

Investor Report

For the year ended 31 December 2020

The Security Group is defined as per the Master Definitions Agreement, as ESP Utilities Group Limited and each of its subsidiaries.

The Investor Report provides information on the Security Group in 2020, including regulatory and business developments, financial performance and other information in accordance with the requirements of the Common Terms Agreement dated 3 October 2017.

1. General Overview

During 2020 the Security Group delivered continued growth in its turnover across both the gas and electricity sectors. Turnover (including DUoS¹) increased by 12% against prior year to £78.2m, leading to operating profit for the year of £30.2m (2018 £27.9m).

Growth has been generated by an increase in the number of installed connections, with 58% of the growth directly related to the build out of the Groups order book, and 42% from connections acquired from Fulcrum Utility Services Limited. As at 31 December 2020 the order book stood at 262,900 connections to be built out.

<u>Year to 31 December</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
Turnover	£45.7m	£53.6m	£62.9m	£69.3m	£78.2m
Operating Profit	£22.6m	£24.1m	£27.5m	£27.9m	£30.2m
Connections at year end	502,707	567,266	632,627	700,439	796,825

Further information is available in the Strategic Report within the Financial Statements of ESP Utilities Group Limited.

2. Business update

As a transporter of gas and distributor of electricity to predominantly domestic properties there was no impact on the income or costs of the business during 2020 due to Covid-19.

From April 2020 through to the early months of 2021 the Group has continued to win and connect sites, however there have been slow downs against what ESP would typically have experienced in both sites won and connections, on, that coincide with the periods of Covid related lockdowns. Recent months have seen a steady improvement in both, and activity levels are now returning to pre-Covid levels.

On 17 September 2020 Simon Lees was appointed as a Director of all Security Group Companies.

On 30 June 2020 Nick Clark resigned as a Director of all Security Group Companies.

¹ DUoS = Distribution Use of System charges which are passed through to DNOs.

3. Capital Expenditure

Capital Expenditure, excluding connections acquired from Fulcrum Utility Services Limited, for the Security Group was as follows:

<u>Year to 31 December</u>	<u>2019</u>	<u>2020</u>
Gas	£21.3m	£18.3m
Electricity	<u>£11.2m</u>	<u>£7.7m</u>
Total	<u>£32.5m</u>	<u>£26.0m</u>

ESPUG Finance Limited incurred no Capital Expenditure during 2020.

4. Financing

On 13th May 2021 ESPUG Finance Limited raised a further £30m to fund ongoing capital expenditure through the issue of 2.736% Private Placement Loan Notes which mature on 13th May 2041.

During 2020 £10m has been drawn down against the Capex Facility, taking total funds drawn to £30m. There have been no drawdowns of funds from the Liquidity Facility or Working Capital Facility. As at 24th June 2021 the issued loan notes were:

£54m 2.69% Senior Secured Tranche A note due 6th October 2027
£85m 3.05% Senior Secured Tranche B note due 6th October 2032
£30m 2.116% Senior Secured note due 13th February 2035
£85m 3.35% Senior Secured Tranche C note due 6th October 2037
£30m 2.736% Senior Secured note due 13th May 2041

A further issue of £30m loan notes, with a 15 year term at 2.53% has been agreed in principle, and is expected to close on 30th June 2021.

5. Acquisitions or Disposals

On 21st December 2019 E.S. Pipelines Limited (ESP) entered into an agreement with Fulcrum Utility Services Limited to purchase its domestic customer gas connection assets, including order book and associated meters for circa £46m. The first tranche of the deal completed on 31 March 2020, with circa £18m paid, £4.7m paid in November 2020 for tranche 2 and £3.8m paid in June 2021 for tranche 3 of assets. The balance relating to part-complete networks and the internal and external order books will be payable over the next 4 years, as assets are built out and transferred to ESP.

There were no disposals in 2020.

6. Restricted Payment Condition

The amount of any Restricted Payment made since the date of the previous Compliance Certificate is £11.500m.

7. Current Hedging Position

No member of the Security Group bears unhedged currency risk.

No member of the Security Group has entered into any new Treasury Transaction with respect to fluctuations in inflation since the Closing Date.

The Security Group is in compliance with the Interest Rate Risk Principles described in schedule 7 of the Common Terms Agreement.

We confirm that the Security Group is in compliance with the Hedging Policy.

8. Ratios

We confirm that, in respect of this Investor Report dated 24 June 2020, by reference to the most recent Financial Statements that we are obliged to deliver to you in accordance with Paragraph 1 (Financial Statements) of Part 1 (Information Covenants) of Schedule 2 (Security Group Covenants) of the Common Terms Agreement:

- (a) the Interest Coverage Ratio in respect of the Relevant Period is estimated to be greater than or equal to 4.72x; and
- (b) the Leverage Ratio in respect of the Relevant Period is or is estimated to be less than or equal to 6.82x, (together the **Ratios**).

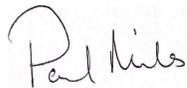
We confirm that each of the above Ratios has been calculated in respect of the Relevant Period or as at the Calculation Dates for which it is required to be calculated under the Common Terms Agreement.

9. Confirmations

We confirm that:

- (a) No Default or Trigger Event has occurred and is continuing;
- (b) The Security Group is in compliance with the Hedging Policy; and
- (c) The statements set out in this Investors Report are accurate in all material respects.

Yours faithfully



Paul Miles
Chief Financial Officer

Signing without personal liability, for and on behalf of
ESPUG Finance Limited as Security Group Agent