and colder than forecast which kept our resource position stable. The end of the financial year 2012 saw a dry pattern, similar to the end of the financial year 2011, with resources considerably below our average, initiating a similar customer campaign and operating practices. Significant rainfall during April and May 2012 has brought resource levels back up to be more in line with normal operation, lessening the possibility of any restrictions being required later in the year.

Customer Service achievements

All our staff aim to deliver excellent levels of customer service. Over the past year we have continued to deliver on this aim.

- The Consumer Council for Water (CCW) acknowledged that we had the best performance in the industry for resolving customer complaints after the first contact.
- CCW also recognised us as having the greatest reduction in complaints of all water companies with the level of complaints dropping by 42% over the previous year.
- Our water quality compliance level is 99.96%.
- Our monthly research, which tracks how customers feel about the service they have received after they have contacted us has shown our customer satisfaction levels are 97%.
- Our team has delivered a strong performance against the new Service Incentive Mechanism (SIM), Ofwat's new customer satisfaction measure as further detailed in the Directors' report on pages 9 and 10.

Leakage

Bristol Water has always met or bettered its regulatory leakage targets. This year the company's leakage target was set as its lowest ever level, and with our strong commitment to lowering leakage still further and the benefit of a mild winter we recorded the lowest leakage level in the company's history - approximately 15% below our target level.

Leakage targets are set at a level where the overall value of the water lost is balanced out by the costs of increased leakage control activity. Achieving the 15% reduction below our target level required a significant additional effort, and we chose to make it in order to reduce the risk of needing to impose water supply restrictions following a sustained period of dry weather over the past two years.

PR14 – customer consultation process

For the next Price Review (PR14) Ofwat wish to increase customer involvement in the formulation of water companies' Business Plans. We have created a Local Engagement Forum involving representatives of key stakeholders including the Consumer Council for Water, Local Councils, Nature and Environmental Organisations and Customer Representatives.

Following the guidelines from Ofwat, Bristol Water has identified a set of customer supported outcomes through our Strategic Direction Statement customer consultation process and the acceptability of these outcomes will be tested through the Local Engagement Forum with extensive customer research being carried out over an 18 month period. The results of this research will contribute to the Business Plan which will be submitted to Ofwat in March 2014.

CHAIRMAN'S STATEMENT (continued)

Draft Water Bill

As further detailed in the Directors' report on page 6 the UK Government intends to publish a draft Water Bill later in 2012 for pre-legislative scrutiny that will incorporate many of the measures published on 8 December 2011 in its 'Water for Life', Water White Paper. The draft bill was announced in the Queen's Speech on 9 May 2012.

The draft bill includes a package of reforms to the water sector in England to make the existing competition regime work more effectively. This builds on the recommendations in professor Martin Cave's 'Review of Competition and Innovation in Water Markets in England and Wales', published in 2009.

Financial performance

Financial performance is discussed on pages 7 and 8. In summary, there has been a stable underlying performance. Turnover increased by £7.3m due to the RPI increase and K factor for the current year. Operating profit increased by £5.9m primarily driven by the increase in turnover offset by an increase of £1.9m in the depreciation charge on infrastructure assets.

The profit before and after tax results were also affected by an increase of £2.1m in the indexation of index-linked debt.

The ratio of net debt to RCV is 54% which is lower than previously projected due to lower cumulative capital investment for the current regulatory period resulting from delay in some capital schemes following the referral to the CC as mentioned above.

Dividends

Our dividend policy is described on page 9. During the year £7.0m dividends, comprising £3.0m representing the return of post-tax interest receivable on loans to a UK parent company and a £4.0m 'base' dividend, were paid.

Dividends continue to be paid on the irredeemable preference shares and are treated as interest under the appropriate accounting rules.

The Board has proposed a final dividend of £4.8m in respect of the year ended 31 March 2012.

Prospects

The key risks to the company are regulatory requirements and developments, and operational conditions outside of company control. The company is well placed to respond to the near future events, but it is not immune to the continuing financial market uncertainties in the medium term, which have the potential to impact its ability to obtain appropriate financing to deliver the current and future capital programmes.

We expect that the results for the year ending 31 March 2013 may include the following material effects:

- an approximate 9.1% increase in prices due to RPI and 'K' factor;
- an increase in the proportion of customers who are metered;
- an increase in chemical and power costs;
- impact of RPI movements on our £157.7m indexed-linked debt; and
- the effects of further substantial capital investment.

CHAIRMAN'S STATEMENT (continued)

Board membership

Alan Parsons, previously the Managing Director, retired from the business on 30 September 2011. On behalf of the Board we thank Alan for his tremendous contribution over the last twenty years. His responsibilities have been transferred to Luis García, who has been the Chief Executive since 1 April 2009.

With the change of ownership of the company there were several board membership changes. So we welcomed Michael Bernstein (President and Chief Executive Officer of Capstone), Stuart Miller (Executive Vice President, General Counsel and Secretary of Capstone), Michael Smerdon (Executive Vice President and Chief Financial Officer of Capstone), and Jack Bittan (Senior Vice President, Business Development of Capstone), who were appointed non-executive directors on 5 October following the 70% acquisition of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd) by Capstone. Stuart Miller has since resigned from his role which has been taken over by Hajime Ichishi (Project Manager for Itochu) following the sale by Capstone of an indirect share of 20% in the company, as noted above, to Itochu on 10 May 2012.

We also welcome Paul Bourdillon (Deputy Chief Finance Officer of Agbar) who was appointed non-executive director on 5 October 2011.

Three non-executive directors, Juan Antonio Guijarro, Manuel Cermerón and Jordi Valls resigned from the Board on 5 October 2011. We thank all of them for their contribution and support whilst they were with us. As part of the change of ownership arrangements Robert Brito stepped down from the Board as an executive director on 5 October 2011, whilst continuing in his role of the Operations Director for the company.

Thanks

It has been a significant and exceptional year due to the change of control of the company. All of our staff have contributed to the normal running of the company's business but this year there has been a tremendous effort in dealing with a significant operational investment and the change of ownership. The Board's sincere thanks go to all our staff, and to our contractors, for their commitment that helped ensure we continue to deliver an excellent service to customers.

Moger Woolley
Chairman
30 May 2012

DIRECTORS' REPORT

The directors present the annual report and accounts for the year ended 31 March 2012.

PRINCIPAL ACTIVITIES

The principal activities of the company comprise supply of water and related services to a population of over 1.2 million people and businesses in an area of almost 2,400 square kilometres centred on Bristol.

BUSINESS STRATEGY AND OBJECTIVES

The company's objective is **'to meet our customers' expectations by providing an outstanding water service in a sustainable and affordable way'**.

To achieve this objective the company's key tasks are to:

- provide a safe and reliable supply of water
- deliver comprehensive high quality service
- create value by operating as efficiently as possible and outperforming regulatory targets
- act in a reasonable and sustainable manner
- make the company a great place in which to work.

The company is a regulated business and subject to economic regulation by the Water Services Regulation Authority ("Ofwat") through a price cap mechanism, whereby the prices the company can charge for the majority of its services are limited to increases in inflation plus or minus a K factor (RPI+/-K). Price limits, the 'K' factors, are currently reviewed every five years. The result of the last review, covering the five years 2010-15, was announced in August 2010.

The water industry is subject to a range of UK and EU legislation, with operational and service standards being tightened on a regular basis. The company's performance is monitored by three main regulators - Ofwat for levels of service to customers, the Environment Agency (EA) for environmental protection, and the Drinking Water Inspectorate (DWI) for drinking water quality.

Draft Water Bill

The UK Government intends to publish a draft Water Bill later in 2012 for pre-legislative scrutiny that will incorporate many of the measures published on 8 December 2011 in its 'Water for Life', Water White Paper. The draft bill was announced in the Queen's Speech on 9 May 2012.

The draft bill includes a package of reforms to the water sector in England to make the existing competition regime work more effectively. This builds on the recommendations in professor Martin Cave's 'Review of Competition and Innovation in Water Markets in England and Wales', published in 2009. The reforms include:

- expanding the size of the market by enabling all business and public sector customers to switch suppliers;
- working with the Scottish Government to establish a cross border market for water and sewerage services;
- extending the existing Water Supply Licensing regime to sewerage services; and
- reforming the existing cost principle for the calculation of access prices to allow for efficient market entry.

DIRECTORS' REPORT (continued)

BUSINESS REVIEW

We have completed the second year of the current regulatory period 2010-15 and are working towards the delivery of the required outputs and efficiency targets assumed in the final determination of price limits in August 2010.

Financial performance

Key financial highlights

	2012	2011
	£m	£m
Turnover	108.0	100.7
EBITDA	56.7	48.5
Operating profit	24.5	18.6
Net finance costs	(13.4)	(11.0)
Profit before tax	11.1	7.6
Taxation	(3.9)	(0.8)
Profit after tax	7.2	6.8
Capital investment before grants & contributions	60.4	23.9
Net debt (excluding 8.75% irredeemable cumulative preference shares) at 31 March	193.0	180.4
Regulatory Capital Value (RCV)	354.3	309.9
Ratio of net debt (excluding 8.75% irredeemable cumulative preference shares) to RCV	54%	58%

The company continues to report under UK GAAP.

Turnover increased by £7.3m to £108m and Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA") increased by £8.2m to £56.7m. Operating profit increased by £5.9m to £24.5m during the year. The increase in operating profit was primarily driven by the increase in turnover offset by an increase of £1.9m in the depreciation charge on infrastructure assets.

The profit before and after tax results were also affected by an increase of £2.1m in the indexation of index-linked debt.

The tax charge of £3.9m represents an effective tax rate of 35% (2011: 11%). The principal reasons for the effective tax rate being higher than the standard corporation tax rate (26%) are:

- increase in tax discounting cost £2.3m, which includes £3.1m increase in opening deferred tax liability resulting from reduction in the UK Gilt rates; and
- recognition of the reduction in tax rate to 24% as of 1 April 2012, which reduces the deferred tax liability by £1.4m on a discounted basis.

The net effect of the above factors is recognised in full within the deferred tax charge included in the profit and loss account.

The ratio of net debt to RCV is lower than previously projected due to lower cumulative capital investment for the current regulatory period. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the CC.

DIRECTORS' REPORT (continued)

BUSINESS REVIEW (continued)

Treasury

The cash position including deposits with banks £72.3m (2011: £79.7m) has only slightly reduced from the previous year despite significant capital expenditure during the year. Most of the current year capital expenditure has been funded by the cash flow from operations during the year.

Net interest charges and indexation in the year totalled £13.4m (2011: £11.0m) and were covered 1.8 times (2011: 1.7 times) by operating profit.

At 31 March 2012 gross debt excluding the 8.75% irredeemable cumulative preference shares was £265.3m (2011: £260.1m) reflecting the increase mainly due to the indexation of index-linked debt.

The company's policy is to maintain a balanced debt portfolio with mainly long dated maturities reflecting the long-term nature of the company's asset base.

The company maintains cash balances and committed credit facilities to meet foreseeable cash flow requirements.

Net debt including the 8.75% irredeemable cumulative preference shares increased to £205.5m from £192.9m at 31 March 2011.

At the year-end net debt excluding the 8.75% irredeemable cumulative preference shares was £193.0m (2011: £180.4m), representing approximately 54% (2011: 58%) of Regulatory Capital Value. This is lower than previously projected due to lower cumulative capital investment for the current regulatory period. This resulted from deferral of some capital schemes in the year 2010-11 following the referral of Ofwat's price limits for the regulatory period 2010-2015 to the CC.

This is a key ratio, which is effectively replicated within the company's banking covenants. The range that the company expects to operate within provides a headroom margin to meet adverse impacts from risks and uncertainties.

Pensions

Pension arrangements for employees are provided partly through membership of the Water Companies' Pension Scheme (WCPS), which provides defined benefits based on final pensionable pay. The company has a separate section within WCPS for the regulated water business. The Bristol Water section was closed to new employees a number of years ago. Since that closure all new employees are offered membership of a stakeholder pension scheme.

At 31 March 2012 the gross surplus before tax under FRS17 of the company's section of WCPS was £11.9m. This represents a recognised £1.6m increase from the £10.3m surplus at 31 March 2011 and reflects £1.2m favourable actuarial movement and £0.5m deficit contribution paid during the year.

The triennial valuation of the pension scheme as at 31 March 2011 was completed during the year. The total deficit as at 31 March 2011 measured on a long-term scheme funding basis was £2.9m. This represents a funding level of 98.1%. As a result of the Trustee advice, the company made a deficit contribution of £0.5m during the current year and has agreed to make deficit contributions of £0.4m per annum until year ending 31 March 2015. Further the company has also increased the regular contributions for the main sub-section from 21% to 28.9%, and for the alternative benefits sub-section from 10% to 17.6%, of the relevant payroll costs. The next triennial valuation of the pension scheme is due to be completed in March 2014.

DIRECTORS' REPORT (continued)

BUSINESS REVIEW (continued)

Dividends

The company policy is to pay an annual level of ordinary dividends comprising:

- A base level reflecting the cost of capital allowed by Ofwat in the 5-year determination of price limits, adjusted to reflect actual gearing levels and where appropriate actual performance relative to Ofwat's assumptions.
- An amount equal to the post-tax interest receivable from Bristol Water Holdings UK Ltd, a UK parent company (formerly known as Agbar UK Ltd) in respect of inter-company loans.

During the year the following interim dividends have been paid in respect of the 2012 financial year:

- First interim for the inter-company loan interest element of £1.5m paid in September 2011.
- Second interim base dividend of £4m paid in December 2011.
- Third interim for the inter-company loan interest element of £1.5m paid in March 2012.

In addition, annual dividends of £1.1m (2011: £1.1m) continued to be paid on the irredeemable preference shares. The irredeemable preference shares are shown as debt in the balance sheet, and the dividend is therefore shown as a finance cost in the profit and loss account.

The Board has proposed a final dividend of £4.8m in respect of the year ended 31 March 2012.

Capital structure

Details of the issued share capital are shown in notes 14 and 19. The company has one class of ordinary shares, which carry no right to fixed income. Each ordinary share carries the right to one vote at general meetings of the company.

There are no specific restrictions on the size of a holding or on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The directors are not aware of any agreements between holders of the company's shares that may result in restrictions on the transfer of securities or on voting rights. No person has any special rights of control over the company's share capital and all issued shares are fully paid. The Articles of Association themselves may be amended by special resolution of the shareholders.

Under its Articles of Association and the Companies Acts, the company has in issue 5,998,025 ordinary shares as disclosed in note 19. All the ordinary shares are owned by Bristol Water Core Holdings Ltd, which is itself a wholly owned subsidiary within CSE Water UK group. In addition, the company has in issue 12,500,000 8.75% irredeemable cumulative preference shares of £1 each, details of which are disclosed in note 14.

Non-financial performance

The company uses a comprehensive system of Key Performance Indicators (KPIs) to monitor non-financial performance throughout the year. Key measures of performance include:

Years to 31 March	2011	2010
Performance measures		
Ofwat Service Incentive Mechanism (SIM)		
SIM score (out of 100)	81	*
SIM ranking (out of 21 companies)	5 th	*
Customer satisfaction survey	93%	85%
Ofwat overall performance assessment (OPA):		
OPA score (out of 288)	*	282
OPA ranking (out of 21 companies)	*	9 th

Financial year 2012 results will be published by Ofwat later this year.

* OPA was replaced by the new Ofwat Service Incentive Mechanism (SIM) introduced from 1 April 2010.

DIRECTORS' REPORT (continued)

BUSINESS REVIEW (continued)

Performance measures (continued)

Years to 31 March	2012	2011
Customer satisfaction survey	87%	93%

The English and Welsh water companies operate to very high quality and service levels and relatively small differences in performance can have a significant impact on the Ofwat performance measures.

	Units	Notes	2012	2011
Environment				
Excavated materials sent to recycling facilities	Tonnes		29,418	16,391
Average energy used to supply 1ML of water	kWh	1, 2	862	826
Emission of greenhouse gases in total to supply 1 ML of water	Tonnes of CO ₂ e	1, 2, 3	0.495	0.471
Compliance with EA abstraction licences			100%	100%
Status of SSSIs – percentage favourable			100%	100%
Social				
Security of supply index			100%	100%
Water quality compliance		4, 5	99.96%	99.97%
Employees				
Turnover rate			2.5%	3.8%
Accidents reportable to HSE	No.	4	1	-
Assets				
Weighted percentage of properties with interruptions to supply greater than six hours			0.34%	0.16%
Loss of water from supply network	MLD	6	44.0	50.2

- Notes:
- 1 ML = mega litres (1 mega litre = 1000 cubic metres).
 - 2 Energy per ML and associated CO₂ per ML increased in 2012 due to consistently low rainfall, which required the company to maximise the use of water from the Gloucester-Sharpness canal. This source requires more energy to treat and supply than other sources which are available during periods of normal rainfall.
 - 3 CO₂e refers to "CO₂ equivalent" meaning that all emissions have been accounted for in a standard format.
 - 4 Based on 12 months to 31 December ending in the relevant accounting period.
 - 5 Water quality is based on mean zonal compliance data.
 - 6 MLD = mega litres per day.

GOING CONCERN

In assessing the going concern basis, the directors have considered the cash flow and financial ratios projections of the company for the foreseeable future.

The key risks to the company are regulatory requirements and developments, operational events and performance problems. The company is well placed to respond to the near future events, with cash and cash deposits of £72.3m and a £30m unutilised committed borrowing facility.

The company is not immune to the continuing financial market uncertainties in the medium term, which have the potential to impact its ability to obtain appropriate financing to deliver the current and future capital programmes.

DIRECTORS' REPORT (continued)

GOING CONCERN (continued)

The directors report that, after making enquiries, they have concluded that the company has adequate resources or the reasonable expectation of raising further resources as required to continue in operation for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the accounts.

RISK AND UNCERTAINTY

The key risks and uncertainties that the company faces include:

Operational

- contamination or interruption of water resources and/or supplies;
- failure of key assets to maintain expected outputs, adversely affecting the ability to maintain supplies to customers;
- climate/weather pattern change affecting resource availability and/or customer demand;
- retention and recruitment of key staff;
- serious health and safety related accidents; and
- interruptions in the supply of key elements of the value chain like chemicals or power.

Regulatory

- failure to meet existing regulatory requirements which could result in penalties or enforcement action by Ofwat, the EA or the DWI;
- increased costs of meeting regulatory requirements;
- impact of legislative changes including those related to environmental or drinking water quality requirements;
- significant development of competition within the water sector;
- impact of future periodic and/or interim determinations of price limits by Ofwat; and
- changes in Instrument of Appointment ("the Licence") imposed by the regulator.

Financial

- loss of major customers as a result of closure of their facilities;
- reduction in consumption by major customers;
- pensions - funding requirements of the scheme are subject to a range of factors including longevity assumptions, investment allocation and investment returns. Additionally changes in pension regulations could have a significant impact on future company contributions;
- worsening debt collection experience, particularly in relation to household debt, giving rise to increasing levels of bad debts;
- inflation or deflation affecting operating costs, the capital investment programme and index-linked debt;
- failure to meet banking covenants;
- future increases in energy and chemical prices;
- changes in the taxation regime; and
- financial markets turmoil impacting the ability to raise additional future financing.

The company has a range of risk management strategies to mitigate the impact of these risks and uncertainties. For certain limited events it would be able to seek from Ofwat an increase in price limits to meet additional costs that could not have been avoided by prudent management action.

Financial risk management policies are further discussed in note 16 to the financial statements.

DIRECTORS' REPORT (continued)

DIRECTORS AND THEIR INTERESTS

The directors who served during the year were:

J M Woolley, *Chairman*
L García, *Chief Executive*
M Anglada, *Finance Director*
M King, *Regulatory Director*
P McIlwraith, *Non-Executive*
C J Curling, *Non-Executive*
R Davis, *Non-Executive*
A J Harding, *Non-Executive*
M Bernstein, *Non-Executive (appointed on 5 October 2011)*
S Miller, *Non-Executive (appointed on 5 October 2011 and resigned on 10 May 2012)*
M Smerdon, *Non-Executive (appointed on 5 October 2011)*
J Bittan, *Non-Executive (appointed on 5 October 2011)*
P Bourdillon, *Non-Executive (appointed on 5 October 2011)*
A Parsons, *Executive director (retired on 30 September 2011)*
R Brito, *Operations Director (resigned on 5 October 2011)*
J A Guijarro, *Non-Executive (resigned on 5 October 2011)*
M Cermerón, *Non-Executive (resigned on 5 October 2011)*
J Valls, *Non-Executive (resigned on 5 October 2011)*

Mr P McIlwraith, Mr R Davis and Mr L García will offer themselves for re-election and Mr P Bourdillon, Mr M Bernstein, Mr M Smerdon and Mr J Bittan will stand for election at the Annual General Meeting. In addition Mr H Ichishi will also stand for election having been appointed as a director on 10 May 2012.

Service contracts

All current executive directors have service contracts with 12-month notice periods except for Mr Anglada, who is on a secondment arrangement.

Other interests

At no time during the year has any director had a material interest in any contract of significance with any company in the Agbar or Capstone groups of companies other than his service contract.

The interests in shares and other contracts of Mr L García, Mr J Guijarro, Mr M Cermerón, Mr M Anglada, Mr P Bourdillon, Mr A J Harding and Mr J Valls with other companies within the Agbar group are not disclosed within this report.

Mr J M Woolley and Mr A Parsons have interests and beneficial interests in the company's 8.75% irredeemable cumulative preference shares of £28,000 (2011: £28,000) and £226,000 (2011: £226,000) respectively.

DIRECTORS' REPORT (continued)

CORPORATE SOCIAL RESPONSIBILITY

The company is committed to acting in a responsible and sustainable manner, and seeks to be a leading example of good environmental management.

Environment

The water industry has a range of impacts on the environment: effective management of these is essential for the industry to be sustainable in the long term. By reference to a range of sustainability measures developed by Water UK (the trade body for water companies in England and Wales), the company performs well compared with its peer group.

We:

- were the top-performing water-only company in the new Carbon Reduction Commitment Energy Efficiency Scheme, and in the top 4% of all participants in the scheme;
- have installed one of the largest solar photovoltaic systems in the UK, to provide free electricity at our treatment works at Purton;
- have supported the bid for Bristol to be European Green Capital. The bid is now one of three shortlisted for the final (the winner will be chosen at the end of June 2012);
- manage our landholdings with biodiversity in mind. Our Sites of Special Scientific Interest are all in "favourable" status. This is the top rating in the water industry and our sites are used as training grounds by environmental groups due to their good environmental condition;
- have top-level commitment to sustainable management of the business. Our Environmental Management Group includes the Chief Executive, all Executive Directors and all senior operational managers in the company; and
- have implemented a formal environmental management strategy for our AMP5 programme, to ensure that any environmental impacts of our work are managed properly.

Social and community

We:

- deliver high quality reliable supplies of water to over 1.2 million people and businesses;
- promote customer water efficiency and provide free water-efficiency equipment to customers. We also carry out targeted free water-efficiency audits for commercial users using between 5 MI and 20 MI per year;
- provide public access to our reservoir sites whilst maintaining a balance between wildlife and recreational demands. Our reservoirs in the Mendip hills have an international reputation for angling and bird life, and are also used by walkers, sailors and casual visitors for recreation;
- undertake a structured programme of educational support including open days, access to visitor centres and school visits; and
- make charitable donations, sponsorships and grants to local organisations and individuals to promote good causes.

Employees

Our employees are vital to the success of the company.

We:

- are committed to employee involvement, communication, training and sound relationships with trade unions;
- are an equal opportunity employer providing employment and appropriate facilities for disabled people and for those who have become disabled while employed by the company
- have high standards for health and safety;
- operate bonus schemes for all employees linked to financial and service level performance targets; and
- make continued efforts to improve the work environment.

DIRECTORS' REPORT (continued)

CORPORATE SOCIAL RESPONSIBILITY (continued)

Key performance indicators

The company uses a series of KPIs to monitor environmental performance. These are reported monthly to the Board; some key measures are included in the non-financial performance section on pages 9 and 10.

Annual Environment & Sustainability Reports and further details of the company's environmental, conservation and recreation policies are available on our website www.bristolwater.co.uk.

OUTLOOK

The main drivers of future profitability are expected to be:

- increases in charges to customers in line with the RPI+/-K price limits. The 'K' factor allowed by the CC for the next year is 3.9%. Similar real increases apply to the remaining two years of the current review period;
- changes in operating costs - further efficiencies are expected to be achieved but offset by the cost of new obligations and inflation;
- inflation or deflation – operating costs, the capital investment programme and the company's £157.7m of index-linked debt are subject to inflation based on RPI at various points in the year; potential adverse impacts of high inflation or deflation are mitigated by the index-linking of the majority of revenues through the previous year's November RPI added to the K factor in the price limits;
- energy costs are significant for the company; spot power costs are constantly changing in line with crude oil and gas markets. Total energy costs for 2012 increased by 9% compared to 2011. This increase was primarily due to an increase in forward purchased energy prices. We currently anticipate that energy costs for 2013 will again increase due to increases in forward purchase prices. We expect energy costs to remain volatile in the future, albeit the company's policy is to closely monitor the prices and enter into a series of forward contracts. This provides some smoothing of price changes;
- movements in socio economic conditions are expected to affect the bad debt charges in future years;
- changes in pension funding assumptions; and
- any unexpected changes to the regulatory regime.

ULTIMATE PARENT COMPANY

Until 4 October 2011 the ultimate parent company was considered by the directors to be Suez Environnement Company S.A., a company incorporated in France. On 5 October CSE Water UK Ltd, a company incorporated in England and Wales and wholly owned by Capstone Infrastructure Corporation, a company incorporated in Canada, acquired 70% of the shares of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd), UK ultimate parent company until 4 October. From 5 October the ultimate parent company is considered by the directors to be Capstone Infrastructure Corporation. This view has not changed following the sale by Capstone Infrastructure Corporation of an indirect share of 20% in the company to Itochu Corporation of Japan, a company incorporated in Japan, on 10 May 2012.

The group in which this company is consolidated is Capstone Infrastructure Corporation and copies of its consolidated annual report are available from 155 Wellington Street West, Suite 2930 Toronto, ON M5V 3H1, Canada.

DIRECTORS' REPORT (continued)

LAND AND BUILDINGS

In the opinion of the directors there is no material difference between the book value and the current open market value of land and buildings expected to be disposed of within the next twelve months. The company keeps its holdings of land and buildings under continuous review. The company continues to consider a rationalisation of certain of its operational properties. The investment in any new properties is expected to be funded primarily by proceeds on disposal of properties that subsequently become surplus to requirements.

POLICY AND PRACTICE ON PAYMENT OF CREDITORS

It is company policy to comply with the terms of payment agreed with a supplier. Where payment terms are not negotiated, the company endeavours to adhere to the supplier's standard terms. The company pays creditors in accordance with agreed payment terms on receipt of valid invoices. At the end of the year, trade creditors represented the equivalent of 65 days purchases (2011: 29 days); creditor days are higher than usual due to the increase in capital creditors balance at year end following a significant increase in capital expenditure activity.

RESEARCH AND DEVELOPMENT

The company undertakes research and development projects in relation to its business. Expenditure during the year amounted to £0.1m (2011: £0.1m).

INSTRUMENT OF APPOINTMENT AND REGULATORY ACCOUNTS

In accordance with its Instrument of Appointment made under the Water Industry Act 1991 as amended, the directors are of the opinion that the company is in compliance with paragraph 3.1 of Condition K of that Instrument, which relates to the control of the assets of the Appointed Business. Copies of the Regulatory Accounts required under the Instrument of Appointment will be available from the Company Secretary.

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

During the year the company had in force an indemnity provision in favour of two directors of the company against any liability which may arise in respect of their current or past duties as trustees of the Water Companies' Pension Scheme, subject to the conditions set out in the Companies Act 2006.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

Following guidance issued by the former Department of Trade and Industry (DTI), as the company does not prepare consolidated accounts, it is not mandatory for the company to adopt IFRS.

The company has decided at this stage not to adopt IFRS. The company will therefore continue to prepare its financial statements using UK GAAP accounting standards for the foreseeable future.

POST BALANCE SHEET EVENT

On 10 May 2012 Capstone, the ultimate parent company, sold an indirect share of 20% in the company to Itochu Corporation of Japan, a company incorporated in Japan. The sale by Capstone has not affected its status of the ultimate parent company.

Following the sale by Capstone of its indirect share in the company on 10 May 2012, Mr S Miller resigned from the Board as a non-executive director, and Mr H Ichishi (Project Manager for the Itochu Corporation) was appointed as a non-executive director.

DIRECTORS' REPORT (continued)

AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS

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 auditors are unaware; and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the annual report and accounts 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). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

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.

Responsibility statement

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company; and
- the directors' report includes a fair review of the development and performance of the business and the position of the company, together with a description of the principal risks and uncertainties that it faces.

Approved by order of the Board, and signed on its behalf by:

Moger Woolley
Chairman
30 May 2012

DIRECTORS

Moger Woolley Age 77

Non-Executive Chairman, Member of Nomination Committee

Mr Woolley was appointed to the Board in 2005. He is Pro-Chancellor of the University of Bristol. He was the High Sheriff of Gloucestershire in 2002 and was formerly the Chief Executive of DRG plc.

Luis García Age 47

Chief Executive, Member of Nomination Committee

Mr García was appointed to the Board in January 2009 initially as a Non-Executive director. He joined Agbar in 1989 and has held a number of senior positions. He was appointed Chief Executive of the company on 1 April 2009.

Miquel Anglada Age 38

Finance Director

Mr Anglada was appointed to the Board in October 2009 and was appointed Finance Director on 1 December 2009. Prior to moving to the UK he was Group Financial Controller at Agbar in Barcelona.

Michael King Age 47

Regulatory Director

Mr King was appointed to the Board in November 2010. He joined the Company in December 2000 and was appointed Head of Competition & Regulation in January 2002. He was appointed Director of Regulation in January 2008.

Alan Parsons Age 63

Executive Director, Member of Nomination Committee and previous Managing Director

Mr Parsons was appointed to the Board in 1991 and appointed as Chief Executive in 2000. He became Managing Director in June 2006. He retired in September 2011 and his responsibilities as Managing Director have been transferred to L García.

Robert Brito Age 44

Operations Director

Mr Brito was appointed to the Board in January 2011 after a career in operational management across water and waste water in Australia and China. He has also acted as the General Manager of Chongqing Sino French Water Supply Company and Deputy General Manager of the Macao Water Supply Company. As part of the change of ownership arrangements Robert Brito has stepped down from the Board on 5 October 2011 whilst continuing in his role of the Operations Director for the company.

Peter McIlwraith Age 64

Non-Executive, Senior Independent Director, Chairman of Audit Committee, and Member of Nomination and Remuneration Committees

Mr McIlwraith was appointed to the Board in 2003. He was a director of BWG from 2001 until June 2006. He was a partner with PricewaterhouseCoopers (and prior to that Price Waterhouse) until 2001 and was Regional Chairman for the West and Wales and Senior Partner in Bristol.

Chris Curling Age 62

Non-Executive, Chairman of Remuneration Committee, and Member of Nomination and Audit Committees

Mr Curling was appointed to the Board in 2004. He was a director of BWG from 2005 until June 2006. He has two non-executive directorships and a number of appointments in the voluntary sector including the chairmanship of Sustrans. Formerly he was Senior Partner with the legal firm Osborne Clarke.

DIRECTORS(continued)

Robert Davis Age 64

Non-Executive, Member of Audit, Nomination and Remuneration Committees

Mr Davis was appointed to the Board in November 2008. With a mechanical engineering background, he worked with Rolls Royce before moving to the packaging industry leading to Managing Director roles in both the UK and the USA.

Michael Bernstein Age 44

Non-Executive, Member of Nomination and Remuneration Committees

Mr Bernstein is the President and Chief Executive Officer of Capstone Infrastructure Corporation and was formerly the President of Macquarie Infrastructure and Real Assets Canada Ltd and a Senior Managing Director of the Macquarie Group. Mr Bernstein was appointed to the board on 5 October 2011.

Stuart Miller Age 42

Non-Executive

Mr Miller is the Executive Vice President, General Counsel and Secretary of Capstone Infrastructure Corporation and was formerly a Senior Vice President of Macquarie Infrastructure and Real Assets Canada Ltd. Mr Miller joined the board on 5 October 2011 and resigned on 10 May 2012.

Michael Smerdon Age 41

Non-Executive, Member of Audit Committee

Mr Smerdon is the Executive Vice President and Chief Financial Officer of Capstone Infrastructure Corporation, he was formerly a Managing Director of Macquarie Infrastructure and Real Assets Canada Ltd. Mr Smerdon joined the board on 5 October 2011.

Jack Bittan Age 34

Non-Executive

Mr Bittan is the Senior Vice President, Business Development of Capstone Infrastructure Corporation and is responsible for Capstone Infrastructure Corporation's business development initiatives. He was formerly a Senior Vice President of Macquarie Infrastructure and Real Assets Canada Ltd. Mr Bittan joined the board on 5 October 2011.

Paul Bourdillon Age 40

Non-Executive

Mr Bourdillon is the Deputy Chief Finance Officer of Agbar and formerly held a number of senior posts at Suez Environment SA. He was appointed to the board on 5 October 2011.

Juan Antonio Guijarro Age 47

Non-Executive

Mr Guijarro was appointed to the Board in June 2006. He is the Director of UK, US and EMEA for Agbar and has been with Agbar since 1989. He resigned as a director on 5 October 2011.

Manuel Cermerón Age 41

Non-Executive

Mr Cermerón was appointed to the Board in June 2006 as an executive director until he resigned from that role on 31 July 2008. He has held a range of senior positions with Agbar since 2000 and is now executive director for the Aqualogy Division of Agbar. He resigned as a director on 5 October 2011.

DIRECTORS(continued)

Anthony Harding Age 63

Non-Executive, Member of Remuneration Committee

Mr Harding was appointed to the Board in September 2007. He is an Executive Vice President of Suez Environnement International and is the former Chairman of United Water, a subsidiary of Suez Environnement SA, which provides water and wastewater services to around 7 million people in several US states. He is a Chartered Engineer and was previously Managing Director of Northumbrian Water and Essex & Suffolk Water.

Jordi Valls Age 51

Non-Executive

Mr Valls was appointed to the Board in March 2011 having been appointed in February 2011 as Chief Executive and UK Country Manager for Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd). Prior to moving to the UK he was Chairman of the Port of Barcelona and has extensive experience in both the public and private sectors. He resigned as a director on 5 October 2011.

Hajime Ichishi Age 37

Non-Executive Director

Mr Ichishi is a Project Manager for the Itochu Corporation of Japan and is responsible for the worldwide development of the Corporation's water and environment sector project. Previously he worked as General Manager of Itochu Europe and led the development and management of infrastructure, power, and renewable energy investments in Europe. He was appointed as director on 10 May 2012.

Note:

References to Bristol Water Group Ltd (now known as Bristol Water Holdings UK Ltd) above include predecessor companies where appropriate.

CORPORATE GOVERNANCE REPORT

DIRECTORS' STATEMENT

The Board is committed to ensuring that high standards of corporate governance are maintained by the company. In doing so it endorses the main and supporting principles and provisions set out in the Corporate Governance Code 2010 (the Code). For the year ended 31 March 2012 and up to the date of approving the accounts the Board has applied the principles and complied with the provisions of the Code.

Going concern

As detailed in the Directors' Report on pages 10 and 11, after making enquiries, they have concluded that the company has adequate resources or the reasonable expectation of raising further resources as required to continue in operation for the foreseeable future. Therefore they continue to adopt the going concern basis of accounting in preparing these accounts.

Board and Board Committees

At 31 March 2012 the Board of Bristol Water plc (the "Board") comprised the Chairman (a non-executive director), three executive directors and nine other non-executive directors. Three of the non-executive directors are, in the opinion of the Board, independent. This assessment has been made by the Board based on its views of their performance on the Board and taking into account their experience, character and period served.

The following table sets out the attendance of directors at Board and committee meetings during the financial year 2011/12:

		Board meetings attended (maximum 8)	Maximum possible during period of appointment	Number of meetings Percentage attendance during period of appointment	Audit Committee meetings (maximum 5)	Remuneration Committee meetings (maximum 4)
Chairman	J M Woolley	7	8	88%		
Chief Executive	L Garcia	8	8	100%		
Finance Director	M Anglada	8	8	100%		
Regulatory Director	M King	8	8	100%		
Executive Director	A Parsons	3	3	100%		
Operations Director	R Brito	3	3	100%		
Independent Non-Executive director	P Mcllwraith	8	8	100%	5	4
Independent Non-Executive director	C Curling	8	8	100%	5	4
Independent Non-Executive director	R Davis	8	8	100%	5	4
Non-Executive director	M Bernstein	4	5	80%		
Non-Executive director	S Miller	5	5	100%		
Non-Executive director	M Smerdon	4	5	80%	1	
Non-Executive director	J Bittan	5	5	100%		
Non-Executive director	P Bourdillon	5	5	100%		
Non-Executive director	J A Guijarro	2	3	67%		
Non-Executive director	M Cermerón	0	3	0%		
Non-Executive director	A J Harding	7	8	88%		
Non-Executive director	J Valls	3	3	100%		

The Board executes overall control of the company's affairs by reference to the schedule of matters reserved for its decision. These include the approval of strategy, financial statements, major capital expenditure, authority levels for expenditure, treasury and risk management policies. In furtherance of its duties, there are agreed procedures for the directors to take independent professional advice, if necessary, at the company's expense. There is clear segregation between the roles of Chairman and Chief Executive to ensure appropriate Board balance. All directors have access to the advice and services of the Company Secretary.

The Board considers that it is functioning well and that there was no benefit in carrying out a formal performance evaluation process. The Board recognises that the company is a subsidiary of Capstone and that Capstone carries out its own detailed scrutiny of the company's senior staff.

CORPORATE GOVERNANCE REPORT (continued)

Board and Board Committees (continued)

The Board delegates day-to-day and business management control to the executive directors.

The Board considers the Chairman to be the principal point of reference to whom concerns of whatever nature may be conveyed. In the event that an individual does not wish to raise a concern with him, the Board has now identified Mr P McIlwraith as the senior independent member of the Board to whom such concerns may be addressed.

Under its Instrument of Appointment as a water undertaker, the company is subject to a number of ring-fencing conditions to protect it from the risks arising from other activities which may be carried out by other companies within the group so that the company does not, whether through its involvement in those activities or by its financial policies, put at risk its ability either to carry out its functions as a water undertaker or to finance them.

Audit Committee

The Audit Committee's terms of reference include the points recommended by the Combined Code. Its duties include monitoring internal controls, approving the accounting policies and reviewing the interim and annual financial statements before submission to the Board. The Committee is chaired by Mr P McIlwraith and currently comprises three other non-executive directors Mr C Curling, Mr R Davis and Mr Smerdon. The external auditors attended all meetings during the period of their appointment in the year and the internal auditors report to this Committee on a regular basis.

The Committee is formally constituted with terms of reference. A copy of the terms of reference is available to shareholders by writing to the Company Secretary, Mr S C Robson.

External auditors

The Audit Committee is responsible for the development, implementation and monitoring of the company's policy on external audit. The policy assigns oversight responsibility for monitoring the independence, objectivity and compliance with ethical and regulatory requirements to the Audit Committee, and day-to-day responsibility to the Finance Director. It states that the external auditors are jointly responsible to the board and the Audit Committee and that the Audit Committee is the primary contact. The policy also sets out the categories of non-audit services which the external auditors will and will not be allowed to provide to the company, subject to de minimis levels.

To fulfil its responsibility regarding the independence of the external auditors, the audit committee reviewed:

- the external auditors' plan for the current year, noting the role of the senior statutory audit partner, who signs the audit report;
- the arrangement for day-to-day management of the audit relationship;
- a report from the external auditors describing their arrangements to identify, report and manage any conflicts of interest; and
- the overall extent of non-audit services provided by the external auditors, in addition to its case by case approval of the provision of non-audit services by the external auditors.

To assess the effectiveness of the external auditors, the Audit Committee reviewed:

- the arrangements for ensuring the external auditors' independence and objectivity;
- the external auditors' fulfilment of the agreed audit plan and any variations from the plan; and
- the robustness and perceptiveness of the auditors in their handling of the key accounting and audit judgements.

CORPORATE GOVERNANCE REPORT (continued)

Internal auditors

The Audit Committee is required to assist the board to fulfil its responsibilities relating to the adequacy of the plans relating to the internal auditors. To fulfil these duties the Committee reviewed:

- Internal Audit's terms of reference and access to Audit Committee and all members of the board;
- Internal Audit's plans and its achievement of the planned activity; and
- the results of key audits and other significant findings, the activity of management's response and the timeliness of resolution.

Remuneration Committee

The role and composition of the Remuneration Committee is set out in the 'Remuneration Committee Report' on page 25.

Induction and training of directors

New directors receive appropriate induction on their appointment to the board covering the activities of the company and its key business and financial risks, the terms of reference of the board and its committees and the company's latest financial information.

Ongoing training is provided as necessary and includes updates from the Company Secretary on changes to the Listing Rules, requirements under the Companies Act and other regulatory matters. Directors may consult with the Company Secretary at any time on matters related to their role on the board. All directors have access to independent professional advice at the company's expense where they judge it necessary to discharge their duties, with requests for such advice being authorised by the Chairman or the Company Secretary.

Retirement and re-election of directors

All directors are subject to election by shareholders at the first annual general meeting after their appointment, and to re-election thereafter at intervals of no more than three years.

All non-executive directors who have been directors for nine years or more need to offer themselves for re-election at each annual general meeting.

Internal Controls

The company has complied and continues to comply with the Code provisions on internal control having established the procedures necessary to implement the guidance issued in September 1999 (the Turnbull Committee report) and by regular review and reporting in accordance with that guidance.

The Board has overall responsibility for the system of internal control, and for reviewing its effectiveness, whilst the role of management is to implement Board policies on risk and control. The system of internal control is designed to manage risks to appropriate minima rather than eliminate any risk of failure in achieving business objectives. In pursuing these objectives, internal controls can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board encourages a culture of risk identification and management across all aspects of the business, and uses the following main processes to review the effectiveness of the system of internal control:

The executive directors:

- have delegated to them the authority to manage the business and to implement internal control and risk management processes
- have established a system of Key Performance Indicators and risk identification matrices.

CORPORATE GOVERNANCE REPORT (continued)

Internal Controls (continued)

The company operates through a formal board structure, which:

- considers material financing and investment decisions
- reviews the role of insurance in managing risks
- reviews and approves financial budgets and emerging financial results
- reviews on a regular basis detailed Key Performance Indicator reports, which include the identification of material risks and the actions taken to manage such risks.

The Audit Committee:

- reviews internal and external audit work plans and commissions, where appropriate, reviews of specific issues
- considers reports from management, internal and external auditors on the system of internal control and any material control weaknesses identified
- discusses with management the actions taken on any problem areas identified by Board members and management or in the internal and external audit reports
- the Chairman of the Committee reports the outcome of the Audit Committee meetings to the Board and the Board receives the minutes of all Audit Committee meetings.

The Board:

- considers material financing and investment decisions including the giving of guarantees and indemnities, and monitors policy and control mechanisms for managing treasury risk
- reviews on a regular basis a summary Key Performance Indicator report which includes the identification of material risks and the actions taken to manage such risks
- reviews the effectiveness of the risk management process and significant risk issues
- reviews and approves financial budgets and emerging financial results.

The Board undertook formal assessments of risk management and control arrangements on 2 Feb 2012 in order to form a view on the overall effectiveness of the system of internal control. This review included an assessment of the effectiveness of internal controls within the group's joint venture, Bristol Wessex Billing Services Ltd.

The Board concluded that the overall internal control framework was working effectively.

By order of the Board
S C Robson, Company Secretary
30 May 2012

REMUNERATION COMMITTEE REPORT

This report has been prepared in accordance with Schedule 8 to the Accounting Regulations under the Companies Act 2006.

Unaudited element of the Remuneration Committee Report

The Board has reviewed the company's compliance with the Combined Code ('the Code') on remuneration related matters. It is the opinion of the Board that the company complied with all remuneration related aspects of the Code during the year.

The Report will be put to shareholders for approval at the Annual General Meeting.

Role and Composition of the Remuneration Committee

The Remuneration Committee makes recommendations to the Board on the remuneration and other employment conditions of the executive directors and senior executives of Bristol Water plc. The membership of the Committee during the year comprised Mr C Curling (Chairman), Mr R Davis and Mr P McIlwraith, and Mr M Bernstein and Mr A Harding joined the Committee during the year. Attendances at committee meetings are set out on page 21.

The Committee is formally constituted with written terms of reference. A copy of the terms of reference is available to shareholders by writing to the Company Secretary, Mr S C Robson.

In deciding appropriate levels of executive remuneration, the Committee uses external research from independent remuneration consultants when appropriate to obtain up-to-date information on a comparator group of companies. This year the Committee made one adjustment to one director's existing remuneration arrangements following advice from Agbar.

During the year Mr L García (Chief Executive), Mr A Parsons (previous Managing Director) and Mr S C Robson (Company Secretary) also provided material advice and services to the Committee. No director played a part in any discussions about his own remuneration. None of the Committee has any personal financial interest or conflict of interest arising from cross-directorships or from day-to-day involvement in running the business.

Remuneration Policy

The key principle underpinning remuneration policy is the need to offer remuneration packages which can attract, motivate and retain directors and senior managers of the calibre needed to execute the company's business strategy, thereby enhancing shareholder value and improving the service to customers. The company's policy is that a significant proportion of the remuneration of the executive directors should be performance related.

There are three main elements of the remuneration package for executive directors:

Basic annual salary - factors taken into account when determining basic annual salary levels are objective research; the individual executive director's performance during the year; and pay and conditions throughout the company.

Annual bonus - based on the achievement of water quality, customer service, leakage, a range of financial targets and the overall performance of the Agbar group, together with an assessment of personal performance, and is restricted in 2011-12 to a maximum (save in exceptional circumstances) of either 30% or 50% of basic salary.

REMUNERATION COMMITTEE REPORT (continued)

Remuneration Policy (continued)

Taxable benefits in kind - reflecting market practice and comprising the provision of a company car and private medical and life insurance.

Some expatriate benefits provided to Messrs García and Anglada are not borne by the regulated water business. Until the acquisition of Bristol Water Holdings UK Ltd (BWHUK formerly known as Agbar UK Ltd) by Capstone the expatriate benefits were borne by BWHUK, and since then by Aqualogy Solutions and Technologies UK Limited (formerly known as Agbar Solutions and Technologies UK Ltd), an Agbar associated company. The expatriate benefits include their free furnished accommodation, utilities, tax advice and private school/nursery fees where appropriate.

Annual Bonus Scheme

Annual bonus awards for the bonus year 2011-12 are shown in the sections headed 'Details of Directors' Remuneration and Pension Benefits'.

Share Options and Long-Term Incentive Schemes

There are currently no Share Options or Long-term Incentive schemes in place.

Service Contracts

Details of the employment contracts of the executive directors who served during the year are as follows:

	Contract date	Notice period	Unexpired term
L García	23 April 2009	1 year	rolling 1 year
M Anglada *	N/A	N/A	N/A
M King	1 April 2011	1 year	rolling 1 year
A Parsons	23 November 2010	N/A	retired on 30 September 2011
R Brito **	31 January 2011	1 year	rolling 1 year

* Mr Anglada is on a secondment arrangement from the Agbar group.

** As part of the change of ownership arrangements, further discussed in the Chairman's Statement on page 5, Mr R Brito has stepped down from the Board on 5 October 2011 whilst continuing in his role of the Operations Director for the company.

Directors' contracts do not provide for other compensation payable on early termination.

Directors' Pension Arrangements

At 31 March 2012, no director was accruing benefits under the company defined benefit pension scheme.

Any newly-appointed executive directors recruited externally (to the Agbar and Capstone groups) will be offered membership of a company designated stakeholder pension scheme or the option of a company contribution to a personal pension plan.

REMUNERATION COMMITTEE REPORT (continued)

Non-Executive Directors

The remuneration of the non-executive directors is determined by the Board and has been based, where appropriate, upon market evidence of fees paid to non-executive directors in companies of comparable size and on the basis of time commitments. Additional responsibilities are also taken into account. No director votes in respect of his own remuneration.

Non-executive directors do not have contracts of service, do not participate in company pension, share or bonus schemes and do not receive any taxable benefits in kind. The terms of appointment do not entitle non-executive directors to receive compensation in the event of early termination of their appointment.

Audited element of the Remuneration Committee Report

Details of Directors' Remuneration and Pensions Benefits

This report has been prepared in accordance with Schedule 8 to the Accounting Regulations under the Companies Act 2006, which are subject to audit. Full details of all elements in the remuneration package of each director are set out below. Details of directors' share interests are given in the Directors' Report.

Directors' Remuneration					2012	2011	
	Notes		Salary / fees £000	Benefits £000	Bonus £000	Total £000	Total £000
J M Woolley		Non-Executive	60	-	-	60	58
L Garcia	1	Executive	156	8	33	197	200
M Anglada	1	Executive	110	7	30	147	120
M King		Executive	107	1	46	154	47
A Parsons	2	Executive	56	6	-	62	232
R Brito	3	Executive	47	3	12	62	30
P McIlwraith		Non-Executive	39	-	-	39	38
C Curling		Non-Executive	36	-	-	36	36
R Davis		Non-Executive	32	-	-	32	31
M Bernstein	4,5	Non-Executive	-	-	-	-	-
S Miller	4,5	Non-Executive	-	-	-	-	-
M Smerdon	4,5	Non-Executive	-	-	-	-	-
J Bittan	4,5	Non-Executive	-	-	-	-	-
P Bourdillon	4,5	Non-Executive	-	-	-	-	-
J A Guijarro	3	Non-Executive	-	-	-	-	-
M Cermerón	3	Non-Executive	-	-	-	-	-
A J Harding	4	Non-Executive	-	-	-	-	-
J Valls	3,4	Non-Executive	-	-	-	-	-
Charge to Profit and Loss account			643	25	121	789	792

Notes

- 1 These costs represent amounts paid by and charged to Bristol Water plc, and exclude costs charged to other group companies.
- 2 Retired on 30 September 2011.
- 3 Resigned as a director on 5 October 2011.
- 4 No remuneration has been paid by the company.
- 5 Appointed as a Non-Executive Director on 5 October 2011.

Benefits in kind above include the provision of a company car, medical and life insurance where applicable paid by the company.

Bonus includes amounts accrued and approved, but not paid, as at 31 March 2012 and relates to the period served as a director.

REMUNERATION COMMITTEE REPORT (continued)

Details of Directors' Remuneration and Pensions Benefits (continued)

Accrued pension scheme benefits earned by directors

At 31 March 2012, no director was accruing benefits under the company defined benefit pension scheme.

Messrs García and Anglada have not joined the company designated stakeholder pension plan and the company is not making contributions to any private pension scheme on their behalf.

Mr King has not joined the company designated stakeholder pension plan; however the company is making contributions to a private pension scheme on his behalf. The company's contributions to the private pension plan for Mr King amounted to £6,302.

Mr Brito has joined the company designated stakeholder pension plan; the company's contributions to the stakeholder pension plan for Mr Brito amounted to £2,856 until his resignation as a director on 5 October 2011. The company did not make contributions to any private pension scheme on his behalf.

This report was approved by the Board of Directors on 24 May 2012 and signed on its behalf by:

Chris Curling
Chairman of Remuneration Committee
30 May 2012

PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2012

		2012	2011
	Note	£m	£m
Turnover	2	108.0	100.7
Operating costs	3	<u>(83.5)</u>	<u>(82.1)</u>
Operating profit		<u>24.5</u>	<u>18.6</u>
Other net interest payable and similar charges	4	(12.3)	(9.5)
Dividends on 8.75% irredeemable cumulative preference shares	4	(1.1)	(1.1)
Interest in respect of retirement benefit scheme	4	-	(0.4)
Net interest payable and similar charges		<u>(13.4)</u>	<u>(11.0)</u>
Profit on ordinary activities before taxation		11.1	7.6
Taxation on profit on ordinary activities	5	<u>(3.9)</u>	<u>(0.8)</u>
Profit on ordinary activities after taxation		<u>7.2</u>	<u>6.8</u>
Earnings per ordinary share	6	<u>120.0p</u>	<u>113.3p</u>
Dividends per ordinary share	21		
- declared or proposed in respect of the period		<u>116.5p</u>	48.4p
- paid during the period		<u>116.5p</u>	48.4p

All activities above relate to the continuing activities of the company.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents.

The accompanying notes to the accounts form an integral part of this statement.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 31 March 2012

		2012	2011
	Note	£m	£m
Profit attributable to Bristol Water plc shareholders		7.2	6.8
Actuarial gains recognised in respect of retirement benefit obligations	23	1.2	1.4
Attributable deferred taxation	18	(0.1)	(0.4)
Change in the fair value of the interest rate swap	17	(0.8)	0.1
Attributable deferred taxation	18	0.1	-
Total recognised gains for the year		7.6	7.9

The accompanying notes to the accounts form an integral part of this statement.

RECONCILIATION OF SHAREHOLDERS' FUNDS

for the year ended 31 March 2012

	Note	2012	2011
		£m	£m
Total recognised gains and losses		7.6	7.9
Equity dividends paid	21	(7.0)	(2.9)
Increase in shareholders' funds during the year		0.6	5.0
Shareholders' funds at 1 April		89.9	84.9
Shareholders' funds at 31 March		90.5	89.9

The accompanying notes to the accounts form an integral part of this statement.

BALANCE SHEET

at 31 March 2012

		2012	2011
	Note	£m	£m
Fixed assets	7	264.4	240.7
Other investments - Loans to a UK holding company	8	68.5	68.5
Current assets			
Stocks	9	1.4	1.1
Debtors	10	27.3	22.3
Cash on deposit	11	64.5	77.3
Cash at bank and in hand		7.8	2.4
		101.0	103.1
Creditors: amounts falling due within one year			
Current portion of long-term borrowings	12	(18.4)	(2.8)
Other creditors	13	(40.6)	(25.3)
		(59.0)	(28.1)
Net current assets		42.0	75.0
Total assets less current liabilities		374.9	384.2
Creditors: amounts falling due after more than one year			
Borrowings and derivatives	14	(246.9)	(257.3)
8.75% irredeemable cumulative preference shares	14	(12.5)	(12.5)
Deferred income	15	(9.3)	(9.8)
Provisions for liabilities	18	(24.7)	(22.3)
Retirement benefit surplus	23	9.0	7.6
Net assets		90.5	89.9
Capital and reserves			
Called-up share capital	19	6.0	6.0
Share premium account	20	4.4	4.4
Other reserves	20	4.4	5.1
Profit and loss account	20	75.7	74.4
Shareholders' funds	20	90.5	89.9

The financial statements of Bristol Water plc, registered number 2662226, were approved by the board of directors and authorised for issue on 30 May 2012.

L García, Director

M Anglada, Director

The accompanying notes to the accounts form an integral part of this statement.

CASH FLOW STATEMENT

for the year ended 31 March 2012

		2012	2011
	Note	£m	£m
Net cash inflow from operating activities	24(a)	55.8	49.0
Returns on investments and servicing of finance			
Interest received		4.6	4.2
Interest paid on term loans and debentures		(9.9)	(8.6)
Interest paid on finance leases		(0.5)	(0.3)
Dividends paid on 8.75% irredeemable cumulative preference shares		(1.1)	(1.1)
		<u>(6.9)</u>	<u>(5.8)</u>
Taxation			
Corporation tax paid		<u>(2.0)</u>	<u>(4.0)</u>
Capital expenditure and investing activities			
Purchase of tangible fixed assets		(48.7)	(24.4)
Contributions received		3.9	3.8
Proceeds from disposal of tangible fixed assets		0.1	0.2
Decrease/(increase) in cash deposits maturing after three months from the balance sheet date	11	26.5	(46.8)
		<u>(18.2)</u>	<u>(67.2)</u>
Equity dividends paid	21	<u>(7.0)</u>	<u>(2.9)</u>
Cash inflow/(outflow) before management of liquid resources and financing		21.7	(30.9)
Management of liquid resources being increase in liquid resources	11	<u>(13.7)</u>	<u>(5.5)</u>
Financing			
New term loan		-	39.5
Capital element of lease repayments		(2.6)	(2.5)
		<u>(2.6)</u>	<u>37.0</u>
Increase in cash in the year	24(b)	5.4	0.6
Cash, beginning of year		2.4	1.8
Cash, end of year		<u>7.8</u>	<u>2.4</u>

The accompanying notes to the accounts form an integral part of this statement.

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the accounts have been applied consistently. The significant accounting policies adopted in the preparation of the accounts are set out below.

(a) Accounting convention

The accounts of the company are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom (UK GAAP) and with the provisions of the Companies Act 2006, except for the treatment of certain capital contributions as explained in sub-note (e) below.

In January 2012, the ASB re-exposed its proposals in relation to the future of financial reporting in the UK as FREDs 46 to 48. The final standards, which are anticipated to be issued by the end of 2012, will be issued as:

- FRS 100 'Application of Financial Reporting Requirements' (FRED 46);
- FRS 101 'Reduced Disclosure Framework' (under EU IFRS) (FRED 47);
- FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' ('FRSUKI', formerly the 'FRSME') (FRED 48).

The proposed effective date is periods beginning on or after 1 January 2015, with early adoption permitted for periods beginning on or after the date of issue of the standards.

The company has not adopted the above for its financial statements for the year ended 31 March 2012, and has no current plans to do so before the proposed effective date.

(b) Going concern

In assessing the going concern basis, the directors have considered the cash flow and financial ratios projections of the company for the foreseeable future.

The key risks to the company are regulatory requirements and developments, operational events and performance problems. The company is well placed to respond to the near future events, with cash and cash deposits of £72.3m and a £30.0m unutilised committed borrowing facility.

The company is not immune to the continuing financial market uncertainties in the medium term, which have the potential to impact its ability to obtain appropriate financing to deliver the current and future capital programmes.

The directors report that, after making enquiries, they have concluded that the company has adequate resources or the reasonable expectation of raising further resources as required to continue in operation for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the accounts.

(c) Turnover

Turnover comprises charges to and accrued income from customers for water and other services, exclusive of VAT. Turnover is recognised upon delivery of water or completion of other services.

Income from metered supplies is based upon actual volumes of water invoiced plus estimated volumes of un-invoiced water delivered to customers during the year.

1. ACCOUNTING POLICIES (continued)

(d) **Tangible fixed assets and depreciation**

Tangible fixed assets comprise infrastructure assets and other assets:

Infrastructure assets

Infrastructure assets comprise the integrated network of impounding and pumped raw water storage reservoirs and water mains and associated underground pipework. Expenditure on such assets relating to increases in capacity, enhancements or planned maintenance of the network is treated as an addition to fixed assets and is included at cost. The cost of infrastructure assets is their purchase cost together with incidental expenses of acquisition and directly attributable labour costs which are incremental to the company.

Other assets

Other assets include land and buildings, operational structures, fixed and mobile plant, equipment and motor vehicles. All are included at cost. The cost of other assets is their purchase cost together with incidental expenses of acquisition and any directly attributable labour costs which are incremental to the company.

Depreciation

Depreciation is charged, where appropriate, on a straight-line basis on the original cost of assets over their expected economic lives. Freehold land is not depreciated. Depreciation of long-life assets commences when the assets are brought into use.

Depreciation of infrastructure assets under renewals accounting takes account of planned expenditure levels in the long term to maintain the operating capability of the company's infrastructure assets in perpetuity.

Other assets are depreciated after commissioning over the following estimated economic lives:

Operational properties and structures	15 to 100 years
Treatment, pumping and general plant	20 to 24 years
Computer hardware, software, communications, meters and telemetry equipment	3 to 15 years
Vehicles and mobile plant	5 to 7 years

Assets under construction are not depreciated.

Impairment

The values of fixed assets are reviewed regularly to determine whether their carrying amounts exceed their fair values in use. Where such an excess is believed to exist it is treated as an impairment loss and charged to the profit and loss account.

1. ACCOUNTING POLICIES (continued)

(e) **Grants and contributions**

Contributions received in respect of enhancing the infrastructure network are deducted from the cost of the related fixed assets. This treatment is required by Statement of Standard Accounting Practice Number 4 but is a departure from the Companies Act 2006 which requires that such contributions be shown as deferred income.

In the directors' opinion, this treatment is necessary to show a true and fair view as the related assets do not have determinable finite lives and therefore no basis exists for the amortisation of the contributions. The effect on tangible fixed assets is shown in note 7(d) to the accounts.

Prior to 1 April 2010, a type of contribution called "Infrastructure Charges" was partially attributed to the non-infrastructure assets and was treated as deferred income which is amortised in the profit and loss account over the expected useful lives of the related assets.

Subsequently, all such contributions have been attributed to infrastructure assets.

Grants and contributions in respect of expenditure charged to the profit and loss account are netted against such expenditure as received.

(f) **Leased assets**

Assets financed by leasing agreements that transfer substantially all the risks and rewards of ownership of an asset to the lessee are capitalised and depreciated over the shorter of their estimated useful lives and the lease term. The capital portion of the lease commitment is included in current or non-current creditors as appropriate. The capital element of the lease rental is deducted from the obligation to the lessor as paid. The interest element of lease rentals and the depreciation of the relevant assets are charged to the profit and loss account.

Operating lease rental payments are charged to the profit and loss account as incurred over the term of the lease.

(g) **Pension costs**

The company operates both defined benefit and defined contribution pension arrangements. Defined benefit pension arrangements are provided through the company's membership of the Water Companies' Pension Scheme ("WCPS") via a separate section.

Defined benefit scheme liabilities are measured by an independent actuary using the projected unit method and discounted at the current rate of return on high quality corporate bonds of equivalent term and currency to the liability. The increase in the present value of the liabilities of the company's defined benefit pension scheme expected to arise from employee service in the period is charged to operating profit. The expected return on the scheme's assets and the increase during the period in the present value of the scheme's liabilities, arising from the passage of time, is included in other finance income or cost.

Past service costs are recognised in profit or loss on a straight-line basis over the vesting period or immediately if the benefits have vested. When a settlement or a curtailment occurs the change in the present value of the scheme liabilities and the fair value of the plan assets reflects the gain or loss which is recognised in the profit and loss account. Losses are measured at the date that the company becomes demonstrably committed to the transaction and gains when all parties whose consent is required are irrevocably committed to the transaction.

Actuarial gains and losses arising from experience adjustments, changes in actuarial assumptions and amendments to pension plans are charged or credited direct to the statement of total recognised gains and losses.

Costs of defined contribution pension schemes are charged to the profit and loss account in the period in which they fall due. Administration costs of defined contribution schemes are borne by the company.

1. ACCOUNTING POLICIES (continued)

(h) **Research and development**

Research and development expenditure is charged to the profit and loss account as incurred.

(i) **Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Advance Corporation Tax (ACT) in respect of dividends in previous years is written off to the profit and loss account unless it can be recovered against mainstream corporation tax in the current year or with reasonable assurance in the future. Credit is taken for ACT previously written off when it is recovered against mainstream corporation tax liabilities.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a discounted basis to reflect the time value of money over the period between the balance sheet date and the dates on which it is estimated that the underlying timing differences will reverse. The discount rates used reflect the post-tax yields to maturity that can be obtained on the UK government bonds with similar maturity dates and currencies to those of the deferred tax assets or liabilities.

(j) **Distributions to shareholders**

Dividends and other distributions to shareholders are reflected in financial statements when approved by shareholders in a general meeting, except for interim dividends which are included in financial statements when paid by the company. Accordingly, proposed dividends are not included as a liability in the financial statements.

(k) **Cash on deposit**

Cash on deposit represents short-term deposits having maturity up to one year from the balance sheet date.

(l) **Stocks**

Stocks are valued at the lower of cost and net realisable value. Following established practice in the water industry no value is included in the accounts in respect of water held in store.

(m) **Financial instruments**

The company has entered into an interest rate swap effective from 22 October 2008. In accordance with the provisions of FRS25, 'Financial Instruments: Presentation', and FRS26, 'Financial Instruments: Recognition and Measurement', the company values its interest-rate swap on the balance sheet. The effective portion of the swap is deferred through the statement of total recognised gains and losses. Should there be any ineffectiveness, any gain or loss relating to the ineffective portion would be recognised immediately in the profit and loss account within finance charges.

The net costs of issue of loans (being expenses incurred less premiums received) where material are amortised over the lives of the respective loans and disclosed within net borrowings. Immaterial amounts are written off as incurred. Index-linked loans are considered to be effective economic hedges and are valued at cost plus accrued indexation.

1. ACCOUNTING POLICIES (continued)

(n) Hedge accounting

The company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking a hedge transaction. The company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair value or cash flows of hedged items.

The effective portion of the swap is deferred through the statement of total recognised gains and losses. Should there be any ineffectiveness; any gain or loss relating to the ineffective portion would be recognised immediately in the profit and loss account within finance charges.

Amounts deferred in the statement of total recognised gains and losses are recognised in the profit and loss account in the periods when the hedged item is recognised in the profit and loss account, in the same line as the recognised hedged item.

Hedge accounting is discontinued when the company revokes the hedging relationship, the hedging instrument expires, is terminated or exercised, or no longer qualifies for hedge accounting.

(o) Provisions

A provision is recognised when the company has a legal or constructive obligation as a result of past event and it is probable that an outflow of economic benefits will be required to settle the obligation. The effect of the time value of money, except in case of deferred tax as mentioned in sub-note (i) above, is not material and therefore the provisions are not discounted.

2. TURNOVER

Turnover is wholly derived from water supply and related activities in the United Kingdom. The maximum level of prices the company may levy for the majority of water charges is controlled by the Water Services Regulation Authority (Ofwat) through the RPI +/- K price formula.

3. OPERATING COSTS

(a) Operating costs comprise -

	2012 £m	2011 £m
Wages, salaries and severance costs	15.6	14.1
Social security costs	1.3	1.2
Defined benefit scheme pension costs (note 23(b))	1.7	2.1
Total payroll cost	<u>18.6</u>	<u>17.4</u>
Less capitalised as fixed assets	(6.4)	(5.1)
Net payroll cost	<u>12.2</u>	<u>12.3</u>
Other operating costs		
Research and development expenditure	0.1	0.1
Auditors' remuneration (note 3(d))	0.1	0.1
Raw materials, consumables, bad debts and other charges less recoveries	38.9	39.7
Total other operating costs	<u>39.1</u>	<u>39.9</u>
Depreciation of tangible fixed assets (note 7)		
On owned assets	31.6	29.3
On leased assets	1.1	1.1
Amortisation of related deferred income (note 15)	(0.5)	(0.5)
Net depreciation	<u>32.2</u>	<u>29.9</u>
Total operating costs	<u>83.5</u>	<u>82.1</u>

(b) Employee details -

The average number of employees (full-time equivalents) during the year was as follows:

	2012	2011
Water treatment and distribution	271	272
Support services	85	78
Administration	58	47
Non-appointed activities	40	46
	<u>454</u>	<u>443</u>

(c) Directors' emoluments -

	2012 £m	2011 £m
Aggregate emoluments of directors, being remuneration, bonus and benefits in kind	0.8	0.8
Payments to approved pension schemes, all in respect of executive directors	-	0.1

Full details of directors' emoluments are disclosed in the Remuneration Committee Report.

The highest paid director during the year was L García; full details of his remuneration are disclosed in the Remuneration Committee Report.

3. OPERATING COSTS (continued)

(d) Auditors' remuneration

	2012 £000's	2011 £000's
The auditors' remuneration comprised:		
Fees payable to the company's auditors for the audit of the company's annual accounts	<u>48</u>	<u>48</u>
Services pursuant to legislation, principally related to:		
Regulatory returns	36	36
Fees for comfort letter for bond issue	-	25
Other services	8	8
Total non-audit fees	<u>44</u>	<u>69</u>

4. NET INTEREST PAYABLE AND SIMILAR CHARGES

	2012		2011	
	£m	£m	£m	£m
Net interest payable and similar charges relate to:				
Bank borrowings		1.0		1.0
Term loans and debentures		8.8		7.5
		7.0		4.9
Finance leases		0.2		0.3
		<u>17.0</u>		<u>13.7</u>
Less:				
Loan to Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd) – interest receivable	(4.0)		(4.0)	
Other external investments and deposits	<u>(0.7)</u>		<u>(0.2)</u>	
		(4.7)		(4.2)
Total other net interest payable and similar charges		<u>12.3</u>		<u>9.5</u>
Dividends on 8.75% irredeemable cumulative preference shares		1.1		1.1
Net Interest charge in respect of retirement benefit scheme		-		0.4
		<u>13.4</u>		<u>11.0</u>

Dividends on the 8.75% irredeemable cumulative preference shares are payable at a fixed rate of 4.375% on 1 April and 1 October each year. Payment by the company to the share registrars is made two business days earlier. The payments are classified as interest in accordance with FRS25.

5. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	2012 £m	2011 £m
(a) Analysis of charge for the year, all arising in the United Kingdom:		
Current tax:		
Corporation tax at 26% (2011: 28%) (note 5(b))	1.4	1.0
Adjustment to prior periods	(0.1)	(0.1)
	1.3	0.9
Deferred tax:		
Current year movement	1.7	1.4
Effect of corporation tax rate change	(2.9)	(3.0)
Adjustment to prior periods	0.1	0.1
	(1.1)	(1.5)
Effect of discounting	3.7	1.4
	2.6	(0.1)
Tax on profit on ordinary activities	3.9	0.8

The charge for corporation tax includes amounts for group relief surrendered by other group companies. Group relief is charged at the mainstream corporation tax rate in the applicable year.

The government has announced further progressive reductions in corporation tax rates. The tax rate used in calculating the 31 March 2012 deferred tax balance was 24% (2011: 26%). The beneficial effect is £2.9m (2011: £3.0m) on an undiscounted basis and £1.4m (2011: £1.8m) on a discounted basis.

Discounting rates decreased during the current year (2011: decreased). Within the effect of discounting in 2012, a decrease in the beneficial effect of discounting of £3.1m (2011: decrease of £0.4m) has been recognised in respect of the restatement of the opening balance at the recognised tax rates, increasing (2011: increasing) the overall deferred tax charge.

Factors that may affect future tax charges

The 2012 Budget announced that the rate would decrease from 23% on 1 April 2013 to 22% on 1 April 2014. The effect of these reductions would have reduced the discounted deferred tax liability of the company by £2.2m (£3.2m reduction on an undiscounted basis) which has not been reflected in these accounts.

Advance Corporation Tax ("ACT") is recognised as an asset to the extent that it is foreseen to be recoverable in the next 12 months. There is £3.9m (2011: £3.9m) of unrecognised ACT carried forward at 31 March 2012.

The company also holds £2.9m (2011: £2.9m) of unrecognised capital losses, which are available to offset against any future capital gains.

5. TAXATION ON PROFIT ON ORDINARY ACTIVITIES (continued)

(b) Reconciliation of the current tax charge

The current tax rate for the year is lower (2011: lower) than the standard rate of Corporation Tax in the United Kingdom of 26% (2011:28%). The differences are explained below:

	2012 £m	2011 £m
Profit on ordinary activities before tax	11.1	7.6
Profit on ordinary activities multiplied by standard rate of Corporation Tax in the United Kingdom at 26% (2011: 28%)	2.9	2.1
Effects of:		
Expenses including 8.75% irredeemable cumulative preference share dividends not deductible for tax	0.3	0.3
Capital allowances in excess of depreciation	(1.6)	(1.4)
Additional retirement benefit contributions	(0.1)	-
Short term timing differences	(0.1)	-
	1.4	1.0
Adjustment to tax in respect of prior periods	(0.1)	(0.1)
Total current tax charge (note 5(a))	1.3	0.9

6. EARNINGS PER ORDINARY SHARE

	2012 m	2011 m
Earnings per ordinary share have been calculated as follows - On average number of ordinary shares in issue during the year -		
Earnings attributable to ordinary shares	£7.2	£6.8
Weighted average number of ordinary shares	6.0	6.0

As the company has no obligation to issue further shares, disclosure of earnings per share on a fully diluted basis is not relevant.

7. TANGIBLE FIXED ASSETS

- (a) The movements for the year comprise –

	Freehold land & operational structures £m	Plant and equipment £m	Infra- structure assets £m	Assets under construction £m	Total £m
Cost					
At 1 April 2011	226.1	42.7	244.3	7.2	520.3
Additions	-	-	23.4	37.0	60.4
Capitalisation of completed assets	4.1	4.5	5.0	(13.6)	-
Disposals	(0.1)	(0.4)	-	-	(0.5)
Grants and contributions	-	-	(3.9)	-	(3.9)
At 31 March 2012	230.1	46.8	268.8	30.6	576.3
Depreciation					
At 1 April 2011	95.4	32.1	152.1	-	279.6
Charge for year	7.0	3.2	22.5	-	32.7
Disposals	(0.1)	(0.3)	-	-	(0.4)
At 31 March 2012	102.3	35.0	174.6	-	311.9
Net book value at 31 March 2012	127.8	11.8	94.2	30.6	264.4
At 31 March 2011	130.7	10.6	92.2	7.2	240.7

Assets under construction include all expenditure on plant, vehicles and other assets up to the point at which they are brought into use upon completion.

- (b) Included above at 31 March 2012 is freehold land, not subjected to depreciation in the year, of £1.6m (2011: £1.6m).
- (c) Included above at 31 March 2012 are fixed assets held under finance leases analysed by asset type as follows:

	Freehold land & operational structures £m	Plant and equipment £m	Infra- structure assets £m	Total £m
At 31 March 2012				
Cost	37.3	5.7	1.2	44.2
Depreciation	(26.0)	(5.7)	-	(31.7)
Net book value	11.3	-	1.2	12.5
At 31 March 2011				
Cost	37.4	6.0	1.2	44.6
Depreciation	(25.0)	(6.0)	-	(31.0)
Net book value	12.4	-	1.2	13.6

- (d) The net book value of infrastructure assets is stated after the deduction of contributions of £62.0m (2011: £58.1m) as explained in note 1(e).

8. OTHER INVESTMENTS

	2012 £m	2011 £m
Balance at year-end	<u>68.5</u>	<u>68.5</u>

Other investments comprise loans advanced to Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd). The details are as follows:

Agreement date	Loan advance date	Fixed interest rate	Loan repayment date	Principal outstanding £m
4 December 2003	12 February 2004	6.042%	30 September 2033	47.0
10 June 2005	13 July 2005	5.550%	30 September 2032	21.5

9. STOCKS

Stocks comprise consumable stores. The replacement cost of stocks is not considered to be materially different from their carrying value in the balance sheet.

10. DEBTORS

Debtors comprise:	2012 £m	2011 £m
Trade debtors (a)	11.5	10.0
Due from group and associated companies (b)	1.8	1.3
Other debtors	2.6	0.7
Prepayments and accrued income	11.4	10.3
	<u>27.3</u>	<u>22.3</u>

(a) Trade debtors are aged as:	2012 £m	2011 £m
Past due by 0-30 days	4.1	1.8
Past due by 31-120 days	0.8	0.2
Past due by more than 120 days	6.6	8.0
	<u>11.5</u>	<u>10.0</u>

The value of the bad debt provision included in trade debtors is £13.6m (2011: £12.6m).

- (b) The sum of £0.4m (2011: £0.4m) is included within the heading "Due from group and associated companies" in respect of amounts advanced to Bristol Wessex Billing Services Ltd, a joint venture company between Bristol Water Holdings UK Ltd, a parent company, and Wessex Water Services Ltd, to fund the purchase of fixed assets. This amount has no fixed repayment date.

11. CASH ON DEPOSIT

	2012	2011
	£m	£m
Cash on deposit matures:		
- up to three months from the balance sheet date	44.2	30.5
- after three months of the balance sheet date	20.3	46.8
	64.5	77.3

Cash deposits maturing up to three months from the balance sheet date are considered as liquid resources for the purposes of the Cash Flow statement.

12. CREDITORS – BORROWINGS FALLING DUE WITHIN ONE YEAR

	2012	2011
	£m	£m
Finance leases	3.4	2.8
Term loan	15.0	-
	18.4	2.8

These borrowings are secured as described in note 14.

13. CREDITORS – OTHER CREDITORS DUE WITHIN ONE YEAR

Other creditors due within one year comprise:	2012	2011
	£m	£m
Receipts in advance	11.0	10.1
Trade creditors	16.5	4.7
Due to group and associated companies	1.9	1.2
Tax, social security and payroll deductions	0.7	0.8
Corporation tax payable	0.2	0.9
Accruals and deposits received	10.3	7.6
	40.6	25.3

14. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR – BORROWINGS AND DERIVATIVES

	2012	2011
	£m	£m
Bank and other term loans – secured	235.2	243.0
Debentures	1.6	1.6
Finance leases – secured	4.9	8.1
Net unamortised premiums arising on issue of term loans	3.4	3.6
Total excluding 8.75% irredeemable cumulative preference shares and interest rate swap	245.1	256.3
Interest rate swap	1.8	1.0
	246.9	257.3
8.75% irredeemable cumulative preference shares	12.5	12.5
Total	259.4	269.8

14. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR – BORROWINGS AND DERIVATIVES (continued)

The 8.75% irredeemable cumulative preference shares, which do not normally carry any voting rights, were issued in 1992 at £1 per share. Shareholders are entitled to receive dividends at 8.75% per annum on the par value of these shares on a cumulative basis; these dividends are payable half yearly on 1 April and 1 October. On winding up, the preference shareholders rank ahead of ordinary shareholders and are entitled to receive £1 per share and any dividends accrued but unpaid in respect of their shares. In the event that dividends on the preference shares are in arrears for six months or more, holders of the preference shares become entitled to vote at general meetings of members. In accordance with FRS25 the shares are classified as long-term debt.

The authorised preference share capital consists of 14,000,000 8.75% irredeemable cumulative preference shares of £1 each. Of these, 12,500,000 have been issued and are fully paid (31 March 2011: 12,500,000).

The movements in net unamortised premiums were as follows:

	2012 £m	2011 £m
Net unamortised premiums at 1 April	3.6	4.2
Bond issue costs during the year	-	(0.4)
Amortised during the year	(0.2)	(0.2)
Net unamortised premiums at 31 March	3.4	3.6

The premiums net of expense on issue of new loans are amortised over the terms of the respective loans. Amortisation credits due in future years are as follows:

	2012 £m	2011 £m
Within one year	0.2	0.2
Between one and two years	0.2	0.2
Between two and five years	0.6	0.6
After five years	2.4	2.6
	3.4	3.6

Security for borrowings

The majority of the company's financial liabilities are secured. The security is given:

In respect of the company:

- by way of first fixed charges over any of its freehold or leasehold property belonging to it now or acquired in the future (other than protected land under the Water Industry Act 1991), its present and future goodwill, all rights and claims in relation to charged bank accounts, all book debts, all insurances, all rights, title and interest to all investments and all plant and machinery, and
- a floating charge over the whole of its undertaking.

Prior to enforcement of the security by the lender, the company is entitled to exercise all its rights, and perform its obligations in relation to the charged assets in accordance with the provisions set out in the company's Security Trust and Intercreditor Deed.

In respect of Bristol Water Core Holdings Ltd (the immediate parent of Bristol Water plc), as security for the obligations of the company:

- a fixed charge over its shares in Bristol Water plc together with a floating charge over the whole of its undertaking.

14. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR – BORROWINGS AND DERIVATIVES (continued)

Net borrowings and maturities

At 31 March 2012 net borrowings comprise -

	Term loans less cash	Finance leases	Debentures and irredeemable preference shares	Interest rate swap	Total 2012	Total 2011
	£m	£m	£m	£m	£m	£m
Repayment due:						
Between one and two years						
Repayable 2012, variable interest at one month LIBOR plus a margin	-	-	-	-	-	15.0
Finance leases		2.1			2.1	3.2
Between two and five years	-	0.9	-	-	0.9	2.7
After five years:						
Interest rate swap, exchanging six month LIBOR for a fixed rate of 5.025%	-	-	-	1.8	1.8	1.0
- Other than by instalment – Term loans						
Repayable 2017, variable interest at six month LIBOR plus a margin	10.0	-	-	-	10.0	10.0
Repayable 2017, variable interest at one month LIBOR plus a margin	10.0	-	-	-	10.0	10.0
Repayable 2032, principal index-linked to RPI, fixed interest at 3.635%*	116.0	-	-	-	116.0	110.5
Repayable 2033, fixed interest at 6.01%*	57.5	-	-	-	57.5	57.5
Repayable 2041 principal index-linked to RPI, fixed interest at 2.701%	41.7	-	-	-	41.7	40.0
- By instalments – Finance leases	-	1.9	-	-	1.9	2.2
Net unamortised premiums	3.4	-	-	-	3.4	3.6
Debentures (listed on the London Stock Exchange)						
4.00% Consolidated irredeemable 4.25%, 4.00% and 3.50% perpetual irredeemable debentures	-	-	1.4	-	1.4	1.4
	-	-	0.2	-	0.2	0.2
Total borrowings due after one year excluding 8.75% irredeemable cumulative preference shares						
	238.6	4.9	1.6	1.8	246.9	257.3
Current portion of debt						
	15.0	3.4	-	-	18.4	2.8
	<u>253.6</u>	<u>8.3</u>	<u>1.6</u>	<u>1.8</u>	<u>265.3</u>	<u>260.1</u>
Cash on deposit (note 11)	(64.5)	-	-	-	(64.5)	(77.3)
Cash at bank and in hand	(7.8)	-	-	-	(7.8)	(2.4)
Net borrowings excluding 8.75% irredeemable cumulative preference shares						
	181.3	8.3	1.6	1.8	193.0	180.4
8.75% irredeemable cumulative preference shares						
	-	-	12.5	-	12.5	12.5
Net borrowings including 8.75% irredeemable cumulative preference shares						
	<u>181.3</u>	<u>8.3</u>	<u>14.1</u>	<u>1.8</u>	<u>205.5</u>	<u>192.9</u>

*Coupons as specified in loan documentation. At the time of pricing of these loans, premiums/discounts were determined to reflect prevailing market conditions. The net premiums are included in net unamortised premiums as set out above.

14. CREDITORS – AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR – BORROWINGS AND DERIVATIVES (continued)

Borrowing facilities

Unutilised borrowing facilities are as follows:

	2012	2011
	£m	£m
Expiring in May 2013	30.0	30.0

The facilities are floating rate and incur non-utilisation fees at market rates.

Minimum lease payments under finance leases

Amounts fall due as follows:

	2012	2011
	£m	£m
Within one year	3.4	2.8
Between one and two years	2.1	3.2
Between two and five years	0.9	2.7
After five years	1.9	2.2
	8.3	10.9

15. DEFERRED INCOME

Deferred income represents grants and contributions received in respect of non-infrastructure assets less amounts amortised to the profit and loss account.

	2012	2011
	£m	£m
At 1 April 2011	9.8	10.3
Less amortised	(0.5)	(0.5)
At 31 March 2012	9.3	9.8

Prior to 1 April 2010, a type of contribution called "Infrastructure Charges" was partially attributed to the non-infrastructure assets and was treated as deferred income which is amortised in the profit and loss account over the expected useful lives of the related assets.

Subsequently, all such contributions have been attributed to infrastructure assets.

16. FINANCIAL RISK MANAGEMENT

Financial risk factors

The company's main financial instruments comprise:

- 8.75% irredeemable cumulative preference shares
- borrowings and cash
- various items, such as trade debtors and trade creditors, that arise directly from its operations
- two long-term loans made to Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd).

The company has also entered into gilt locks and an interest rate swap to manage the interest rate risk arising from its operations and sources of finance. It is the company's policy not to trade in financial instruments.

The company's significant debt financing exposes it to a variety of financial risks that include the effect of changes in debt market prices, credit risks, liquidity and interest rates. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company.

The Board is responsible for setting the financial risk management policies applied by the company. The policies are implemented by the treasury department. The treasury department has a policies and procedures manual that sets out specific guidelines to manage interest rate risk, credit risk and the use of financial instruments to manage these risks.

(a) Foreign exchange risk

The company trades almost exclusively within the United Kingdom and all material purchases of capital equipment are denominated in sterling. Accordingly the company has no material foreign exchange risk.

(b) Interest rate risk of financial assets

The financial assets include cash at bank and cash deposits which are all denominated in sterling. Cash and cash deposits have been placed with banks on a rolling basis of up to nine months earning interest based on LIBID equivalents. There are also interest-bearing fixed rate loans totaling £68.5m (2011: £68.5m) to Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd).

(c) Interest rate risk and inflation risk of financial liabilities

The financial liabilities consist of interest-bearing loans, debentures, finance leases and 8.75% irredeemable cumulative preference shares. The company uses interest-rate swaps as a cash flow hedge of future interest payments, which has the effect of increasing the proportion of fixed interest debt.

The company's policy is to maintain the majority of its net debt on a fixed or a fixed margin above movements in RPI basis. At the year-end 28% (2011: 28%) of the company's gross financial liabilities, excluding the 8.75% irredeemable cumulative preference shares, were at fixed rates. 87% (2011: 86%) of the company's gross financial liabilities, excluding the 8.75% irredeemable cumulative preference shares, were at fixed or index-linked rates. The residue were at floating rates.

The company's current intention is to maintain a future interest rate management profile consisting of financial liabilities at either fixed or index-linked rates amounting to 70% or more of such liabilities. This policy will be kept under review, and is dependent on the availability of such resources in the financial markets.

The carrying value of the company's index-linked borrowings is exposed to changes in RPI. The company's Regulated Capital Value ("RCV") and water charges are also linked to RPI. Accordingly index-linked debt partially hedges the exposure to changes in RPI and delivers a cash flow benefit, as compensation for the indexation is provided through adjustment to the principal rather than in cash.

16. FINANCIAL RISK MANAGEMENT (continued)

(c) Interest rate risk and inflation risk of financial liabilities (continued)

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, on the company's profits.

The sensitivity analysis includes the effect on all financial instruments exposed to changes in interest rate.

	31 March 2012		31 March 2011	
	Profit before tax £m	Profit after tax £m	Profit before tax £m	Profit after tax £m
Movement in interest rate of 100bp	0.3	0.2	0.3	0.2

Inflation rate sensitivity

The year-end carrying value of index-linked debt held by the company is as follows:

	2012 £m	2011 £m
Index-linked debt	157.7	150.1

The following table shows the illustrative effect on the company's profits of changes in RPI in relation to its index-linked debt.

	31 March 2012		31 March 2011	
	Profit before tax £m	Equity £m	Profit before tax £m	Equity £m
Movement in Retail Price Index by 1%	1.6	1.2	1.5	1.1

(d) Credit risk

The company is required by the Water Industry Act 1991 to supply water to all potential customers in its licensed area. In the event of non-payment by commercial customers, but not domestic customers, the company has a right of disconnection. For all customers the company has implemented policies and procedures designed to assess the risk of further non-payment and recoup debts.

Cash at bank and cash deposits are placed with banks with a minimum of 'Moody's' P-1 and 'Standard & Poors' A-1 credit ratings in accordance with the credit rating criteria required by the terms of the Artesian loan agreements.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet. At 31 March the maximum exposure to credit risk was as follows:

	2012 £m	2011 £m
Long-term loans	68.5	68.5
Cash on deposit	64.5	77.3
Cash at bank and in hand	7.8	2.4
Debtors, net of bad debt provisions made	27.3	22.3
	168.1	170.5

16. FINANCIAL RISK MANAGEMENT (continued)

(e) Liquidity risk

It is company policy to maintain continuity of funding. At the year-end 92% (2011: 91%) of its financial liabilities, including 8.75% irredeemable cumulative preference shares, mature after five years or are irredeemable.

The company actively maintains a mixture of long-term and short-term committed facilities that are designed to provide sufficient funds for operations.

The company has a £30m committed undrawn borrowing facility with an expiry date of May 2013. The facility is floating rate and incurs non-utilisation fees at market rates.

Under the terms of the Artesian loan agreements the company is required to maintain a specified sum in nominated accounts to cover estimated debt service payments arising during the following year. These funds, currently amounting to approximately £5.5m (2011: £5.5m), are therefore not available for other operational use or distribution to shareholders.

The table below details the company's remaining contractual payments until maturity for its non-derivative financial liabilities. The table is based on the undiscounted cash flows on financial liabilities based on the earliest date on which the company is required to pay.

Year ended 31 March 2012	Due within one year	Between one and two years	Between two and five years	After five years	Total
	£m	£m	£m	£m	£m
Trade creditors	16.5	-	-	-	16.5
Due to group and associated companies	1.9	-	-	-	1.9
Tax, social security and payroll deductions	0.7	-	-	-	0.7
Corporation tax payable	0.2	-	-	-	0.2
Accruals and deposits received	10.3	-	-	-	10.3
Interest bearing loans and borrowings	28.2	12.0	31.1	551.6	622.9
	57.8	12.0	31.1	551.6	652.5

16. FINANCIAL RISK MANAGEMENT (continued)

(e) Liquidity risk (continued)

Year ended 31 March 2011	Due within one year	Between one and two years	Between two and five years	After five years	Total
	£m	£m	£m	£m	£m
Trade creditors	4.7	-	-	-	4.7
Due to group and associated companies	1.2	-	-	-	1.2
Tax, social security and payroll deductions	0.8	-	-	-	0.8
Corporation tax payable	0.9	-	-	-	0.9
Accruals and deposits received	7.6	-	-	-	7.6
Interest bearing loans and borrowings	12.7	28.3	33.3	559.1	633.4
	<u>27.9</u>	<u>28.3</u>	<u>33.3</u>	<u>559.1</u>	<u>648.6</u>

(f) Price risk

The company is exposed to risk in prices for materials and services used in its operational processes, including for chemicals and electricity. Risk is minimised through actively monitoring the market and by the use of fixed price supply contracts extending over more than one year where considered appropriate.

(g) Covenants compliance risk

Under the terms of its principal debt agreements the company is required to comply with covenants relating to minimum levels of interest cover and to maximum levels of net debt in relation to regulatory capital value. Failure to comply may result in various restrictions being imposed upon the company. Risk is minimised through continuous monitoring of the relevant ratios in both emerging and forecast results, and by close control of operating cash flows and capital investment programmes.

Derivative financial instruments and hedge accounting

The company documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair value or cash flows of hedged items.

The company entered into an interest rate swap effective from 22 October 2008. In accordance with the provisions of FRS25, 'Financial Instruments: Presentation', and FRS26, 'Financial Instruments: Recognition and Measurement', the company values its interest-rate swap on the balance sheet. The effective portion of the swap is deferred through the statement of total recognised gains and losses. Should there be any ineffectiveness; any gain or loss relating to the ineffective portion would be recognised immediately in the profit and loss account within finance charges.

The net costs of issue of loans (being expenses incurred less premiums received) where material are amortised over the lives of the respective loans and disclosed within net borrowings. Immaterial amounts are written off as incurred. Index-linked loans are considered to be effective economic hedges and are valued at cost plus accrued indexation.

16. FINANCIAL RISK MANAGEMENT (continued)

(g) Covenants compliance risk (continued)

The table below details the company's remaining contractual payments and receipts until maturity for its interest rate swap. The table is based on the forecast undiscounted cash flows on its derivative financial liability based on the contractual settlement dates.

Year ended 31 March 2012	Due within one year	Between one and two years	Between two and five years	After five years	Total
	£m	£m	£m	£m	£m
Forecast receipts under the interest rate swap	0.1	0.1	0.5	0.3	1.0
Contractual payments under the interest rate swap	(0.5)	(0.5)	(1.5)	(0.5)	(3.0)
Net forecast cash outflow	<u>(0.4)</u>	<u>(0.4)</u>	<u>(1.0)</u>	<u>(0.2)</u>	<u>(2.0)</u>
Year ended 31 March 2011	Due within one year	Between one and two years	Between two and five years	After five years	Total
	£m	£m	£m	£m	£m
Forecast receipts under the interest rate swap	0.1	0.2	1.1	0.9	2.3
Contractual payments under the interest rate swap	(0.5)	(0.5)	(1.5)	(1.0)	(3.5)
Net forecast cash outflow	<u>(0.4)</u>	<u>(0.3)</u>	<u>(0.4)</u>	<u>(0.1)</u>	<u>(1.2)</u>

17. FINANCIAL INSTRUMENTS

Fair value estimation

The fair values of the cash deposits, trade debtors, trade creditors, loans and overdrafts with a maturity of less than one year are assumed to approximate to their book values.

In the case of bank loans and other loans due in more than one year the fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate available to the company for similar financial instruments.

The fair value of the company's debentures has been calculated by discounting the expected cash flows at prevailing market rates including an estimated margin over gilts. In the case of floating rate facilities the fair values approximate to the carrying values as payments are reset to market rates at intervals of one year or less. Fixed rate loans from Artesian Finance II plc have been discounted by reference to the UK Government fixed rate gilt 2032 plus an estimated margin. Index-linked loans from Artesian Finance plc have been discounted by reference to the UK Government index-linked gilt 2030 plus an estimated margin.

The company's preference shares (shown as debt within these financial statements) are listed on the London Stock Exchange and their fair value is assumed to be their quoted market price.

The long-term loans to Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd) have been discounted by reference to the UK Government fixed rate gilt 2032 plus an estimated margin.

The fair value of the company's interest-rate swap is based on the market price of comparable instruments at the balance sheet date where they are publicly traded.

Interest-rate swap

At 31 March 2012, the company was party to one interest rate swap which was entered into on 4 March 2008, became effective on 22 October 2008 and will expire on 7 December 2017. The swap is designated against a £10m variable rate bank loan drawn in October 2008. The swap exchanges LIBOR rates on a six monthly basis for a fixed rate of 5.025%. In accordance with FRS26, the liability arising under the swap agreement was recognised in these financial statements, as follows:

Liability:	2012 £m	2011 £m
Due within one year	-	-
Due after one year	1.8	1.0
	<u>1.8</u>	<u>1.0</u>

In accordance with FRS26 "Financial Instruments: Recognition and Measurement" the company has reviewed all material contracts for embedded derivatives that are required to be separately accounted for if they do not meet the requirements set out in the standard. As a result of this review no embedded derivatives were identified.

17. FINANCIAL INSTRUMENTS (continued)

Fair values of financial assets and financial liabilities

Although the company does not intend to trade in any financial instruments, the following tables provide a comparison, by category, of the carrying amounts and the fair value of the company's financial assets and financial liabilities. Where available, market values have been used to determine fair values. Where market values are not available, fair values have been calculated by discounting expected cash flows at the company's current incremental borrowing rates for borrowings of similar types and maturities.

Fair values of non-current financial assets and liabilities

	31 March 2012		31 March 2011	
	Carrying value	Fair value	Carrying value	Fair value
	£m	£m	£m	£m
Primary financial instruments issued to finance the company				
Long-term borrowings	(245.1)	(292.5)	(256.3)	(268.5)
8.75% irredeemable cumulative preference shares	(12.5)	(17.1)	(12.5)	(17.1)
Primary financial instruments issued to finance Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd)				
Long-term loans	68.5	76.9	68.5	64.9
Derivative financial instruments held to manage the interest rate profile:				
Interest rate swap	(1.8)	(1.8)	(1.0)	(1.0)
	(190.9)	(234.5)	(201.3)	(221.7)

The movement in the comparison of the fair value of the long-term borrowings to book value is due to fluctuations in long-term interest rates.

Fair values of other financial assets and liabilities

	31 March 2012		31 March 2011	
	Carrying value	Fair value	Carrying value	Fair value
	£m	£m	£m	£m
Financial assets				
Cash on deposit	64.5	64.5	77.3	77.3
Cash at bank and in hand	7.8	7.8	2.4	2.4
Debtors	27.3	27.3	22.3	22.3
Financial liabilities				
Current portion of long-term borrowings	(18.4)	(18.4)	(2.8)	(2.8)
Other creditors	(40.6)	(40.6)	(25.3)	(25.3)
	40.6	40.6	73.9	73.9

18. PROVISIONS FOR LIABILITIES

	2012 £m	2011 £m
Provision for deferred tax comprises -		
Accelerated capital allowances and capital element of finance leases	38.1	39.5
Deferred income	(1.2)	(1.4)
Short-term timing differences	(0.2)	(0.2)
Retirement benefit obligations	2.9	2.7
Interest rate swap	(0.4)	(0.3)
	39.2	40.3
Effect of discounting	(11.6)	(15.3)
Net provision, including deferred tax on retirement benefit obligations	27.6	25.0
Less, attributable to retirement benefit obligations	(2.9)	(2.7)
Net provision, excluding deferred tax on retirement benefit obligations	24.7	22.3
Deferred tax movement:		
	2012 £m	2011 £m
Provision at 1 April	25.0	24.7
Charge/(credit) to Profit and Loss Account (note 5)	2.6	(0.1)
Charge/(credit) to Statement of Total Recognised Gains and Losses in respect of:		
Retirement benefit obligations	0.1	0.4
Interest rate swap	(0.1)	-
Provision at 31 March	27.6	25.0

19. CALLED-UP ORDINARY SHARE CAPITAL

The issued and fully paid ordinary share capital of the company is:

	2012 £m	2011 £m
5,998,025 ordinary shares of £1 each	6.0	6.0

20. MOVEMENT IN SHAREHOLDERS' FUNDS

	Share capital	Share Premium Account	Capital redemption reserve	Hedging reserve	Profit and loss	Total 2012	Total 2011
	£m	£m	£m	£m	£m	£m	£m
At 1 April	6.0	4.4	5.8	(0.7)	74.4	89.9	84.9
Profit for the financial year	-	-	-	-	7.2	7.2	6.8
Actuarial gains/(losses) recognised in respect of retirement benefit obligations	-	-	-	-	1.2	1.2	1.4
Attributable deferred taxation	-	-	-	-	(0.1)	(0.1)	(0.4)
Fair value of interest rate swap	-	-	-	(0.8)	-	(0.8)	0.1
Attributable deferred taxation	-	-	-	0.1	-	0.1	-
Dividends paid	-	-	-	-	(7.0)	(7.0)	(2.9)
At 31 March	<u>6.0</u>	<u>4.4</u>	<u>5.8</u>	<u>(1.4)</u>	<u>75.7</u>	<u>90.5</u>	<u>89.9</u>

Details of the irredeemable cumulative preference shares are set out in note 14.

21. DIVIDENDS IN RESPECT OF ORDINARY SHARES

	2012 £m	2011 £m
Dividends paid		
• Dividend in respect of 2011:		
First interim dividend of 24.27 pence per share, approved by the Board on 29 September 2010	-	1.5
Second interim dividend of 24.14 pence per share, approved by the Board on 17 March 2011	-	1.4
• Dividend in respect of 2012:		
First interim dividend of 24.95 pence per share, approved by the Board on 22 September 2011	1.5	-
Second interim dividend of 66.69 pence per share, approved by the Board on 24 November 2011	4.0	-
Third interim dividend of 24.81 pence per share, approved by the Board on 29 March 2012	1.5	-
	<u>7.0</u>	<u>2.9</u>

The Board has proposed a final dividend of £4.8m in respect of the year ended 31 March 2012 (31 March 2011: nil).

22. COMMITMENTS AND CONTINGENCIES

- (a) Capital commitments at 31 March 2012 contracted for but not provided were £14.7m (2011: £1.5m).
- (b) Contingencies - The company is a member of a VAT group and is jointly liable for the VAT liabilities of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd) and certain other companies within the Bristol Water Holdings UK Ltd group. Other than as shown in these accounts the directors are not aware of any other contingent liabilities that require disclosure.

23. RETIREMENT BENEFIT OBLIGATIONS

(a) Pension arrangements

Defined contribution schemes

The company operates defined contribution retirement benefit schemes for a number of employees. The total cost charged to income of £0.6m (2011: £0.5m) represents contributions payable to the scheme. As at 31 March 2012 and 31 March 2011, all contributions due have been paid over to the scheme.

Defined benefit schemes

Pension arrangements for the company's employees are partly provided through the company's membership of the Water Companies' Pension Scheme (WCPS), which provides defined benefits based on final pensionable pay. The company's membership of WCPS is through a separate section of the scheme. The assets of the section are held separately from those of the company and are invested by discretionary fund managers appointed by the trustees of the scheme. The section has been closed to new entrants and all new eligible employees are offered membership of a stakeholder pension scheme.

In addition to providing benefits to employees and ex-employees of Bristol Water plc, the section provides benefits to former Bristol Water plc employees who transferred to Bristol Wessex Billing Services Ltd. The majority of the section assets and liabilities relate to Bristol Water plc employees and ex-employees.

The financial position of the section is determined by an independent actuary (Lane, Clark & Peacock LLP).

The triennial valuation of the pension scheme as at 31 March 2011 was completed during the year. The total deficit as at 31 March 2011 measured on a long-term scheme funding basis was £2.9m. This represents a funding level of 98.1%. As a result of the Trustee advice, the company made a deficit contribution of £0.5m during the current year and has agreed to make deficit contributions of £0.4m per annum until year ending 31 March 2015. Further the company has also increased the regular contributions for the main sub-section from 21% to 28.9%, and for the alternative benefits sub-section from 10% to 17.6%, of the relevant payroll costs. The next triennial valuation of the pension scheme is due to be completed in March 2014.

The estimated amount of the total employer contribution expected to be paid to the section for the year ending 31 March 2013 is £2.8m.

(b) Accounting under FRS17 "Retirement Benefits"

Basis of valuation

The formal actuarial valuation of the Bristol Water plc section of the WCPS as at 31 March 2011 was updated to 31 March 2012, by Lane, Clark & Peacock LLP, using the following major assumptions in accordance with FRS17:

	2012	2011	2010
Assumptions:			
RPI Inflation	3.4%	3.7%	3.9%
CPI Inflation	2.4%	3.0%	n/a*
Pension increases in payment (RPI)	2.4%	3.0%	3.9%
Pension increases in payment (LPI)	2.4%	3.0%	3.7%
Salary increases	4.4%	5.2%	5.4%
Discount rate	4.6%	5.5%	5.5%

* The change to the CPI basis for future pension increases was made with effect from 31 March 2011; therefore the CPI inflation assumption for comparative year 2010 is not relevant.

23. RETIREMENT BENEFIT OBLIGATIONS (continued)

Asset distribution and expected return

The following table sets out the key assumptions used for the valuation of the company's section of WCPS. The table also sets out as at the accounting date the fair value of the assets, a breakdown of the assets into the main asset classes, the present value of the section's liabilities, and the resulting surplus.

	Expected long-term rate of return			Market values of section assets		
	2012	2011	2010	2012 £m	2011 £m	2010 £m
Equities	7.3%	7.8%	8.0%	21.2	26.2	34.5
Diversified growth funds	6.6%	7.3%	n/a*	7.0	6.6	-
Bonds	3.3%	3.9%	4.1%	137.8	116.6	108.4
Cash	0.7%	2.1%	2.0%	0.7	0.1	0.2
Market value of section assets				166.7	149.5	143.1
Present value of liabilities				(135.3)	(122.8)	(134.3)
Surplus on FRS17 basis				31.4	26.7	8.8
Amount not recognised due to asset recognition limit				(19.5)	(16.4)	-
Recognised surplus in the section				11.9	10.3	8.8
Deferred taxation at 24% (2011: 26%, 2010: 28%)				(2.9)	(2.7)	(2.5)
Net pension asset on FRS17 basis				9.0	7.6	6.3

The overall expected rate of return on assets was 4.7% per annum (2011: 5% per annum). This rate was derived by taking the weighted average of the long term expected rate of return on each of the above asset classes.

The actual return on the section's assets during the year was a gain of £20.8m (2011: a gain of £8.8m).

* There was no investment in "Diversified growth funds" in year ended 31 March 2010.

Demographic assumptions

The mortality assumptions have been drawn from actuarial table PNA00 with a 110% adjustment to mortality rates and with future improvements in line with "medium cohort" projections from 2000, subject to a minimum increase of 1.0% per annum (2011 and 2010: same assumptions as current year). These tables assume that the average life expectancy for a male pensioner currently aged 60 is 26.9 years (2011: 26.5 years) and for a female pensioner currently aged 60 is 29.2 years (2011: 29.1 years).

The allowance made for future improvements in longevity is such that a male member retiring at age 60, 25 years from the balance sheet date is assumed to have an increased average life expectancy from retirement of 28.9 years, whilst that for a female retiring at age 60, 25 years from the balance sheet date is assumed to have increased to 30.8 years.

Sensitivity

The assets and liabilities of the section are subject to volatility as the assets are linked to gilt and equity markets and the liabilities are linked to yields on AA-rated corporate bonds.

As an indication all other things being equal:

- an increase in the discount rate of 0.1% would lead to a reduction in the value placed on the liabilities of the section of approximately £2.1m; and
- a 5% rise in the value of the section's return seeking assets portfolio would increase the surplus (before the consideration of any balance sheet limitation that might apply) by about £1.4m.

23. RETIREMENT BENEFIT OBLIGATIONS (continued)

Contributions

Contributions paid in the year to the section including those from Bristol Wessex Billing Services Ltd were £2.1m (2011: £2.6m). Contributions paid in the year include £1.6m of regular employer contributions and £0.5m of additional contribution as described previously. For normal employer contributions, during the year the company was required to contribute at the rates of 21% (2011: 21%) for the main sub section and 10% (2011: 10%) for the alternative benefits sub section of the relevant payroll costs.

Analysis of charges to Profit and Loss Account:

	2012 £m	2011 £m
Analysis of the amount charged to operating profit		
Current service cost under FRS 17	1.7	2.1
Total operating charge	<u>1.7</u>	<u>2.1</u>

	2012 £m	2011 £m
Analysis of the amount charged to other finance cost		
Expected return on pension section assets	6.7	6.9
Interest on post-retirement liabilities	(6.7)	(7.3)
Net charge to other finance cost	<u>-</u>	<u>(0.4)</u>

	2012 £m	2011 £m
Analysis of amount recognised in the Statement of Total Recognised Gains and Losses (STRGL)		
Gain on pension section assets	14.1	2.0
Experience (losses)/gains arising on section liabilities	(2.6)	2.2
(Loss)/gain due to changes in assumptions underlying the FRS 17 value of the section's liabilities	(7.2)	13.6
Actuarial gain	4.3	17.8
Less: Effect of asset recognition limit	(3.1)	(16.4)
Actuarial gain recognised in STRGL	<u>1.2</u>	<u>1.4</u>

The cumulative amount of actuarial gains and losses recognised outside profit and loss account at the year-end, excluding the impact of the asset limit on the balance sheet, is a gain of £3,308,000 (2011: a loss of £1.0m).

	2012 £m	2011 £m
Movement in section pre-tax financial position during the year		
Surplus in section at 1 April	26.7	8.8
Movement in year:		
Current service cost (employee and employer)	(1.7)	(2.1)
Aggregate regular contributions (employee and employer)	1.6	1.7
Additional contributions	0.5	0.9
Charge to other finance cost	-	(0.4)
Actuarial gain recognised in STRGL	4.3	17.8
Surplus in section at 31 March, before deducting amount not recognised due to asset recognition limit	<u>31.4</u>	<u>26.7</u>

23. RETIREMENT BENEFIT OBLIGATIONS (continued)

	2012 £m	2011 £m
Movement in present value of the defined benefit obligation during the year		
Present value of section liabilities at 1 April	122.8	134.3
Movement in year:		
Current service cost (employee and employer)	1.7	2.1
Interest cost	6.7	7.3
Actuarial loss/(gain)	9.8	(15.8)
Benefits paid	(5.7)	(5.1)
Present value of the defined benefit obligation at 31 March	135.3	122.8

	2012 £m	2011 £m
Movement in fair value of the section assets during the year		
Fair value of the section assets at 1 April	149.5	143.1
Movement in year:		
Expected return on section assets	6.7	6.9
Actuarial gain	14.1	2.0
Aggregate regular contributions (employee and employer)	1.6	1.7
Additional contributions	0.5	0.9
Benefits paid	(5.7)	(5.1)
Fair value of the section assets at 31 March	166.7	149.5

	2012 £m	2011 £m	2010 £m	2009 £m	2008 £m
Market value of section assets(*)	166.7	149.5	143.1	123.8	138.5
Present value of liabilities	(135.3)	(122.8)	(134.3)	(106.2)	(121.9)
Surplus in the section	31.4	26.7	8.8	17.6	16.6
	2012	2011	2010	2009	2008
Experience adjustments on scheme liabilities					
– Amount (£m)	(2.6)	2.2	3.0	0.9	0.2
– Percentage of scheme liabilities	(2%)	2%	2%	1%	0%
Experience adjustments on scheme assets					
– Amount (£m)	14.1	2.0	16.2	(19.6)	1.6
– Percentage of scheme assets	8%	1%	11%	(16%)	1%

(*)The fair value of the section's assets at 31 March 2008 shown above is mid-market values and has not been restated following the amendment to FRS17 in 2009 which required a change in the valuation basis of the assets from mid-market to bid-prices.

24. SUPPLEMENTARY CASH FLOW INFORMATION

(a) Reconciliation of operating profit to net cash inflow from operating activities -

	2012	2011
	£m	£m
Operating profit	24.5	18.6
Depreciation, net of amortisation of deferred income	32.2	29.9
Difference between pension charges and normal contributions	0.1	0.3
Cash flow from operations	<u>56.8</u>	48.8
Working capital movements -		
Stocks	(0.3)	(0.1)
Debtors	(4.8)	0.8
Creditors and provisions	4.6	0.4
Additional contributions to pension scheme	(0.5)	(0.9)
Net cash inflow from operating activities	<u>55.8</u>	49.0

(b) Reconciliation of net cash flow to movement in net borrowings -

	2012	2011
	£m	£m
Increase in cash in the year	5.4	0.6
Cash used to repay borrowings	2.6	2.5
Cash from new borrowings	-	(39.5)
(Decrease)/increase in cash deposits in the year	(12.8)	52.3
	<u>(4.8)</u>	15.9
Indexation of debt and amortisation of fees and premium not affecting cash flow	(7.0)	(4.9)
Fair value of interest rate swap not affecting cash flow	(0.8)	0.1
Net borrowings at 1 April including 8.75% irredeemable cumulative preference shares	(192.9)	(204.0)
Net borrowings at 31 March including 8.75% irredeemable cumulative preference shares	<u>(205.5)</u>	(192.9)

24. SUPPLEMENTARY CASH FLOW INFORMATION (continued)

(c) Analysis of changes in net borrowings during the year -

	Opening net borrowings	Cash flows in the year	Maturity profile	Adjustments to debt not affecting cash flow*	Closing net borrowings
	£m	£m	£m	£m	£m
Cash at bank and in hand	2.4	5.4	-	-	7.8
Cash deposits	77.3	(12.8)	-	-	64.5
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Cash at bank and cash deposits	79.7	(7.4)	-	-	72.3
Borrowings due within one year	(2.8)	2.6	(18.4)	-	(18.6)
Borrowings due after one year, including 8.75% irredeemable cumulative preference shares and net unamortised premiums in respect of loans	(268.8)	-	18.4	(7.0)	(257.4)
Fair value of the interest rate swap	(1.0)	-	-	(0.8)	(1.8)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net borrowings including 8.75% irredeemable cumulative preference shares	(192.9)	(4.8)	-	(7.8)	(205.5)

* Represents indexation of term loans less amortisation of net premium on borrowings, and the change in fair value of the interest rate swap.

25. RELATED PARTY TRANSACTIONS

Throughout the year, related parties include members and joint ventures of the Bristol Water Holdings UK Ltd (BWHUK) group of companies, members of Suez Environnement Company S.A (ultimate parent company until 4 October 2011) group of companies and key management personnel.

On 5 October 2011, CSE Water UK Ltd, a subsidiary of Capstone Infrastructure Corporation (Capstone) acquired a 70% interest in BWHUK. Since that date members of the Capstone group have been regarded as related parties.

The principal related parties are:

CSE Water UK Ltd, registered in England and Wales, whose year-end is 31 December, and from 5 October 2011 is the ultimate UK holding company of Bristol Water plc and is a subsidiary of Capstone.

Bristol Water Holdings UK Ltd (BWHUK, formerly Agbar UK Ltd), registered in England and Wales, whose year-end is 31 December, and until 4 October 2011 was the ultimate UK holding company of Bristol Water plc. BWHUK is a subsidiary of Capstone.

Bristol Wessex Billing Services Ltd (BWBSL), registered in England and Wales, whose year-end is 31 March. The joint venture interest is held by Bristol Water Holdings Ltd, an intermediate holding company within the BWHUK group, which owns 100 class 'B' shares in the company, representing a holding of 50% of the voting and equity rights of the company. BWBSL is a joint venture undertaking between Bristol Water Holdings Ltd and Wessex Water Services Ltd, and provides meter reading, billing, debt recovery and customer contact management services to this company and Wessex Water Services Ltd, under a cost sharing arrangement.

Agbar Serco Technology Solutions Ltd (ASTS), registered in England and Wales, whose year-end is 31 December. The joint venture company is owned 50% by Aqualogy Solutions Ltd (formerly Agbar Solutions Ltd), a subsidiary and intermediate holding company within the Agbar group, and 50% by Serco UK Ltd. ASTS provides IT consultancy services, and security asset management services. Following a competitive tendering process, ASTS is contracted to provide IT maintenance and development services to the company.

Aqualogy Environment Ltd (AEL, formerly known as Agbar Environment Ltd), registered in England and Wales, whose year-end is 31 December. This company is a subsidiary within the Agbar group and is engaged in providing infrastructure asset management services to the water industry. The principal activities include a patented process called "Ice Pigging" which uses ice to clean pipes. AEL also provides sub-licences to customers for the use of Ice Pigging technology in other countries.

During the year Bristol Water plc has provided resources to AEL to enable it to engage in its principal activities and recharged the costs accordingly.

26. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Until 4 October 2011 the ultimate parent company was considered by the directors to be Suez Environnement Company S.A., a company incorporated in France. On 5 October CSE Water UK Ltd, a company incorporated in England and Wales and wholly owned by Capstone Infrastructure Corporation, a company incorporated in Canada, acquired 70% of the shares of Bristol Water Holdings UK Ltd (formerly known as Agbar UK Ltd), UK ultimate parent company until 4 October. From 5 October the ultimate parent company is considered by the directors to be Capstone Infrastructure Corporation. This view has not changed following the sale by Capstone Infrastructure Corporation of an indirect share of 20% in the company to Itochu Corporation of Japan, a company incorporated in Japan, on 10 May 2012.

The group in which this company is consolidated is Capstone Infrastructure Corporation and copies of its consolidated annual report are available from 155 Wellington Street West, Suite 2930 Toronto, ON M5V 3H1, Canada.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRISTOL WATER PLC

We have audited the financial statements of Bristol Water plc for the year ended 31 March 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Reconciliation of Shareholders' Funds, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 26. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 17, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006;
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the information given in the Corporate Governance Report set out on pages 21 to 24 with respect to internal control and risk management systems in relation to financial reporting process and about share capital structure is consistent with the Annual Report and Accounts.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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 and the part of the Directors' Remuneration Report to be audited 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.

Paul Mapleston (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Bristol

30 May 2012

FINANCIAL HISTORY

PROFIT AND LOSS ACCOUNTS	2012	2011	2010	2009	2008
Years ended 31 March	£m	£m	£m	£m	£m
Turnover	108.0	100.7	99.7	96.7	91.0
Operating profit	24.5	18.6	27.9	29.1	26.3
Interest and irredeemable preference share dividends	(13.4)	(10.6)	(4.2)	(11.5)	(9.5)
Net finance (expense)/income on retirement benefit obligations	-	(0.4)	(0.8)	(0.2)	1.1
Profit on sale of tangible fixed assets	-	-	0.2	-	-
Profit before taxation	11.1	7.6	23.1	17.4	17.9
Taxation	(3.9)	(0.8)	(4.5)	(5.3)	(3.4)
Profit after taxation	7.2	6.8	18.6	12.1	14.5
Dividends paid	7.0	2.9	10.2	8.8	11.9
BALANCE SHEETS	2012	2011	2010	2009	2008
At 31 March	£m	£m	£m	£m	£m
Fixed assets	264.4	240.7	251.2	251.7	244.1
Other investments	68.5	68.5	68.5	68.5	68.5
Net current assets	42.0	75.0	19.7	16.1	0.2
Total assets less current liabilities	374.9	384.2	339.4	336.3	312.8
Debt due after one year, excluding irredeemable preference shares	(246.9)	(257.3)	(215.8)	(220.2)	(201.2)
Irredeemable preference shares	(12.5)	(12.5)	(12.5)	(12.5)	(12.5)
Other creditors due after one year	-	-	-	(0.2)	(0.4)
Deferred income	(9.3)	(9.8)	(10.3)	(10.2)	(10.0)
Provisions for liabilities	(24.7)	(22.3)	(22.2)	(22.8)	(20.3)
Retirement benefit surplus	9.0	7.6	6.3	6.3	10.1
Net assets	90.5	89.9	84.9	76.7	78.5
CASH FLOW	2012	2011	2010	2009	2008
Years ended 31 March	£m	£m	£m	£m	£m
Cash flow from operations	55.8	49.0	48.0	47.5	49.4
Net interest and irredeemable preference share dividends paid	(6.9)	(5.8)	(6.1)	(6.6)	(5.7)
Tax paid	(2.0)	(4.0)	(2.8)	(2.1)	(2.1)
Capital expenditure net of contributions	(44.7)	(20.4)	(20.5)	(29.0)	(46.5)
Other investing activities	26.5	(46.8)	-	-	-
Dividends paid on equity shares	(7.0)	(2.9)	(10.2)	(8.8)	(11.9)
Cash flow before management of liquid resources and financing	21.7	(30.9)	8.4	1.0	(16.8)
Management of liquid resources	(13.7)	(5.5)	(5.6)	1.9	6.7
Net increase/(decrease) in financing	(2.6)	37.0	(2.2)	(1.9)	7.5
Increase/(decrease) in cash	5.4	0.6	0.6	1.0	(2.6)

Notes: All comparative data has been restated where necessary, and possible, to conform to current accounting practices. All data includes exceptional items where relevant.

This financial history does not form part of the audited financial statements.