

Registered number: 03070482 (England and Wales)

# Northern Electric Finance plc

Annual Report and Financial Statements

for the Year Ended 31 December 2019

## **Northern Electric Finance plc**

### **Contents**

Company Information	1
Strategic Report	2 to 3
Directors' Report	4 to 7
Independent Auditor's Report	8 to 14
Income Statement	15
Statement of Financial Position	16
Statement of Changes in Equity	17
Statement of Cash Flows	18
Notes to the Financial Statements	19 to 37

## **Northern Electric Finance plc**

### **Company Information**

**Directors**                T E Fielden  
                                 T H France  
                                 P A Jones  
                                 S J Lockwood

**Company Secretary**   J C Riley

**Registered office**       Lloyds Court  
                                 78 Grey Street  
                                 Newcastle upon Tyne  
                                 Tyne and Wear  
                                 NE1 6AF

**Registered number**    03070482 (England and Wales)

**Auditor**                   Deloitte LLP  
                                 Statutory auditor  
                                 Newcastle upon Tyne  
                                 United Kingdom

## **Northern Electric Finance plc**

### **Strategic Report for the Year Ended 31 December 2019**

The directors present the annual reports and audited financial statements for the year ended 31 December 2019 of Northern Electric Finance plc (the "Company"), which have been drawn up and presented in accordance with the Companies Act 2006.

#### **BUSINESS MODEL**

The Company is part of the Northern Powergrid Holdings Company group of companies (the "Northern Powergrid Group") and acts as a financing company. The principal activity of the Company is to meet its obligations to make the interest payments required by the 2020 8.875% bonds and the 2035 5.125% bonds. Those payments were made on 16 October 2019 and 30 April 2019 respectively. On 24 May 2019, the Company issued £150 million 2.75% bonds due 2049 guaranteed by Northern Powergrid (Northeast) Limited.

The Company made a loss after tax for the year of £134,000 (2018: loss £160,000) mainly due to interest expenses exceeding interest income.

#### **KEY PERFORMANCE INDICATORS**

The directors manage the Company's operations on a Northern Powergrid Group basis. The development, performance and position of Northern Powergrid Holdings Company, which include those of the Company, are discussed in the annual report and financial statements of Northern Powergrid Holdings Company.

#### **SECTION 172(1) STATEMENT**

The information pursuant to Section 414CZA of the Companies Act 2006 which describes how the directors have had regard to the matters set out in Section 172(1) (a) to (f) when performing their duty under Section 172 is set out below:

(a) the likely consequences of any decision in the long term:

Decisions are made with due regard to the principal activity of the Company and the wider impact upon the Northern Powergrid Group.

(b) the interests of the Company's employees:

The Company does not have any employees.

(c) the need to foster the Company's business relationships with suppliers, customers and others:

The Company does not have customers or interact with suppliers. Relationships with bond holders are managed by the Northern Powergrid Group's treasury department and the relevant bond trustee.

(d) the impact of the Company's operations on the community and the environment:

The Company's operation has negligible impact on the community and environment.

(e) the desirability of the Company maintaining a reputation for high standards of business conduct:

In common with Northern Powergrid Group, the Company has adopted the Berkshire Hathaway Energy Company's Core Principles which includes Regulatory Integrity. This requires that the Company's affairs are managed in accordance with the highest behavioural standards and adherence to a policy of strict compliance with all relevant standards, legislation and regulatory conditions.

(f) the need to act fairly as between members of the Company:

The Company has one class of shares which are all held by Northern Powergrid (Northeast) Limited, a company owned by the Northern Powergrid Group.

**Northern Electric Finance plc**  
**Strategic Report for the Year Ended 31 December 2019 (continued)**

**PRINCIPAL RISKS AND UNCERTAINTIES**

The principal risks and uncertainties are integrated with the principal risks of the Northern Powergrid Group and are not managed separately. Accordingly, the principal risks and uncertainties, which include those of the Company, are discussed in the annual reports and financial statements of Northern Powergrid Holdings Company.

Approved by the Board on 22 May 2020 and signed on its behalf by:



T E Fielden  
Director

## **Northern Electric Finance plc**

### **Directors' Report for the Year Ended 31 December 2019**

The directors present their report together with the auditor's report and the financial statements for the year ended 31 December 2019.

#### **Dividends**

During the year no interim dividend was paid (2018: £nil). The directors recommend that no final dividend be paid in respect of the year (2018: £nil).

#### **Directors of the Company**

The directors, who held office during the year and up to the date of signing, were as follows:

T E Fielden  
T H France  
P A Jones  
S J Lockwood

During and as at the end of the year, none of the directors had any interest in any contract which was significant in relation to the business of the Company and an indemnity contained in the Company's Articles of Association was in force for the benefit of the directors of the Company and as directors of associated companies, which was a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

#### **Future developments**

The financial position of the Company, as at the year end, is shown in the Statement of Financial Position on page 16. There have been no significant events since the year end. There are no plans to change the existing business model.

#### **Research and development**

The Company does not undertake research and development.

#### **Financial risk management**

Details of financial risks are covered in Note 16, within the Notes to the financial statements.

#### **Brexit**

Britain's departure from the European Union is not considered to be a principal risk to the Company.

#### **Pandemic**

After making thorough enquiries, the directors have determined that the Company is unlikely to be impacted by the coronavirus pandemic given it is a non-operational wholly owned subsidiary whose primary function is that of an issuer of debt securities. The Northern Powergrid Group's response to the coronavirus pandemic is available in the annual report and financial statements of Northern Powergrid Holdings Company.

#### **Political Donations**

During the year, no contributions were made to political organisations (2018: £nil).

#### **Corporate governance statement**

The directors have elected to apply the exemption set out in Section 1B.1.6R of the Disclosure and Transparency Rules ("DTR").

## **Northern Electric Finance plc**

### **Directors' Report for the Year Ended 31 December 2019 (continued)**

#### **Audit committee**

The board of Northern Powergrid Holdings Company has established an audit committee for the Northern Powergrid Group under delegated terms of reference which carries out the functions required by DTR 7.1.3 R.

Committee members:

- J Reynolds - Non-executive Director - Northern Powergrid Holdings Company (Chairman)
- T E Fielden - Finance Director
- M Knowles - Independent member - Northern Powergrid Holdings Company

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- properly select and apply accounting policies;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union 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.

#### **DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO DTR 4**

Each of the directors as at the date of the annual reports and financial statements, whose names and functions are set out on page 4 in the Directors' Report confirms that, to the best of their knowledge:

- the financial statements, prepared in accordance with applicable UK law and in conformity with IFRS, give a true and fair view of the assets, liabilities, financial position and loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the management report (which is comprised of the Strategic Report and the Report of the Directors) includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties it faces.

## **Northern Electric Finance plc**

### **Directors' Report for the Year Ended 31 December 2019 (continued)**

#### **Going Concern**

A review of the Company's business activities during the year, together with details regarding its future development, performance and position, its objectives, policies and processes for managing its capital, its financial risk management objectives and details of its exposures to trading risk, credit risk and liquidity risk are set out in the Strategic Report, the Directors Report and the appropriate notes to the financial statements.

The Northern Powergrid Group is financed both in its operating companies and in other entities within the Northern Powergrid Group, and companies may lend within the Northern Powergrid Group. For that reason, financial health is considered with reference to the Northern Powergrid Group. Those entities with net current liabilities position obtaining a letter of support from Northern Powergrid Holdings Company.

When considering continuing to adopt the going concern basis in preparing the annual report and financial statements, the directors have taken into account a number of factors, including the following:

- The Northern Powergrid Group's main subsidiaries, Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc, are stable electricity distribution businesses operating an essential public service and are regulated by the Gas and Electricity Markets Authority ("GEMA"). In carrying out its functions, GEMA has a statutory duty under the Electricity Act 1989 to have regard to the need to secure that licence holders are able to finance the activities, which are the subject of obligations under Part 1 of the Electricity Act 1989 (including the obligations imposed by the electricity distribution licence) or by the Utilities Act 2000;
- The Northern Powergrid Group is profitable with strong underlying cash flows. Northern Powergrid Holdings Company, a company in the Northern Powergrid Group, Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc hold investment grade credit ratings;
- The Northern Powergrid Group is financed by long-term borrowings with an average maturity of 12 years and has access to short-term committed borrowing facilities of £192 million provided by Lloyds Bank plc, National Westminster Bank plc and Santander UK plc;
- The Northern Powergrid Group plans to issue long-term borrowings within the next 12 months and benefits from strong investment-grade credit ratings which allow access to a range of financing options. Recent successful bond issues by the Northern Powergrid Group and by other issuers in the weeks immediately prior to the date of these accounts suggest that the Northern powergrid Group's bonds remain attractive to investors;
- The Northern Powergrid Group has prepared forecasts which taking into account reasonable possible changes in trading performance, show that the Northern Powergrid Group has sufficient resources to settle its liabilities as they fall due for at least the 12 months from the date of these accounts. The directors have had discussions with the bank who have indicated that they would continue to provide the short-term facilities to the Northern Powergrid Group for the foreseeable future on acceptable terms; and
- Consideration was also given to the obligations contained in Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc licences to provide Ofgem with annual certificates, confirming that the directors have a reasonable expectation that the Northern Powergrid Group will have sufficient financial and operational resources available for the continuation of business for a period of at least 12 months. The board determined any material variations to the assumptions used when providing those certificates were unlikely within the eight-year period or beyond.

Consequently, after making enquiries, including detailed considerations of the impact of the coronavirus pandemic, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Despite the Company's net liability position, a letter of support was received from Northern Powergrid Holdings Company. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

#### **Statement as to disclosure of information to auditor**

Each of the directors, who is a director of the Company as at the date of this report, confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he has taken all the steps he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.



**Northern Electric Finance plc**  
**Directors' Report for the Year Ended 31 December 2019 (continued)**

**Reappointment of auditor**

Deloitte LLP will continue in office in accordance with the provisions in Section 487 of the Companies Act 2006 and has indicated its willingness to do so.

Approved by the Board on 22 May 2020 and signed on its behalf by:



T E Fielden  
Director

# **Northern Electric Finance plc**

## **Independent Auditor's Report to the Members of Northern Electric Finance plc**

### **1. Opinion**

In our opinion the financial statements of Northern Electric Finance plc (the 'Company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- The Income Statement;
- Statement of Financial Position;
- Statement of Changes in Equity;
- Statement of Cash Flows;
- the related accounting policies; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and (IFRSs) as adopted by the European Union.

### **2. Basis for opinion**

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **3. Summary of audit approach**

#### **Key audit matters**

The key audit matter that we identified in the current year were:

- Valuation of borrowings and the associated interest;
- Impact of Covid-19.

#### **Materiality**

The materiality that we used in the current year was £393k which was determined on the basis of 2.0% of interest receivable.

#### **Scoping**

Audit work to respond to the risks of material misstatement was performed directly by the engagement team.

#### **Significant changes in our approach**

Given the rapid spread of Coronavirus ('Covid-19') and the ongoing uncertainty surrounding its impact after the balance sheet date, and due to the inherent management judgement in determining the appropriateness in the financial statement disclosures, particularly those relating to going concern, and the increased level of audit effort, we considered this to be a key audit matter.

## **Northern Electric Finance plc**

### **Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)**

#### **4. Conclusions relation to going concern**

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

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

We have nothing to report in respect of these matters.

#### **5. Key audit matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

##### **5.1 Valuation of borrowings and the associated interest**

###### **Key audit matter description**

The company acts as a financing company within the group, therefore, the largest balances in the financial statements relate to the borrowings and the associated interest reported, both of which are determined in accordance with IFRS 9. As disclosed in Note 13 to the financial statements, borrowings as at 31 December 2019 totalled £405 million (2018: £255 million) and consist of the 2020 8.875% bonds, 2035 5.125% bonds and 2049 2.750% bonds. The associated interest payable on these loans for the year ended 31 December 2019 is disclosed in Note 5 to the financial statements. The accounting policy is disclosed in Note 2 to the financial statements.

The key inputs into the calculation of the value of the loan and associated interest include the amortisation of initial costs and the effective interest rate.

###### **How the scope of our audit responded to the key audit matter**

In response to this key audit matter, we have completed the following procedures:

- analysis of the original loan agreements to assess whether the value of the loan is in compliance with IFRS 9 requirements; and
- recalculation of amortised costs and analysis of the effective interest rate, comparing it to prior year and assessing whether the base calculation was correct.

###### **Key observations**

Based on the work performed, we concluded that the valuation of borrowing and associate interest was appropriate and in line with IFRS 9 requirements.

##### **5.2. Impact of COVID-19**

###### **Key audit matter description**

Since the balance sheet date, there has been the emergence of a global pandemic of a new strain of Coronavirus. The virus, and responses taken by organisations and governments to manage its spread in markets to which the company is exposed have led to increased volatility and economic disruption. The matter is a non-adjusting event since it is indicative of conditions that arose after the reporting period.

Management have ensured that the measurement of assets and liabilities reflects only the conditions that existed at the reporting date. Subsequent to the year end, management have performed procedures to assess the financial and operational impacts of Covid-19, including:

## **Northern Electric Finance plc**

### **Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)**

- An assessment of operational resilience of the Northern Powergrid Group, challenging internal control and governance, critical business functions ensuring ongoing electricity supply throughout the crisis is maintained;
- Considerations of group solvency, and liquidity projections, including an assessment of the effects on short term and long term cash flow.

In order to fully assess the above, management have made a number of judgements and considered a range of factors. Management have also ran an extensive series of sensitivity analyses, taking into account a number of outcomes and the potential responses to these. Management have placed particular focus on the solvency and liquidity, as these are relevant to assessing the covenants in the group's financing arrangements.

From the considerations undertaken, management believes that the group continues to be a going concern due to having robust plans in place to manage liquidity in the short and longer term. As such, they do not consider any of the receivables owed by other group entities to the Company to be impaired.

Management has made disclosures throughout the annual report and financial statements to reflect the results of its assessment, in line with applicable accounting standards, the company law and corporate governance code provisions. Due to the inherent management judgement in the financial statement disclosures, particularly those relating to going concern, and the increased level of audit effort, we considered these to be a key audit matter. Refer to management's disclosure in Note 2 of the financial statements. Further detail is included on page 6 of the Director's report.

#### **How the scope of our audit responded to the key audit matter**

We have evaluated management's approach to assessing the impact of Covid-19 on NPG Group and challenged the financial statement disclosures through the performance of the following:

- Assessed management's projected cash flows, which include the impact of Covid-19, and have performed sensitivity analysis;
- Challenged management's estimations and judgements used in the forecasting of future cash flows used in the assessment of the company's liquidity;
- Assessed and challenged where new finance is required as part of projected cash flows the impact of not obtaining such finance on the assessment of the company's liquidity;
- Obtained an understanding of relevant controls implemented when forecasting cash flows;
- Assessed the operational impact of Covid-19 on the group and have analysed management's assessment of the ability of the Group, and therefore the Company, to continue as a going concern.
- Reviewed management's business continuity plans and subsequent changes to those plans as a consequence of a prolonged impact for the Covid-19 pandemic;
- Considered whether plans are in place to ensure the group's continued supply of electricity to customers throughout the impact of the pandemic, including any emergency repair works required;
- Reviewed the most recent Board minutes and regulatory correspondence to identify items of interest;
- Evaluated management's assessment of the impact of the significant business developments that occurred after the year end, including the spread of Covid-19 and the resulting actions taken by the UK Government;
- Challenged management's assessment of the impact of recent events on the carrying value of the Company's assets and liabilities including intercompany receivables.

#### **Key observations**

Based on the work performed, we concluded the disclosures related to the potential impact of Covid-19 and going concern are appropriate.

# Northern Electric Finance plc

## Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)

### 6. Our application of materiality

#### 6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

#### Materiality

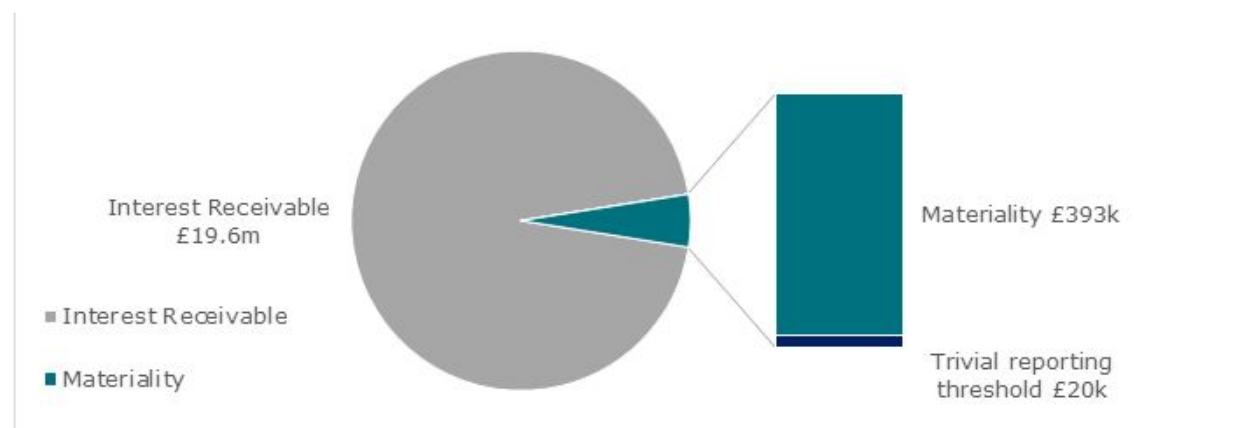
£393k (2018: £324k).

#### Basis for determining materiality

2.0% (2018: 1.9%) of interest receivable

#### Rationale for the benchmark applied

The company is a wholly owned subsidiary used as a financing company for the Northern Powergrid Group. This entity, therefore, manages Northern Powergrid Group financing (borrowing and lending) which are the key areas of interest for the Northern Powergrid Group company. Interest receivable is the main source of income for the entity which allows the entity to pay off their liabilities. Therefore, the income stream is key to the users and to management.



#### 6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 70% of materiality for the 2019 audit (2018: 70%). In determining performance materiality, we considered the following factors:

- our risk assessment, including our assessment of the company's overall control environment and that we consider it appropriate to rely on controls over a number of business processes and;
- our past experience of the audit, which has indicated a low number of corrected and uncorrected misstatements identified in prior periods.

#### 6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £20k (2018: £16k), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

### 7. An overview of the scope of our audit

#### 7.1. Scoping

Our audit was scoped by obtaining an understanding of the Company and its environment, including internal control, and assessing the risks of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the engagement team.

## **Northern Electric Finance plc**

### **Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)**

#### **8. Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

#### **9. Responsibility of directors**

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

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

#### **10. Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **11. Extent to which the audit was considered capable of detecting irregularities, including fraud**

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

## **Northern Electric Finance plc**

### **Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)**

- the nature of the industry and sector, control environment and business performance including the design of the Company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management, internal audit and the audit committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Company's documentation of their policies and procedures relating to:
  - o identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - o detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
  - o the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team and involving relevant internal specialists, including tax and IT specialist regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud.

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

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

#### **11.2 Audit response to risks identified**

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

Our procedures to respond to risks identified included the following:

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

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

#### **Report on other legal and regulatory requirements**

#### **12. Opinions on other matters prescribed by the Companies Act 2006**

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

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

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

## **Northern Electric Finance plc**

### **Independent Auditor's Report to the Members of Northern Electric Finance plc (continued)**

#### **13. Matters on which we are required to report by exception**

##### **13.1. Adequacy of explanations received and accounting records**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- We have not received all the information and explanations we require for our audit; or
- Adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- The financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

##### **13.2. Director's remuneration**

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

#### **14. Other matters**

##### **14.1. Audit tenure**

Following the recommendation of the Board of Directors, we were appointed by the Board of Northern Powergrid Holdings Company in 1998 to audit the financial statements for the year ending 31 December 1998 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 22 years, covering the years ending 31 December 1998 to 31 December 2019.

##### **14.2. Consistency of the audit report with the additional report to the audit committee**

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

#### **15. Use of our report**

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



David M Johnson FCA (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP, Statutory Auditor  
Newcastle upon Tyne  
United Kingdom

22 May 2020



**Northern Electric Finance plc**  
**Income Statement for the Year Ended 31 December 2019**

	<b>Note</b>	<b>2019 £ 000</b>	<b>2018 £ 000</b>
Revenue	3	-	-
Administrative expenses		<u>(8)</u>	<u>(9)</u>
Operating loss		(8)	(9)
Finance costs	4	(19,780)	(17,219)
Finance income	4	<u>19,627</u>	<u>17,034</u>
Loss before tax		(161)	(194)
Income tax credit	7	<u>27</u>	<u>34</u>
Loss for the year		<u><u>(134)</u></u>	<u><u>(160)</u></u>

There has been no other comprehensive income during the year (2018: £nil).

**Northern Electric Finance plc**  
**(Registration number: 03070482)**  
**Statement of Financial Position as at 31 December 2019**

	Note	31 December 2019 £ 000	31 December 2018 £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
Trade and other receivables	8	295,670	248,178
<b>Current assets</b>			
Trade and other receivables	8	105,972	3,419
Income tax asset		35	39
Cash and cash equivalents	9	1,526	1,476
		<u>107,533</u>	<u>4,934</u>
Total assets		<u>403,203</u>	<u>253,112</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	10	(50)	(50)
Retained earnings		<u>1,753</u>	<u>1,619</u>
Total equity		<u>1,703</u>	<u>1,569</u>
<b>Non-current liabilities</b>			
Loans and borrowings	12	(295,675)	(247,846)
Deferred tax liabilities	7	<u>(26)</u>	<u>(57)</u>
		<u>(295,701)</u>	<u>(247,903)</u>
<b>Current liabilities</b>			
Trade and other payables	13	(71)	-
Loans and borrowings	12	<u>(109,134)</u>	<u>(6,778)</u>
		<u>(109,205)</u>	<u>(6,778)</u>
Total liabilities		<u>(404,906)</u>	<u>(254,681)</u>
Total equity and liabilities		<u>(403,203)</u>	<u>(253,112)</u>

Approved by the Board of Directors on 22 May 2020 and signed on its behalf by:



T E Fielden  
Director

**Northern Electric Finance plc**  
**Statement of Changes in Equity for the Year Ended 31 December 2019**

	<b>Note</b>	<b>Share capital £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total £ 000</b>
At 1 January 2019		50	(1,619)	(1,569)
Loss for the year		<u>-</u>	<u>(134)</u>	<u>(134)</u>
At 31 December 2019		<u>50</u>	<u>(1,753)</u>	<u>(1,703)</u>
		<b>Share capital £ 000</b>	<b>Retained earnings £ 000</b>	<b>Total £ 000</b>
At 1 January 2018		50	(1,459)	(1,409)
Loss for the year		<u>-</u>	<u>(160)</u>	<u>(160)</u>
Total comprehensive expense		<u>-</u>	<u>(160)</u>	<u>(160)</u>
At 31 December 2018		<u>50</u>	<u>(1,619)</u>	<u>(1,569)</u>

The notes on pages 19 to 37 form an integral part of these financial statements.

**Northern Electric Finance plc**  
**Statement of Cash Flows for the Year Ended 31 December 2019**

	Note	2019 £ 000	2018 £ 000
<b>Cash flows from operating activities</b>			
Loss for the year		(134)	(160)
Adjustments to cash flows from non-cash items			
Finance income	4	(19,627)	(17,034)
Finance costs	4	19,780	17,219
Income tax expense	7	(27)	(34)
Net cash flow used in operating activities		<u>(8)</u>	<u>(9)</u>
<b>Cash flows used in investing activities</b>			
Loans to parent company		(147,377)	-
Interest received		<u>16,959</u>	<u>16,956</u>
Net cash flows used in investing activities		<u>(130,418)</u>	<u>16,956</u>
<b>Cash flows used in financing activities</b>			
Interest paid		(16,972)	(16,974)
Proceeds from issue of bonds		<u>147,448</u>	<u>-</u>
Net cash flows used in financing activities		<u>130,476</u>	<u>(16,974)</u>
Net movement in cash and cash equivalents		50	(27)
Cash and cash equivalents at 1 January	9	<u>1,476</u>	<u>1,503</u>
Cash and cash equivalents at 31 December	9	<u><u>1,526</u></u>	<u><u>1,476</u></u>

The notes on pages 19 to 37 form an integral part of these financial statements.

# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019**

### **1 General information**

The Company is a public company limited by share capital, incorporated under the Companies Act (2006) and domiciled in England and Wales.

The address of its registered office is Lloyds Court, 78 Grey Street, Newcastle upon Tyne, Tyne and Wear, NE1 6AF.

### **2 Accounting policies**

#### **Statement of compliance**

The Company financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the EU ("adopted IFRS's").

#### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **Basis of preparation**

The financial statements have been prepared in accordance with adopted IFRSs and under historical cost accounting rules.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

The nature of the Company's business model, strategic objectives, operations and activities are set out in the Strategic Report.

#### **Going Concern**

A review of the Company's business activities during the year, together with details regarding its future development, performance and position, its objectives, policies and processes for managing its capital, its financial risk management objectives and details of its exposures to trading risk, credit risk and liquidity risk are set out in the Strategic Report, the Directors' Report and the appropriate notes to the financial statements.

The Northern Powergrid Group is financed both in its operating companies and in other entities within the Northern Powergrid Group, and companies may lend within the Northern Powergrid Group. For that reason, financial health is considered with reference to the Northern Powergrid Group. Those entities with net current liabilities position obtaining a letter of support from Northern Powergrid Holdings Company.

When considering continuing to adopt the going concern basis in preparing the annual report and financial statements, the directors have taken into account a number of factors, including the following:

- The Northern Powergrid Group's main subsidiaries, Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc, are stable electricity distribution businesses operating an essential public service and are regulated by the Gas and Electricity Markets Authority ("GEMA"). In carrying out its functions, GEMA has a statutory duty under the Electricity Act 1989 to have regard to the need to secure that licence holders are able to finance the activities, which are the subject of obligations under Part 1 of the Electricity Act 1989 (including the obligations imposed by the electricity distribution licence) or by the Utilities Act 2000;
- The Northern Powergrid Group is profitable with strong underlying cash flows. Northern Powergrid Holdings Company, a company in the Northern Powergrid Group, Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc hold investment grade credit ratings;
- The Northern Powergrid Group is financed by long-term borrowings with an average maturity of 12 years and has access to short-term committed borrowing facilities of £192 million provided by Lloyds Bank plc, National Westminster Bank plc and Santander UK plc;

## **Northern Electric Finance plc**

### **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

#### **2 Accounting policies (continued)**

- The Northern Powergrid Group plans to issue long-term borrowings within the next 12 months and benefits from strong investment-grade credit ratings which allow access to a range of financing options. Recent successful bond issues by the Northern Powergrid Group and by other issuers in the weeks immediately prior to the date of these accounts suggest that the Northern powergrid Group's bonds remain attractive to investors;
- The Northern Powergrid Group has prepared forecasts which taking into account reasonable possible changes in trading performance, show that the Northern Powergrid Group has sufficient resources to settle its liabilities as they fall due for at least the 12 months from the date of these accounts. The directors have had discussions with the bank who have indicated that they would continue to provide the short-term facilities to the Northern Powergrid Group for the foreseeable future on acceptable terms; and
- Consideration was also given to the obligations contained in Northern Powergrid (Northeast) Limited and Northern Powergrid (Yorkshire) plc licences to provide Ofgem with annual certificates, confirming that the directors have a reasonable expectation that the Northern Powergrid Group will have sufficient financial and operational resources available for the continuation of business for a period of at least 12 months. The board determined any material variations to the assumptions used when providing those certificates were unlikely within the eight-year period or beyond.

Consequently, after making enquiries, including detailed considerations of the impact of the coronavirus pandemic, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Despite the Company's net liability position, a letter of support was received from Northern Powergrid Holdings Company. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

#### **Critical judgements in applying accounting policies**

In the preparation of financial statements in conformity with IFRS the directors did not identify any critical accounting judgements or key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **Key sources of estimation uncertainty**

In the preparation of financial statements in conformity with IFRS the Directors did not identify any key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

### **2 Accounting policies (continued)**

#### **Changes in accounting policy**

##### **New standards, interpretations and amendments effective**

The following have been applied for the first time from 1 January 2019:

##### **IFRS 16- Leases**

The new standard introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 distinguishes between leases and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions between operating leases and finance leases are removed for lessee accounting, and are replaced by a model where right-of-use-asset and a corresponding liability have to be recognised for all leases except short term leases and leases of low-value assets. The new standards has had no impact on the Company's financial statements.

##### **Finance income and costs policy**

Finance income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

All other borrowing costs are recognised in profit or loss in the period which they are incurred.

##### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

### **2 Accounting policies (continued)**

#### **Trade receivables**

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

#### **Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

#### **Borrowings**

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

#### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.



# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

### **2 Accounting policies (continued)**

#### **Financial instruments**

##### **Initial recognition**

Financial assets and financial liabilities comprise all assets and liabilities reflected in the statement of financial position, although excluding property, plant and equipment, investment properties, intangible assets, deferred tax assets, prepayments, deferred tax liabilities and employee benefits plan.

The Company recognises financial assets and financial liabilities in the statement of financial position when, and only when, the Company becomes party to the contractual provisions of the financial instrument.

Financial assets are initially recognised at fair value. Financial liabilities are initially recognised at fair value, representing the proceeds received net of premiums, discounts and transaction costs that are directly attributable to the financial liability.

All regular way purchases and sales of financial assets and financial liabilities classified as fair value through profit or loss ("FVTPL") are recognised on the trade date, i.e. the date on which the Company commits to purchase or sell the financial assets or financial liabilities. All regular way purchases and sales of other financial assets and financial liabilities are recognised on the settlement date, i.e. the date on which the asset or liability is received from or delivered to the counterparty. Regular way purchases or sales are purchases or sales of financial assets that require delivery within the time frame generally established by regulation or convention in the market place.

Subsequent to initial measurement, financial assets and financial liabilities are measured at either amortised cost or fair value.

##### **Classification and measurement**

Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:

Financial assets are classified into one of the following three categories:

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVTOCI); or
- financial assets at fair value through the profit or loss (FVTPL).

Financial liabilities are classified into one of the following two categories:

- financial liabilities at amortised cost; or
- financial liabilities at fair value through the profit or loss (FVTPL).

The classification and the basis for measurement are subject to the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, as detailed below:

##### **Financial assets at amortised cost**

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If either of the above two criteria is not met, the financial assets are classified and measured at fair value through the profit or loss (FVTPL).

If a financial asset meets the amortised cost criteria, the Company may choose to designate the financial asset at FVTPL. Such an election is irrevocable and applicable only if the FVTPL classification significantly reduces a measurement or recognition inconsistency.

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**2 Accounting policies (continued)**

**Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI only if it meets both of the following conditions and is not designated as at FVPTL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investments that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

If an equity investment is designated as FVTOCI, all gains and losses, except for dividend income, are recognised in other comprehensive income and are not subsequently included in the statement of income.

**Financial assets at fair value through the profit or loss (FVTPL)**

Financial assets not otherwise classified above are classified and measured as FVTPL.

**Financial liabilities at amortised cost**

All financial liabilities, other than those classified as financial liabilities at FVTPL, are measured at amortised cost using the effective interest rate method.

**Financial liabilities at fair value through the profit or loss**

Financial liabilities not measured at amortised cost are classified and measured at FVTPL. This classification includes derivative liabilities.

# Northern Electric Finance plc

## Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

### 2 Accounting policies (continued)

#### Derecognition

##### *Financial assets*

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire,
- it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset and the sum of the consideration received is recognised as a gain or loss in the profit or loss.

Any cumulative gain or loss recognised in OCI in respect of equity investment securities designated as FVTOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Company is recognised as a separate asset or liability.

The Company enters into transactions whereby it transfers assets recognised on its statement of financial position, but retains either all or substantially all of risks and rewards of the transferred assets or a portion of them. In such cases, the transferred assets are not derecognised.

When the Company derecognises transferred financial assets in their entirety, but has continuing involvement in them then the entity should disclose for each type of continuing involvement at the reporting date:

- (a) The carrying amount of the assets and liabilities that are recognised in the entity's statement of financial position and represent the entity's continuing involvement in the derecognised financial assets, and the line items in which those assets and liabilities are recognised.
- (b) The fair value of the assets and liabilities that represent the entity's continuing involvement in the derecognised financial assets;
- (c) The amount that best represents the entity's maximum exposure to loss from its continuing involvement in the derecognised financial assets, and how the maximum exposure to loss is determined
- (d) The undiscounted cash outflows that would or may be required to repurchase the derecognised financial assets or other amounts payable to the transferee for the transferred assets

##### *Financial liabilities*

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled, or expire.

#### Modification of financial assets and financial liabilities

##### *Financial assets*

If the terms of a financial asset are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual rights to the cash flows from the original financial asset are deemed to expire. In this case the original financial asset is derecognised and a new financial asset is recognised at either amortised cost or fair value.

If the cash flows are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Company recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in the statement of income.

# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

### **2 Accounting policies (continued)**

#### *Financial liabilities*

If the terms of a financial liabilities are modified, the Company evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different, then the contractual obligations from the cash flows from the original financial liabilities are deemed to expire. In this case the original financial liabilities are derecognised and new financial liabilities are recognised at either amortised cost or fair value.

If the cash flows are not substantially different, then the modification does not result in derecognition of the financial liabilities. In this case, the Company recalculates the gross carrying amount of the financial liabilities and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in the statement of income.

#### **Impairment of financial assets**

##### *Measurement of Expected Credit Losses*

The Company recognises loss allowances for expected credit losses (ECL) on financial instruments that are not measured at FVPTL, namely:

- Financial assets that are debt instruments
- Accounts and other receivables
- Financial guarantee contracts issued; and
- Loan commitments issued.

The Company classifies its financial instruments into stage 1, stage 2 and stage 3, based on the applied impairment methodology, as described below:

Stage 1: for financial instruments where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired on origination, the Company recognises an allowance based on the 12-month ECL.

Stage 2: for financial instruments where there has been a significant increase in credit risk since initial recognition but they are not credit-impaired, the Company recognises an allowance for the lifetime ECL.

Stage 3: for credit-impaired financial instruments, the Company recognises the lifetime ECL.

The Company measures loss allowances at an amount equal to the lifetime ECL, except for the following, for which they are measured as a 12-month ECL:

- debt securities that are determined to have a low credit risk (equivalent to investment grade rating) at the reporting date; and
- other financial instruments on which the credit risk has not increased significantly since their initial recognition.

The Company considers a debt security to have low credit risk when their credit risk rating is equivalent to the globally understood definition of 'investment grade'.

A 12-month ECL is the portion of the ECL that results from default events on a financial instrument that are probable within 12 months from the reporting date.

Provisions for credit-impairment are recognised in the statement of income and are reflected in accumulated provision balances against each relevant financial instruments balance.

# **Northern Electric Finance plc**

## **Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

### **2 Accounting policies (continued)**

Evidence that the financial asset is credit-impaired include the following:

- Significant financial difficulties of the borrower or issuer;
- A breach of contract such as default or past due event;
- The restructuring of the loan or advance by the Company on terms that the company would not consider otherwise;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for the security because of financial difficulties; or
- There is other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the Company, or economic conditions that correlate with defaults in the company.

For trade receivables, the Company applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2019 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company has identified the GDP and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

#### *Definition of default*

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are not recoverable:

- when there is a breach of financial covenants by the debtor; and
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full.

### **Accounting estimates and assumptions**

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of certain financial assets, liabilities, income and expenses.

The use of estimates and assumptions is principally limited to the determination of provisions for impairment, the valuation of financial instruments and as explained in more detail below:

#### **Provisions for impairment**

In determining impairment of financial assets, judgement is required in the estimation of the amount and timing of future cash flows as well as an assessment of whether the credit risk on the financial asset has increased significantly since initial recognition and incorporation of forward-looking information in the measurement of ECL.

#### **Fair value of financial assets and liabilities**

Where the fair value of financial assets and liabilities cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The input to these models is derived from observable markets where available, but where this is not feasible, a degree of judgement is required in determining assumptions used in the models. Changes in assumptions used in the models could affect the reported fair value of financial assets and liabilities.

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**3 Segmental reporting**

**Segmental analysis**

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Company that are regularly reviewed by the President and Chief Executive Officer of the Northern Powergrid Group in order to allocate resources to these segments and to assess their performance.

In practice, the President and Chief Executive Officer allocates resources and assesses performance based upon the aggregate results of the Company. Revenue, loss before tax and net assets are attributable to financing.

**4 Finance income and costs**

	<b>2019</b> <b>£ 000</b>	<b>2018</b> <b>£ 000</b>
<b>Finance income</b>		
Interest received from group undertakings	19,627	17,034
<b>Finance costs</b>		
Interest on bank overdrafts and borrowings	(19,760)	(17,198)
Interest paid to group undertakings	<u>(20)</u>	<u>(21)</u>
Total finance costs	<u>(19,780)</u>	<u>(17,219)</u>
Net finance costs	<u><u>(153)</u></u>	<u><u>(185)</u></u>

**5 Employees and directors**

No directors' or key personnel remuneration was charged for the year (2018: £nil). There were no employees during the year (2018: none).

At 31 December 2019 no directors accrued benefits under a defined benefit scheme (2018: none).

**6 Auditor's remuneration**

	<b>2019</b> <b>£ 000</b>	<b>2018</b> <b>£ 000</b>
Audit of the financial statements	<u>8</u>	<u>8</u>

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**7 Income tax**

Tax credited in the income statement

	<b>2019</b> <b>£ 000</b>	<b>2018</b> <b>£ 000</b>
<b>Current taxation</b>		
UK corporation tax	4	(5)
<b>Deferred taxation</b>		
Arising from origination and reversal of temporary differences	<u>(31)</u>	<u>(29)</u>
Tax receipt in the income statement	<u><u>(27)</u></u>	<u><u>(34)</u></u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2018 - lower than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	<b>2019</b> <b>£ 000</b>	<b>2018</b> <b>£ 000</b>
Loss before tax	<u>(161)</u>	<u>(194)</u>
Corporation tax at standard rate	(31)	(37)
Deferred tax credit relating to lower tax rates	<u>4</u>	<u>3</u>
Total tax credit	<u><u>(27)</u></u>	<u><u>(34)</u></u>

Finance Bill 2016 included provisions to reduce the main rate of corporation tax to 17% from 1 April 2020. However, in the March 2020 Budget it was announced that the cut in the rate to 17% will now not occur and the Corporation Tax Rate will be held at 19%.

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**7 Income tax (continued)**

**Deferred tax**

Deferred tax assets and liabilities

Deferred tax movement during the year:

	At 1 January 2019 £ 000	Recognised in income £ 000	At 31 December 2019 £ 000
Other	<u>(57)</u>	<u>31</u>	<u>(26)</u>

Deferred tax movement during the prior year:

	At 1 January 2018 £ 000	Recognised in income £ 000	At 31 December 2018 £ 000
Other	<u>(86)</u>	<u>29</u>	<u>(57)</u>

Other comprises deferred financing fees deductible for tax on a paid basis.

**8 Trade and other receivables**

	31 December 2019 £ 000	31 December 2018 £ 000
<b>Current trade and other receivables</b>		
Amounts due from group undertakings	<u>105,972</u>	<u>3,419</u>
	105,972	3,419
<b>Non-current trade and other receivables</b>		
Amounts due from group undertakings	<u>295,670</u>	<u>248,178</u>
	<u>401,642</u>	<u>251,597</u>

The fair value of the trade and other receivables as at 31 December 2019 is estimated to be £482 million (2018: £311 million), determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable market transactions or dealer quotes for similar instruments. The valuation of assets set out above is based on Level 2 inputs. None of these debts are past due or impaired at the statement of financial position date as the directors do not consider there to be any doubt over their recoverability.

Amounts due from Northern Powergrid Group undertakings represents £400 million of long-term loans made to Northern Powergrid (Northeast) Limited, the Company's immediate parent. They are at fixed rates of interest ranging from 2.8% to 8.875% with maturities ranging from 2020 to 2049. Northern Powergrid (Northeast) Limited maintains an investment grade credit rating. Prepayments and accrued income represent the accrued interest due on these loans. The maximum exposure to risk to the Company is the book value of these loans.



**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**9 Cash and cash equivalents**

	<b>31 December 2019 £ 000</b>	<b>31 December 2018 £ 000</b>
Other cash and cash equivalents	<u>1,526</u>	<u>1,476</u>

Cash and cash equivalents have a maturity of less than three months, are readily convertible to cash and are subject to an insignificant risk of changes in value. The carrying value amount of these assets approximates their fair value.

**10 Share capital**

**Allotted, called up and fully paid shares**

	<b>31 December 2019</b>		<b>31 December 2018</b>	
	<b>No.</b>	<b>£</b>	<b>No.</b>	<b>£</b>
Ordinary Share Capital of £1 each	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>	<u>50,000</u>

**11 Reserves**

	<b>Retained earnings £ 000</b>
At 1 January 2019	(1,619)
Loss for the year	<u>(134)</u>
Total comprehensive expense	<u>(134)</u>
At 31 December 2019	<u>(1,753)</u>
	<b>Retained earnings £ 000</b>
At 1 January 2018	(1,459)
Loss for the year	<u>(160)</u>
Total comprehensive expense	<u>(160)</u>
At 31 December 2018	<u>(1,619)</u>

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**12 Loans and borrowings**

	<b>31 December 2019 £ 000</b>	<b>31 December 2018 £ 000</b>
Non-current loans and borrowings	295,675	247,846
Current loans and borrowings	109,134	6,778
	<u>404,809</u>	<u>254,624</u>

	<b>Book value</b>		<b>Fair value</b>	
	<b>31 December 2019 £ 000</b>	<b>31 December 2018 £ 000</b>	<b>31 December 2019 £ 000</b>	<b>31 December 2018 £ 000</b>
2020- 8.875% bonds	101,695	101,512	101,849	114,357
2035- 5.125% bonds	153,194	153,112	213,560	197,140
2049- 2.75% bonds	149,920	-	163,477	-
	<u>404,809</u>	<u>254,624</u>	<u>478,886</u>	<u>311,497</u>

The fair value of the bonds is determined with reference to quoted market prices. The fair valuation of the borrowings is based on level 1 inputs. At 31 December 2019, the Company had no undrawn committed borrowing facilities.

The Company's 8.875% 2020 bonds are guaranteed by Northern Powergrid (Northeast) Limited, its immediate parent company, and Northern Electric plc. The Company's 5.125% 2035 bonds are guaranteed by Northern Powergrid (Northeast) Limited and AMBAC Assurance UK Limited. On 24 May 2019, the Company issued £150 million 2.75% bonds due 2049 guaranteed by Northern Powergrid (Northeast) Limited. Borrowings are measured at amortised cost using the effective interest method.

The covenants associated with the 2035 bonds issued by the Company include restrictions on the issuance of new indebtedness and the making of distributions dependant on the scale of the ratio of Senior Total Net Debt to Regulatory Asset Value ("RAV") of Northern Powergrid (Northeast) Limited. The definition of Senior Total Net Debt excludes any subordinated debt and any debt incurred on a non-recourse basis. In addition, it excludes interest payable, any fair value adjustments and unamortised issue costs.

The liquidity risk, credit risk and market risk associated with these borrowings, and the management thereof, is covered within Financial Risk Management on page 35 of these financial statements.

**13 Trade and other payables**

	<b>31 December 2019 £ 000</b>	<b>31 December 2018 £ 000</b>
Accrued expenses	<u>71</u>	<u>-</u>

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**14 Reconciliation of liabilities arising from financing activities**

**Net debt reconciliations**

	<b>At 1 January 2019 £ 000</b>	<b>Cash flows £ 000</b>	<b>Other changes £ 000</b>	<b>At 31 December 2019 £ 000</b>
Cash and cash equivalents	1,476	50	-	1,526
Borrowings	<u>(254,624)</u>	<u>(147,448)</u>	<u>(2,737)</u>	<u>(404,809)</u>
	<u><u>(253,148)</u></u>	<u><u>(147,398)</u></u>	<u><u>(2,737)</u></u>	<u><u>(403,283)</u></u>

	<b>At 1 January 2018 £ 000</b>	<b>Cash flows £ 000</b>	<b>Other changes £ 000</b>	<b>At 31 December 2018 £ 000</b>
Cash and cash equivalents	1,503	(27)	-	1,476
Borrowings	<u>(254,379)</u>	<u>-</u>	<u>(245)</u>	<u>(254,624)</u>
	<u><u>(252,876)</u></u>	<u><u>(27)</u></u>	<u><u>(245)</u></u>	<u><u>(253,148)</u></u>

Other changes relate to accrued interest and amortisation of financing fees and discounts.

# Northern Electric Finance plc

## Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

### 15 Classification of financial and non-financial assets and financial and non-financial liabilities

The classification of financial assets and financial liabilities by accounting categorisation for the year ended 31 December 2019 was as follows:

	Financial assets at amortised cost £ 000	Financial liabilities at amortised cost £ 000	Non-financial assets & liabilities £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
Trade and other receivables	295,670	-	-
<b>Current assets</b>			
Trade and other receivables	105,972	-	-
Income tax asset	35	-	-
Cash and cash equivalents	1,526	-	-
	<u>107,533</u>	<u>-</u>	<u>-</u>
Total assets	<u>403,203</u>	<u>-</u>	<u>-</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	-	(295,675)	-
Deferred tax liabilities	-	-	(26)
	<u>-</u>	<u>(295,675)</u>	<u>(26)</u>
<b>Current liabilities</b>			
Trade and other payables	-	(71)	-
Loans and borrowings	-	(109,134)	-
	<u>-</u>	<u>(109,205)</u>	<u>-</u>
Total liabilities	<u>-</u>	<u>(404,880)</u>	<u>(26)</u>

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**15 Classification of financial and non-financial assets and financial and non-financial liabilities (continued)**

The classification of financial assets and financial liabilities by accounting categorisation for the year ended 31 December 2018 was as follows:

	Financial assets at amortised cost £ 000	Financial liabilities at amortised cost £ 000	Non-financial assets & liabilities £ 000
<b>Assets</b>			
<b>Non-current assets</b>			
trade & other receivables	248,178	-	-
<b>Current assets</b>			
Trade and other receivables	3,419	-	-
Income tax asset	39	-	-
Cash and cash equivalents	1,476	-	-
	<u>4,934</u>	<u>-</u>	<u>-</u>
Total assets	<u>253,112</u>	<u>-</u>	<u>-</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Loans and borrowings	-	(247,846)	-
Deferred tax liabilities	-	-	(57)
	<u>-</u>	<u>(247,846)</u>	<u>(57)</u>
<b>Current liabilities</b>			
Loans and borrowings	-	(6,778)	-
Total liabilities	<u>-</u>	<u>(254,624)</u>	<u>(57)</u>

The fair value of assets classified as fair value through profit or loss are valued using level 3 inputs.

**16 Financial risk review**

This note presents information about the Company's exposure to financial risks and the Company's management of capital.

**Capital management**

The Group manages its capital centrally to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2018.

The capital structure of the Company consists of net debt (borrowings as detailed in Note 12 offset by equity of the Company (comprising issued capital, reserves and retained earnings as detailed in Notes 10 and 11). The Company has no externally imposed capital requirements.

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**16 Financial risk review (continued)**

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded its spread amongst approved counterparties. The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Company's maximum exposure to credit risk as no collateral or other credit enhancements are held.

There is no expected credit loss as the receivables are with a related party, Northern Powergrid (Northeast) Limited, an investment grade company within the Northern Powergrid Group.

**Liquidity risk**

Ultimate responsibility of liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium, and long-term funding and liquidity management requirements. The Company manages liquidity by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**Maturity analysis for financial liabilities**

The following tables set out the remaining contractual maturities of the company's financial liabilities by type.

<b>2019</b>	<b>Total outflow</b>	<b>1-3 months</b>	<b>3 months - 1</b>	<b>1-5 years</b>	<b>More than 5</b>
<b>Non-derivative liabilities</b>	<b>£ 000</b>	<b>£ 000</b>	<b>year</b>	<b>£ 000</b>	<b>years</b>
			<b>£ 000</b>	<b>£ 000</b>	<b>£ 000</b>
Non-interest bearing	71	71	-	-	-
Fixed interest rate liabilities	655,625	-	120,687	47,250	487,688
<b>Total</b>	<b>655,696</b>	<b>71</b>	<b>120,687</b>	<b>47,250</b>	<b>487,688</b>

<b>2018</b>	<b>Total outflow</b>	<b>3 months - 1</b>	<b>1-5 years</b>	<b>More than 5</b>
<b>Non-derivative liabilities</b>	<b>£ 000</b>	<b>year</b>	<b>£ 000</b>	<b>years</b>
		<b>£ 000</b>	<b>£ 000</b>	<b>£ 000</b>
Fixed interest rate liabilities	398,438	16,563	139,625	242,250

**Market risk**

The Company's activities do not expose it to significant financial risks of changes in foreign currency exchange rates and interest rates. Materially all income and expenses are denominated in pound sterling. All loans are at fixed interest rates and expose the Company to fair value interest rate risk.

**Northern Electric Finance plc**  
**Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)**

**17 Related party transactions**

**Summary of transactions with other related parties**

Yorkshire Electricity Group plc provides the intercompany treasury account to the Northern Powergrid Group.

**Expenditure with and payables to related parties**

**Loans to related parties**

	<b>Parent</b>	<b>Other related parties</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>2019</b>		
At start of period	251,597	1,476
Advanced	147,377	65
Net Interest	2,553	(15)
Amortisation	115	-
At end of period	<u>401,642</u>	<u>1,526</u>
	<b>Parent</b>	<b>Other related parties</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>2018</b>		
At start of period	251,519	1,503
Repaid	-	(10)
Interest charged	17,030	4
Interest received	<u>(16,952)</u>	<u>(21)</u>
At end of period	<u>251,597</u>	<u>1,476</u>

**18 Parent and ultimate parent undertaking**

The Company's immediate parent is Northern Powergrid (Northeast) Limited.

The ultimate parent is Berkshire Hathaway, Inc. These financial statements are available upon request from 3555 Farnam Street, Omaha, Nebraska 68131.

**Relationship between entity and parents**

The parent of the largest group in which these financial statements are consolidated and the ultimate controlling party is Berkshire Hathaway, Inc, incorporated in United States.

The registered address of Berkshire Hathaway, Inc is:  
3555 Farnam Street, Omaha, Nebraska 68131.

The parent of the smallest group in which these financial statements are consolidated is Northern Electric plc, incorporated in United Kingdom.

The registered address of Northern Electric plc is:  
Lloyds Court, 78 Grey Street, Newcastle upon Tyne, NE1 6AF.