

# **ESPUG Finance Limited**

Interim Report

Period Ended

30 June 2021

Registered number 10933801

# ESPUG Finance Limited

Interim Report  
For the period ended 30 June 2021

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### Directors

Anna Dellis  
Simon Lees  
Paul Miles  
Adam Miller  
Kevin O'Connor  
Sebastian Schwengber (resigned 18 June 2021)  
Bernardo Sottomayor  
Vicki Spiers  
Yaad Virdee (appointed 1 September 2021)

### Secretary and registered office

Beach Secretaries Limited, Bluebird House, Mole Business Park, Leatherhead, KT22 7BA

### Company number

10933801

### Auditors

Deloitte LLP, 1 New Street Square, London. EC4A 3BZ

# ESPUG Finance Limited

## Statement of comprehensive income For the period ended 30 June 2021

	6 month ended 30 June 2021 Unaudited £'000	6 month ended 30 June 2020 Unaudited £'000	Year ended 31 December 2020 Audited £'000
Turnover	-	-	-
Cost of sales	-	-	-
<b>Gross profit</b>	-	-	-
Administrative expenses	(4)	(138)	(218)
<b>Group operating (loss)</b>	(4)	(138)	(218)
Other interest receivable and similar income	7,980	6,671	13,842
Interest payable and similar charges	(4,943)	(4,731)	(9,547)
Dividends from share in group undertakings	-	-	17,000
<b>Profit on ordinary activities before taxation</b>	<b>3,033</b>	<b>1,802</b>	<b>21,077</b>
Taxation on profit on ordinary activities	-	-	-
<b>Profit for the financial period and total comprehensive income for the period</b>	<b>3,033</b>	<b>1,802</b>	<b>21,077</b>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

# ESPUG Finance Limited

## Balance sheet As at 30 June 2021

	30 June 2021 Unaudited £'000	30 June 2021 Unaudited £'000	30 June 2020 Unaudited £'000	30 June 2020 Unaudited £'000	31 December 2020 Audited £'000	31 December 2020 Audited £'000
<b>Fixed assets</b>						
Tangible assets		-		-		-
Investments		<b>620,118</b>		620,094		620,106
		<b>620,118</b>		620,094		620,106
<b>Current assets</b>						
Debtors	<b>207,496</b>		185,704		199,862	
Cash at bank and in hand	<b>48,104</b>		7,909		4,096	
	<b>255,600</b>		193,613		203,958	
<b>Creditors: amounts falling due within one year</b>	<b>(16,010)</b>		(28,015)		(27,993)	
<b>Net current assets</b>		<b>239,590</b>		165,598		175,965
<b>Total assets less current liabilities</b>		<b>859,708</b>		785,692		796,071
<b>Creditors: amounts falling due after more than one year</b>		<b>(342,468)</b>		(271,260)		(281,864)
<b>Net assets</b>		<b>517,240</b>		514,432		514,207
<b>Capital and reserves</b>						
Called up share capital		<b>141,705</b>		141,705		141,705
Share premium account		<b>369,999</b>		369,999		369,999
Profit and loss account		<b>5,536</b>		2,728		2,503
		<b>517,240</b>		514,432		514,207

The interim report was approved by the Board of Directors and authorised for issue on 22 September 2021 and were signed on its behalf by:



P Miles  
Director

# ESPUG Finance Limited

## Statement of changes in equity For the period ended 30 June 2021

	Share capital 30 June 2021 Unaudited £'000	Share Premium 30 June 2021 Unaudited £'000	Profit and loss account 30 June 2021 Unaudited £'000	Total Equity 30 June 2021 Unaudited £'000	Share capital 30 June 2020 Unaudited £'000	Share Premium 30 June 2020 Unaudited £'000	Profit and loss account 30 June 2020 Unaudited £'000	Total Equity 30 June 2020 Unaudited £'000	Share capital 31 December 2020 Audited £'000	Share Premium 31 December 2020 Unaudited £'000	Profit and loss account 31 December 2020 Audited £'000	Total Equity 31 December 2020 Audited £'000
1 January	141,705	369,999	2,503	514,207	141,705	369,999	3,926	515,630	141,705	369,999	3,926	515,630
Comprehensive income for the period	-	-	3,033	3,033	-	-	1,802	1,802	-	-	21,077	21,077
Profit for the period	-	-	3,033	3,033	-	-	1,802	1,802	-	-	21,077	21,077
Total comprehensive income for the period	-	-	3,033	3,033	-	-	1,802	1,802	-	-	21,077	21,077
Contributions by and distributions to owners	-	-	-	-	-	-	8,000	8,000	-	-	-	-
Dividends received	-	-	-	-	-	-	(11,000)	(11,000)	-	-	(22,500)	(22,500)
Dividends paid	-	-	-	-	-	-	(3,000)	(3,000)	-	-	(22,500)	(22,500)
Total contributions by and distributions to owners	-	-	-	-	-	-	(3,000)	(3,000)	-	-	(22,500)	(22,500)
30 June	141,705	369,999	5,536	517,240	141,705	369,999	2,728	514,432	141,705	369,999	2,503	514,207

# ESPUG Finance Limited

## Notes forming part of the interim report For the period ended 30 June 2021

### 1 Financial Information

The interim financial information for the 6 months ended 30 June 2021 does not constitute statutory accounts within the meaning of section 435 of the Companies Act 2006. It has been prepared using accounting policies and principles consistent with those applied in the preparation of the audited accounts of ESPUG Finance Ltd for the period ended 31 December 2020.

The interim financial information has been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000.

### 2 Comparatives

The comparatives in the interim financial information are the figures included in the audited financial statements for ESPUG Finance Limited for the period ended 31 December 2020.

### 3 Debtors

	30 June 2021 Unaudited £'000	30 June 2020 Unaudited £'000	31 December 2020 Audited £'000
Amounts owed by Group undertakings	207,496	185,704	199,855
Other debtors	-	-	7
	<u>207,496</u>	<u>185,704</u>	<u>199,862</u>

All debtors are due within one year.

The amounts owed by group undertakings relate to intercompany balances which do not bear interest and are repayable on demand by the Company when sufficient funds are available to do so.

### 4 Creditors: amounts falling due within one year

	30 June 2021 Unaudited £'000	30 June 2020 Unaudited £'000	31 December 2020 Audited £'000
Amounts owed to Group undertakings	14,000	26,000	26,000
Loan interest due	2,002	2,009	1,986
Accruals and deferred income	8	6	7
	<u>16,010</u>	<u>28,015</u>	<u>27,993</u>

The amounts owed to group undertakings relate to intercompany balances which do not bear interest and are repayable on demand by the Company.

# ESPUG Finance Limited

## Notes forming part of the consolidated interim report For the period ended 30 June 2021 (*continued*)

### 5 Creditors: amounts falling due after more than one year

	30 June 2021 Unaudited £'000	30 June 2020 Unaudited £'000	31 December 2020 Audited £'000
Loan notes	312,468	251,260	251,864
Capex loan	30,000	20,000	30,000
	<u>342,468</u>	<u>271,260</u>	<u>281,864</u>

The loan notes are secured by an All Assets charge over the assets of the Group, and are structured as follows :-

£54m at 2.69% Senior Secured Tranche A note due 6th October 2027  
£85m at 3.05% Senior Secured Tranche B note due 6th October 2032  
£30m at 2.116% Senior Secured note due 13 February 2035  
£30m at 2.53% Senior Secured note due 30<sup>th</sup> June 2036  
£85m at 3.35% Senior Secured Tranche C note due 6th October 2037  
£30m at 2.736% Senior Secured note due 13 May 2041

The Capex loan is repayable in full in October 2022 and incurs interest at a rate of LIBOR plus 1.5%. The bank loans are secured by an All Assets charge over the assets of the Group

### 6 Related party disclosures

The Company's immediate holding company is ESP Utilities Group Limited, a Company registered in England. The Company's ultimate holding company is Zoom Holding Limited, a Company registered in England and Wales.

The Company is ultimately controlled by 3i MIA LP, an English limited partnership, which is managed by 3i Investments plc. 3i Investments plc is wholly owned by 3i Group plc. The general partner of 3i MIA LP is 3i Managed Infrastructure GP (2017) LLP.

The largest group in which the results of the Company are consolidated is that headed by Zoom Holding Limited. The smallest group in which the results of the Company are consolidated is that headed by ESP Utilities Group Limited.

# ESPUG Finance Limited

Notes forming part of the consolidated interim report  
For the period ended 30 June 2021 (*continued*)

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## 7 Covid-19

As a transporter of gas and electricity within the UK, the Group's ongoing business has continued without interruption during successive lockdowns within the UK. The Group has continued to provide uninterrupted energy to homes and businesses, adapting working practises while maintaining our commitment to providing the very best service.

New connections made during 2021 have been in line with budget, as construction activity in the UK continued during the winter lockdown. Despite connections being on track, the Group has noticed a slight drop in sites won this year due to Developers delaying new starts until current delays and price inflation in the supply chain improve. This is forecast to be a temporary slow-down. Underlying pressure for new housing supply within the UK remains strong.

Due to the mature nature of our regulated income streams, tied to the majority of revenue being generated from assets already in the ground, our levels of profitability and cash flow generation have not been impacted by Covid. These will continue to grow as we add new connections.