

Thanet OFTO Limited
Regulatory Accounts
For the year ended 31 March 2017

Thanet OFTO Limited
Annual Report and Financial Statements
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Thanet OFTO Limited**A description of these regulatory accounts**

Thanet OFTO Limited ("the Company" and "the licensee"), is a holder of an Offshore Electricity Transmission Licence ("the licence") granted under the Electricity Act 1989. The licence was awarded to the Company on 17 December 2014 by The Gas and Electricity Markets Authority ("the Authority"). Under standard condition E2 of this licence, we are required to prepare and publish annual regulatory accounts setting out the financial position and performance of the regulatory business covered by the licence.

Scope of the regulatory accounts

These regulatory accounts are prepared in respect of the licensee's regulatory transmission business. The Company only has one activity - that being the operation of its regulated transmission business; consequently, the regulatory financial statements contained herein reflect the same scope as that reported in the Company's statutory accounts for the year ended 31 March 2017 as prepared in accordance with section 396 of the Companies Act 2006.

Content of the regulatory accounts

In accordance with the licence these regulatory accounts comprise:

- an Operating and Financial Review commencing on page 3;
- a Directors' Report commencing on page 24;
- a Corporate governance statement commencing on page 26;
- a Statement of Directors' responsibilities for preparing regulatory accounts on page 29;
- the Independent auditor's report on the regulatory accounts commencing on page 30;
- regulatory financial statements commencing on page 32;
- a statement showing transactions between the Company and its ultimate controller and other related disclosures. The information required by this statement is shown in note 15 to the regulatory financial statements "related party transactions" on page 53.

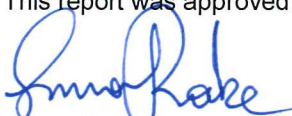
Relationship of regulatory accounting statements with statutory accounts

The financial information contained in these regulatory accounting statements does not constitute statutory accounts within the meaning of section 396 of the Companies Act 2006. Statutory accounts for the Company for the year ended 31 March 2017, to which the financial information relates, will be delivered to the registrar of Companies.

The auditor has made a report under Section 495 of the Companies Act 2006 on those statutory accounts which was unqualified and did not contain a statement under Section 498(2) or (3) of the Act. The auditor's opinion on the Company's statutory accounts is addressed to, and for the benefit of, the members of the Company and not for any other person or purpose. The auditor has clarified, in giving their opinion on those statutory accounts, that it has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. In giving their opinion, they do not accept or assume responsibility for any other purposes or to any other person to whom their audit report on the statutory accounts is shown or into whose hands it may come save where expressly agreed by their prior consent in writing.

The statutory accounts of the Company can be obtained from the website of the Company at www.thanetofto.co.uk.

This report was approved by the board on ²⁷July 2016 and signed by its order.



Simon Rooke
Director

**Thanet OFTO Limited
Company Information**

Directors

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Sion Laurence Jones
Brian Roland Walker
Simon Rooke

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Thanet OFTO Limited

Operating and financial review

Introduction

This Operating and financial review explains the operations of Thanet OFTO Limited and the main trends and factors underlying the development and performance of the Company during the period ended 31 March 2017, as well as those matters which are likely to affect its future development and performance.

The ultimate parent Company of the Company is Thanet OFTO Holdco Limited, a Company registered in England and Wales, United Kingdom.

The Company's principal activity is to provide an electricity transmission service to National Grid Electricity Transmission plc ("NGET") - the electricity transmission system operator for Great Britain. The Company owns and operates a transmission system that electrically connects an offshore wind farm generator to the onshore transmission system operated by NGET.

Background

The Office of Gas and Electricity Markets ("the authority"), in partnership with the Department for Business, Energy & Industrial Strategy ("BEIS") (previously Department of Energy and Climate Change ("DECC")), has developed a regulatory regime for electricity transmission networks connecting offshore wind farms to the onshore electricity system. A key feature of this regime is that the transmission assets required by offshore generators should be owned and operated by offshore transmission owners ("OFTOs"). OFTOs are subject to the conditions of a transmission licence.

The Company holds the Licence, awarded by the Authority on 17 December 2014. The asset was purchased by the use of secured loans and subordinated debt. This Licence, amongst other matters, permits and requires the Company to maintain and operate the Thanet offshore electricity transmission assets in perpetuity with a revenue entitlement period of 20 periods from the date funds were drawn on 17 December 2014. The Company's offshore electricity transmission system exports the output of the Thanet wind farm owned by Thanet Offshore Winds Limited (TOWL) to NGET's onshore electricity transmission system.

The Electricity and Gas (Internal Markets) Regulations 2011 require all transmission system operators such as the Company to be certified as complying with the unbundling requirements of European Parliament Directive concerning common rules for the internal market in electricity ("the third package"). On 17 December 2014, the Company was issued a certificate pursuant to section 10D of the Electricity Act 1989 by the Authority confirming its compliance with the third package requirements. The Company has ongoing obligations and is required to make certain ongoing declarations to the Authority to ensure compliance with the terms of the certificate which it has met through to the date of this report.

Thanet OFTO Limited

Operating and financial review

The Company's offshore electricity transmission system

The Company transmits the electrical power of the Thanet wind farm from the offshore connection point of the Company's electrical assets with the electrical assets owned by TOWL to the onshore connection point of the Company's assets with the electricity transmission system of NGET. The roles and responsibilities of parties at electrical connection points are dealt with through Interface Agreements and industry codes.

The Thanet offshore wind farm comprises 100 turbines, with a combined capacity of around 300 megawatts ("MW"), and is located approximately seven nautical miles from North Foreland Point on the Kent coast. The power that is generated by the wind farm is transported to shore by the Company and connects into the NGET system at Richborough, Kent.

The construction of the Thanet transmission assets was completed in April 2010 and the assets were energised in June 2010. The Thanet transmission assets are all within UK territorial waters. Ramsgate is the nearest port. The transmission assets connect to the distribution system at the Richborough 132kV substation near Sandwich. The onshore distribution licensee is UK Power Networks. The transmission assets for the Thanet wind farm were constructed by Thanet Offshore Wind Ltd ("TOWL"), a wholly owned Company of Vattenfall AB ("Vattenfall").

The Company's long term business objectives

The Company is a special purpose vehicle formed to hold the Licence. Its non-financial objectives are, therefore, consistent with the objectives of the Licence. The Company will achieve these objectives by ensuring its compliance with the Licence; industry codes and legislation and by operating and maintaining its transmission system in accordance with good industry practice.

The Company's financial objective is to provide financial returns to shareholders consistent with, or in excess of, the business plan that supported its tender offer for the Thanet offshore transmission system. The Company will seek to achieve this objective by:

- meeting its revenue targets by operating the transmission system at availability levels equal to, or higher than, the Licence target;
- adopting and maintaining a financing structure that is, as a minimum, as efficient as that contemplated by the business plan; and
- controlling costs and seeking efficiency improvements.

The Company's operating model

The Company's operating model is to outsource all operational and maintenance ("O&M") activities including asset management capability. O&M activities are outsourced to Balfour Beatty Utility Solutions Limited. Balfour Beatty Investments Limited ("BBI") provides certain financial and management services to the Company through a Professional Services Agreement ("PSA"). As part of its general asset management responsibilities BBI fulfils the role of an 'informed buyer' to ensure that the outsourced O&M services are of the required quality to ensure that the Company meets its Licence obligations and complies with good industry practice. The Company has mitigated the performance risk of its outsourced service providers through the O&M and PSA contract.

With effect from 17 December 2014 the costs incurred by BBI have been recharged to the Company in accordance with the PSA.

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Operating and financial review

The Company's approach to managing the business

The Company's general approach to the management and operation of its business is based on ensuring that the right balance is achieved between cost, quality, performance, innovation and financial returns so as to optimise the cost of its services to the end consumer. In doing so the Company:

- has a relentless focus on transmission system availability;
- recognises that the inherently hazardous nature of the Company's assets and operations requires a strong focus on Health, Safety and the Environment ("HS&E");
- has the right people working safely to standards using the right processes, technology and systems;
- has implemented a risk management approach that ensures that risks are assessed, managed and reported appropriately; and
- has adopted a governance framework that facilitates compliance with law, regulations and licence conditions.

Principal regulatory, industry contracts and industry code matters

The Company enjoys benefits and is subject to a number of regulatory and contractual obligations arising from and including: the Licence; the Transmission Owner Construction Agreement ("TOCA") with NGET and the System Operator – Transmission Owner Code ("STC"). The Company's operations are also subject to a range of industry specific legal requirements.

A summary of some of the major features of the Licence, industry contracts and electricity code matters is described below.

Licence obligations

Under the terms of the Licence the Company is required to carry out its licenced activities and have in place governance arrangements that ensure (amongst other obligations) that the Company does not provide cross-subsidies to, or receive cross-subsidies from any other business of the Licensee or of any affiliate. In addition, the Licence places restrictions on the Company's activities and how it conducts its transmission activities. In carrying out its transmission activities it must do so in a manner that does not confer upon it an unfair commercial advantage, in particular, in relation to any activity that does not relate to the operation of the offshore transmission business.

A failure by the Company to materially comply with the terms of the Licence could ultimately lead to the revocation of the Licence. The Board of Directors take very seriously its obligations to comply with the terms of the licence and has processes, procedures and controls in place to ensure compliance.

Regulated revenue and incentives

The Licence awarded by the Authority to the Company determines how much the Company may charge for the OFTO services that it provides to NGET in any relevant charging period in accordance with a regulatory formula. Each charging period is from 1 April to 31 March. The Licence also provides the Company with an incentive to ensure that the offshore transmission assets are available to transmit electricity by reference to the actual availability of the Company's transmission system in any given calendar period versus the regulatory target. The regulatory target availability is 98.31% of the total megawatt hour capacity of the Company's electricity transmission system (as determined by the Company's System Capability Statement) in any given charging period, or part thereof.

Thanet OFTO Limited Operating and financial review

Principal regulatory, industry contracts and industry code matters (continued)

Transmission charges are based on the target transmission system availability of 99.29%, and increase on 1 April following any given period by reference to the average rate of increase in the UK retail price index ("RPI") in the period to the previous December. The revenue derived from charges based on this target availability represents the Company's "base revenue". For the avoidance of doubt, the Company's transmission charges are not exposed to commodity risk and are not exposed to any generation risk.

As previously noted, the Licence contains mechanisms to incentivise the Company to provide the maximum possible electricity transmission system availability, having regard to the safe running of the system. The Company is incentivised on a monthly basis with higher targets, and higher potential penalties or credits, in the winter months, and lower targets, and lower potential penalties or credits, in the summer months. These incentive mechanisms help drive the management of the Company to proactively manage the transmission system availability across the period by focusing maintenance activities, which could lower transmission system availability, into those months with the lowest targets and related penalties or credits.

If the achieved transmission system availability is different to the target availability then there is a mechanism contained within the Licence that could potentially affect the Company's charges and hence its revenue in future periods. The Licence provides for adjustments to "base revenue" where the OFTO's system availability performance is different to the target system availability. If transmission system availability in any given period is in excess of the target availability level then credits are "earned" and if availability is less than target then penalties accrue. The Company is then permitted or required to change its prices to reflect the credits earned or penalties accrued as necessary. The maximum credit which the Company can "earn" and collect in charges amounts to around 5% of base revenue for that period and the maximum penalty that can be reflected in charges is around 10% of base revenue for that period. The detailed mechanism that is used to adjust charges to reflect these credits and penalties in charges is described below.

The penalties and credits are recorded on a monthly, but notional basis, during each charging period. Individual net monthly penalties are first offset against any brought forward net cumulative credits from the previous charging period. Thereafter, individual monthly net penalties are eligible for offset against credits arising in the current charging period. If at the end of any charging period there is a cumulative net credit, this net credit is eligible for collection in charges as an adjustment to charges at the beginning of the subsequent financial period following the end of the charging period in which the first credit arose. The maximum amount of credit that is eligible to be reflected in charges in the sixth financial period is the lesser of the credit that arose in the first charging period and the cumulative net credit outstanding at the end of the preceding charging period.

In respect of net penalties which are outstanding at the end of the charging period then, in principle, the charges in respect of the following financial period are lowered by an amount that would reduce the charges for that financial period by the amount of the net penalty. However, the reduction in charges can never exceed 10% of the base revenue for that period. To the extent that the cumulative net penalty, if applied, to the Company's charges would result in those charges being reduced by more than 10% of the base revenue for that period, the excess net penalty is carried forward on a cumulative and notional basis and aggregated with additional credits and penalties arising in the subsequent period. The maximum period that penalties relating to a particular charging period can be carried forward is five periods.

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Principal regulatory, industry contracts and industry code matters (continued)

As a result of the arrangements described above, there are a number of risks that the Company faces that affect the level of transmission system availability and therefore affect potential incentive credits and penalties. The principal risks associated with transmission system availability stem from the following:

- 1) The inherent design of the transmission system e.g. system redundancy;
- 2) The management of maintenance activities so that the assets are maintained to good industry practice, and where possible, the Company seeks to carry out such maintenance without the need for planned outages whilst having regard to the safe operation of those assets; and
- 3) The management of planned outages of the transmission system having regard to the activities of other interested parties and to bias such outages towards those periods during the period, with the lowest system availability targets and related penalties or credits.

As the end of the 20 period Licence period approaches the agreed regulatory formula relating to the Company's ability to collect credits as explained above changes. There is an acceleration of the Company's ability to collect such credits in its invoicing and a corresponding acceleration in the Authority's ability to enforce penalties.

In certain circumstances, and in respect of certain costs, such as non-domestic rates relating to the Company's onshore electricity network and costs charged by the Authority associated with running the OFTO tender regime, the Company is permitted under the terms of its Licence to pass these costs to its customer by altering charges as required.

Transmission system capability (capacity)

As described above, the Company is incentivised to provide the maximum transmission system availability as is possible having regard to the safe running of the system. The maximum availability of the system is defined in the Licence and is expressed in megawatt hours ("MWhr").

Under the terms of the TOCA with NGET, the Company provides a transmission service on the basis of a declared maximum capacity of the transmission system. The declared maximum capacity for the period 1 April 2016 to 31 March 2017 was 300 MW, (2016: 300 MW). The practical significance of the declared maximum capacity is that the maximum declared capacity of the transmission system determines the maximum MWhr availability of the transmission system for the purpose of comparing with the Company's actual transmission availability during any performance period – which in turn determines the Company's performance credits or penalties as described under "Regulated revenue and incentives" earlier in this Operating and Financial Review.

The Company has provided 99.29% transmission capacity based on the declared maximum capacity of the transmission system during the performance period April 2016 to March 2017, (2016: 85.26%) – see "Transmission System Availability" below.

The Company minimises the risk of unexpected outages (and incurring related performance penalties) or incurring unexpected repair costs by carrying out appropriate maintenance in accordance with good industry practice.

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Transmission system quality of supply

The STC sets out the minimum technical, design and operational and performance criteria that Offshore Transmission Owners must ensure that their transmission system can satisfy. For the Company's transmission system the most significant requirements are in respect of the reactive power capability, voltage control and the quality of the power (as measured by harmonic performance) deliverable at the connection point of the Company's transmission system with NGET's transmission system.

The Company has met its requirements to transmit electricity in accordance with the parameters agreed with NGET during the period under review.

Key performance indicators ("KPIs")

The Company has identified the following KPIs as being instrumental to the management of the transmission business. Such KPIs include financial and non-financial KPIs:

	Objective	Result
Financial KPI's		
Profit/(loss) before taxation	To increase ¹ (n/a in first financial period)	Achieved: Profit of £3,216k, (2016: loss of £141k)
Cash available for debt service: Net cash inflow from operating activities plus net cash inflow from investing activities	To increase ² (n/a in first financial period)	Achieved: 2017: £1,578k (2016: £1,547k)
Non- Financial KPI's		
Maximise transmission availability: Making the transmission system available to transmit electricity over the performance period April 2016 to March 2017	To exceed the Licence target availability 98%.	Achieved: 2017: 99.29% (2016: 85.26%)
Ensure that the quality of electricity at the export connection point is compliant with SQSS and the STC	To meet the standards set by the SQSS and the STC in relation to voltage control, reactive power and harmonic distortion.	Achieved: 2017: Compliant throughout the period. (2016: Achieved)
Health & Safety 1) Zero lost time accidents ("LTIs") for contractors; 2) Zero reportable environmental incidents; 3) Compliance with transferred obligations under GGOWL's Marine Management Organisation ("MMO") Licence.	To have zero health and safety accidents.	Achieved: 2017 no health and safety accidents and fully compliance with MMO licence. (2016: Achieved)

¹ Where appropriate adjustments will be made where events give rise to unusual patterns of income, expenditure and/or one-off events.

² After adjustment for the initial acquisition cost of the OFTO assets.

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The Company's operational performance

The Company's prime operational objectives are to maximise transmission system availability and to ensure that the quality of electricity at the onshore connection point is compliant with the SQSS and the STC having regard in all respects to the safety of employees, contractors and the general public.

In February 2014 the International Standards Organisation (ISO) published ISO 55000, this international standard has effectively overtaken and replaced PAS 55 as the Asset Management standard. Like all new standards there is a settling in period as industry seeks to understand the full implications of trying comply with the requirements of the standard, this has been the situation with ISO 55000. Some companies have moved to adopt ISO 55000 and some companies have kept with PAS 55. BBUS has sought to understand the essential requirements of ISO 55000 with a view to seeing how these can be applied to the OFTO environment, this has meant that the plans for adopting PAS 55 have been put on hold (possibly permanently). BBUS intended to evaluate the requirements of ISO 55000 during 2015 with a view to conducting a gap analysis in late 2015, unfortunately the impact of the faults that occurred in February 2015 and March 2016 has dominated the attention of the operational staff. The plan is to conduct a gap analysis during late 2017, from this BBUS will be better placed to identify what activities (if any) need to be amended / created in order to ensure compliance with the essential requirements of ISO 55000.

BBUS are continuing to undertake maintenance in accordance with manufacturer's recommendations for each type of asset. Maintenance activities have been successfully carried out in accordance with the Company's maintenance plans submitted to and approved by the Company. Two major outages are planned to take place, one on each of the offshore transformers, over the period May – August 2017. The reason for the outages is to allow TOWL to replace the transformer radiator fins in order to satisfy one of the requirements of the SPA that remain outstanding.

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Operating and financial review

Transmission system availability (continued)

		Performance Period	
		Apr 2016 to Mar 2017	Apr 2015 to Mar 2016
MW hours			
	Note		
Maximum system availability (MWhrs)	(a)	2,628,000	2,628,000
Actual system availability (MWhrs)		2,609,341	2,240,633
Actual system availability (%)		99.29%	85.3%
Regulatory target system availability		98%	98%
Availability credits/(penalties) (MWhrs)			
Opening availability credits / (penalties)		-	-
Net availability (penalties) /credits for the performance period		-	-
Net availability (penalties) / credits at 31 March 2017 (31 March 2016)	(b)	-	-

a) The maximum system availability of the Company's transmission system as declared to NGET during the performance period..

b) Net availability credits / (penalties) at 31 March 2016 represent no "banked" availability.

Quality of supply

The quality of supply constraints agreed with NGET (see "Transmission system quality of supply" above) requires the Company to transmit electricity within certain parameters in relation to: voltage control; reactive power; and harmonic distortion. A failure to meet these qualities of supply constraints could result in NGET requiring the Company's transmission system to be disconnected from NGET's electricity transmission system, resulting in loss of transmission availability and reduced incentive credits or performance penalties. The Company closely monitors compliance with these qualities of supply constraints and carries out appropriate maintenance activities consistent with good industry practice to allow the Company to meet these qualities of supply obligations.

During the financial period the Company has met its obligations to transmit electricity compliant with these operational obligations. The Company has continued to comply with these obligations through to the date of this report.

Thanet OFTO Limited

Operating and financial review

Health, safety, and environmental performance

The Board recognises that the nature of its business requires an exceptional focus on health, safety, and the environment. Safety is critical both to business performance and to the culture of the Company. The operation of the Company's assets gives rise to the potential risk that they could injure people and/or damage property if these risks are not properly controlled. Our objective is to eliminate or minimise those risks to achieve zero injuries or harm, and to safeguard members of the general public.

The Board is pleased to report that, during the period under review there were no health or safety incidents that required reporting under applicable legislation and that contractor "lost days" arising from safety incidents that required reporting under the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 1995 were zero.

The Company is committed to reducing the environmental impact of its operations to as low as practically possible. The Company will do so by reducing the effect its activities have on the environment by: respecting the environmental status and biodiversity of the area where the Company's assets are installed; considering whole life environmental costs and benefits in making business decisions; looking for ways to use resources more efficiently through good design, use of sustainable materials, responsibly refurbishing existing assets, and reducing and recycling waste; and continually improving management systems to prevent pollution and to reduce the risk of environmental incidents.

The Board is pleased to report that during the period under review there were no environmental incidents or matters that required reporting to any relevant competent authority and that it had complied with the Marine licence obligations transferred under the Sale and Purchase Agreement ("SPA") by TOWL when the transmission assets were acquired by the Company.

Stakeholder relationships

The potentially hazardous nature of Company's operations and the environmentally sensitive nature of the locations where its assets are located require the Company to engage and communicate with a wide audience of stakeholders and to establish good relationships with them. As well as industry participants and local and national government bodies this audience includes: Port Authorities; the emergency services; the maritime community; environmental agencies and organisations; landowners and the general public. Accordingly the Company has established a shareholder matrix and implemented a stakeholder engagement and communications plan. The Directors consider that stakeholder relationships are satisfactory.

Thanet OFTO Limited

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Principal risks and uncertainties

The Company recognises that effective risk management is fundamental to achieving its business objectives in order to meet its commitments in fulfilling the contract and in delivering a safe and efficient service. Risk management contributes to the success of the business by identifying opportunities and anticipating risks in order to enable the business to improve performance and fulfil its contractual obligations.

Financial risks

Credit and cash flow risks to the Company arise from its client, NGET. The credit and cash flow risks are not considered significant as the client as a quasi governmental organisation.

Contractual relationships

The Company operates within a contractual relationship with its principal customer, NGET. A significant impairment of this relationship could have a direct and detrimental effect on the Company's results and could ultimately result in termination of the concession. To manage this risk the Company has regular meetings with NGET.

Liquidity risk

The Company adopts a prudent approach to liquidity management by maintaining sufficient liquid resources to meet its obligations. Due to the nature of the project, cash flows are reasonably predictable and so this is not a major risk area for the Company.

Interest rate risk

The financial risk management objective of the Company is to ensure that financial risks are mitigated by the use of financial instruments where they cannot be addressed by means of contractual provisions. Financial instruments are not used for speculative purposes. Interest rate swaps are in place between 2015 and 2048 for notional principal amounts equating to the full value of the expected bank debt that is at a variable rate of interest to give an effective fixed interest rate payable on this debt.

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Operating and financial review

The Company's financial performance

Summary:

The financial performance of the Company for the period ended 31 March 2017, and its financial position as at 31 March 2017, was satisfactory and is summarised below. In this report all numbers have been rounded to the nearest £1,000 where each £1,000 is represented by the symbol £k.

The Company reports its results in accordance with International Financial Reporting Standards ("IFRS") as adopted by the EU.

	2017	2016
	£'000s	£'000s
Operating Profit/(loss)	(89)	(2,712)
Net finance income	3,305	2,571
Profit/(loss) before taxation	3,216	(141)
Taxation	(521)	15
Profit/(loss) after taxation	2,695	(126)
	2017	2016
	£'000s	£'000s
Net cash inflow from operating activities and other investing activities	10,778	8,348
Cash inflows to finance acquisition of the Transmission owner asset and initial working capital requirements	-	-
Cash flows relating to acquisition of Transmission owner asset	-	-
Net cash flows used in financing activities ¹	10,778	8,348

¹ Excluding all proceeds from funding activities.

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Operating and financial review

Operating and finance income

Revenue and finance income is derived from the Company's activities as a provider of transmission services. The vast majority of the Company's income is derived from NGET.

Finance income for the period amounted to £12,314k (2016: £11,680k), and represents the finance income that would have been generated from an efficient stand-alone "transmission owner". The finance income has been recorded in accordance with the principal accounting policies adopted by the Company. A discussion of the critical accounting policies adopted by the Company is shown in the accounting policies section of the financial statements commencing on page 35.

Revenue for the period amounted to £4,370k (2016: £4,357k), and primarily represents the operating income that would be generated by an efficient provider of operating services to NGET, our principal customer. Such services include those activities that result in the efficient and safe operation of the transmission assets, and are reflective of the costs incurred in providing those services, including the cost of insuring those assets on behalf of a stand-alone transmission owner. Revenue has been recorded in accordance with the principal accounting policies adopted by the Company.

Operating costs

Operating costs for the period amounted to £4,459k (2016: £7,069k).

Operating costs for 2016 included costs of £3,000k associated with the cable repairs. The most significant costs included within operating costs for 2017 were operations and maintenance £2,000k (2016:£2,191k); insurance £801k (2016: £587k) and professional service fees amounting to £602k (2016: £596k). The non-domestic rates associated with the transmission network were £497k (2016: £440k).

Operating (loss) / profit

Operating (loss) / profit being the residual of operating income and operating costs amounted to (£89k), (2016: (£2,712k)).

Other finance income

Other finance income of £21k, (2016: £42k) relates solely to interest earned on bank deposits.

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Finance costs

Finance costs amounted to £9,030k, (2016: £9,151k). Funding was required to acquire the transmission system (Transmission owner asset) from TOWL and the acquisition of the Transmission owner asset took place on 17 December 2014.

The vast majority of the finance costs relates to the interest cost of servicing senior debt holders £6,881k, (2016: £7,079k), short term debt holders £0k, (2015: £30k) and holders of subordinated debt £2,147, (2016: £2,038k). Interest expense and other financial costs arise from the cost of debt used to finance the acquisition of the Transmission owner asset.

Taxation

The net taxation on profit/(loss) before taxation for the period is £521k, (2016: -£15k) and relates solely to deferred taxation. There was no current taxation arising in the period (2016: £nil) as the Company incurred taxable losses. The taxation charge for the period has been computed at 20% (2016: 20%).

A taxation credit of £4,250k, (2016: £2,338k) has been recognised in other comprehensive income relating to pre-taxation losses arising on marking the Company's cash flow hedges to market at 31 March 2017.

The taxation credit relates solely to deferred taxation as the Company incurred taxable losses during the period. This taxation credit has been computed at 20% (2016: 20%).

Profit/(loss) after taxation

Profit/(loss) for the period after taxation amounted to £2,695k, (2016: -£126k).

Cash flows

Net cash flows generated by / (used in) operations amounted to £10,757k, (2016: £(8,272k)) primarily reflecting the amounts invoiced to and received from NGET in relation to the provision of transmission services from 1 April 2016 through to 31 March 2017 (2016: 1 April 2015 to 31 March 2016) net of cash outflows relating to operating activities incurred during the period of operation from 1 April 2016 through to 31 March 2017.

Net cash flows generated by / (used in) investing activities amounted to £21k, (2016: £1,581k).

Cash available for debt servicing defined as net cash flows from operations less (or add) net cash flows used in (or generated from) investing activities (after adjustment for the exclusion of the cost of acquiring the Transmission owner asset) and includes interest income received of £21k (2016: £42k) amounted to £10,778k (2016: £8,314k). Net cash (used in) / generated from financing activities amounted to (£13,332)k (2016: £(13,523)k).

Payments to service senior debt holders during the period amounted to £7,903k.

Payments to subordinated debt holders during the period amounted to £15k .

No corporation tax was paid in the period, due to they carry forward of tax losses.

A dividend of £262k (2015: £nil) was paid in the period.

Thanet OFTO Limited
Operating and financial review

Statement of Financial Position and consideration of financial management

Going concern

Having made enquiries, the Directors consider that the Company has adequate resources to continue in business for the foreseeable future, and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Company. More details of the Company's funding and liquidity position are provided under the headings "Current funding structure" and "Going concern, Liquidity and treasury management" below.

Statement of Financial Position

The Company's Statement of Financial Position at 31 March 2017 is summarised below:

	Assets	Liabilities	Net assets / (liabilities)
	£'000s	£'000s	£'000s
Non-current Transmission owner asset	174,645	-	174,645
Non-current deferred taxation	3,650	-	3,650
Current assets and liabilities less borrowings	18,368	(11,403)	6,965
Total before non-current liabilities	196,663	(11,403)	185,260
Non-current liabilities	-	(203,099)	(203,099)
Totals at 31 March 2017	196,663	(214,502)	(17,839)
Totals at 31 March 2016	196,332	(206,502)	(10,170)

Transmission owner asset and decommissioning

The Transmission owner asset is a financial asset and is carried at the costs incurred, and directly attributable to the acquisition of the Thanet offshore transmission system at the date of acquisition, plus finance income less receipts attributable to the carrying value of that asset. The net result being that the carrying value of the Transmission owner asset reflects the application of the effective interest rate method, and is determined in accordance with the principal accounting policies adopted by the Company. A discussion of the critical accounting policies adopted by the Company that give rise to this balance is shown in the accounting policies section of the financial statements commencing on page 36.

The Transmission owner asset was acquired on 17 December 2014 from Thanet Offshore Wind Limited. The total costs of acquisition of this asset amounted to £178,954. The latest estimate of the costs of decommissioning the Transmission owner asset at the end of its economic useful life in 2033 amount to £6,146k. These costs will be incurred from period 18 onwards.

Thanet OFTO Limited

Operating and financial review

Deferred taxation

The Company has recognised a deferred taxation asset/(liability) of £601k which reflects the recognition, in full, of the deferred taxation impact of all temporary differences arising in the period, including taxable losses. This is netted off against a deferred tax asset of £4,250k, (2016: £2,338k) relating to pre-taxation losses arising on marking the Company's cash flow hedges to market at 31 March 2017.

Net debt

Net debt is defined as all borrowings (senior and subordinated debt) plus the carrying value of all financial derivative contracts that are marked to market (UK Retail Price Index (RPI) related swaps and Interest Rate swaps) less cash and cash equivalents.

At 31 March 2017 net debt stood at £201,731k, (2016: £191,313k) and included £25,003k, (2016: £12,988k) relating to the carrying value of financial derivatives that were marked to market at that date.

A discussion of the capital structure and the use of financial derivatives is provided below.

Current funding structure

The Company is funded through a combination of senior debt, subordinated debt and equity in accordance with the Directors' objectives of establishing an appropriately funded business consistent with that of a prudent offshore electricity transmission operator, and the terms of all legal and regulatory obligations including those of the Licence and the Utilities Act 2000.

Senior debt is comprised of Senior Term Loan and Short Term Loan borrowed in equal amounts from five different lenders (Sumitomo Mitsui Banking Corporation (SMBC), Unicredit Bank AG, The Bank Of Tokyo-Mitsubishi UFJ Ltd., Norddeutsche Landesbank Girozentrale and Credit Agricole Corporate and Investment Bank) and bear interest at a margin over LIBOR. All senior debt is serviced on a six monthly basis, the Senior Term Loan is expected to amortise over the life of the project through to December 2033, the Short Term Loan was repaid in full during the period. The total carrying value of the Loans outstanding at 31 March 2017 amounted to £162,026k (2016: £166,358k).

The loans are secured by fixed and floating charges over the undertaking, property, assets and rights of the Company and have certain covenants attached.

The subordinated loan ranks behind the senior debt and is held by Thanet OFTO Intermediate Limited. The subordinated loan was issued on a commercially priced basis, and carries a fixed rate coupon. At 31 March 2017 the total principal carrying value of the subordinated loan outstanding amounted to £20,625k (2016: £23,355k).

Ordinary equity share capital amounted to £1 at 31 March 2017 (2016: £1).

Thanet OFTO Limited

Operating and financial review

Going concern, liquidity, and treasury management

As indicated previously, the Directors have confirmed that they have sufficient evidence to support their conclusion that the Company is a going concern, and has adequate resources in the foreseeable future to meet its on-going obligations, including the servicing of bond holders, as those obligations fall due. This conclusion is based on a number of factors which are summarised below.

The expected cash in-flows that are likely to accrue to the Company over the foreseeable future from its electricity transmission operations are highly predictable, and will not fall below a certain level as explained above under "Regulated revenue and incentives". In addition, NGET, as a condition of its regulatory ring-fence is required to use its reasonable endeavours to maintain an investment grade credit rating and, therefore, the likelihood of payment default by NGET considered to be very low. As at 31 March 2017 there were no sums outstanding from NGET and from 31 March to the date of this report all amounts due from NGET had been received on time.

The Company enjoys certain protections afforded under the Licence granted to the Company. In particular, provided that the Company can demonstrate that it has applied good industry practice in the management of the Company and its assets, then in the event that an unforeseeable incident results in the Company suffering a loss in excess of £1,000k (in so far as it relates to its activities under the Licence) it can apply to the Authority for an income adjusting event and seek to recover the lost amount.

The Company has also put in place prudent insurance arrangements primarily in relation to property damage such that it can make claims in the event that an insurable event takes place and thereby continue in business.

Having incurred two cable breaks during operations, one offshore and one onshore, the Company is determined they will remain a going concern into the foreseeable future for the following reasons:

- a) The Company is able to meet all debt repayments
- b) There is a 10% revenue cap meaning revenue streams will remain
- c) Insurance recovery and income adjusting claims are in progress
- d) Sufficient cash reserves

Thanet OFTO Limited

Operating and financial review

Going concern, liquidity, and treasury management (continued)

The licence protections together with the insurance arrangements reduce uncertainties and address certain risks regarding loss/destruction of assets that arise from remote and/or catastrophic events.

The Company has also entered into certain hedging and other contractual arrangements that have been put in place to achieve a high degree of certainty (and thereby reduce uncertainty) as to the likely cash out-flows that are expected to occur over the life of the project.

The hedging arrangements are explained in more detail below under "Hedging arrangements". In summary the RPI swaps have the impact of effectively converting a proportion of the RPI variable cash flows arising from the Company's transmission services activities into a known series of cash flows over the life of the project and the Interest Rate swaps are minimising the risk of changing LIBOR in connection with Senior debt interest payments.

Other contractual arrangements with third parties have been entered into that have a pricing mechanism that features linkages to RPI or other indices, which has the effect of reducing the uncertainty as to the quantum and frequency of cash outflows arising. As a consequence, it is the opinion of the Directors that the costs and related cash flows associated with these arrangements are more likely than not to vary in a similar manner with the principal cash inflows generated by the Company in relation to its transmission services that are not subject to the RPI swaps arrangements.

The Company also has access to a liquidity facility of £3,300k (2016: £3,300k) that the Company can access in the event that it has an insurable or income adjusting event.

Credit rating

It is a condition of the regulatory ring-fence around the Company that it uses reasonable endeavours to maintain an investment grade credit rating in respect of its senior debt. The rating agency carries out regular and periodic reviews of the rating. The Company has maintained an investment grade credit rating in respect of its senior debt consistent with its obligations under the licence.

During the rating agency's assessment of the Company's credit rating, amongst other matters, the rating agency will and has considered: actual and expected cash flows over the term of the project; the regulatory environment within which the Company operates; the nature of the principal contractual arrangements in place; the insurance arrangements; and the credit risk of all material counterparties in arriving at their assessment of the appropriate credit rating.

It is the Directors' assessment, that having regards to the principal risks and uncertainties regarding cash flows, the creditworthiness of counterparties, the regulatory environment, the insurance arrangements and other matters that are discussed in this Operating and financial review, that there are reasonable grounds to believe that the rating agency will continue to confirm that the Company's loans are investment grade status in the foreseeable future based on the information available to the Directors at the date of this annual report.

Thanet OFTO Limited

Operating and financial review

On-going funding requirements

The Company does not expect to have any significant funding requirements over the expected life of the project that will require additional external funding. Debt servicing and other obligations of the Company are expected to be met by the cash inflows generated by the Company. Consequently, based on the current capacity of the existing transmission system operated by the Company, there is minimal refinancing risk.

To the extent that a requirement for significant expenditure is required in the future as a result of additional capital works being required to provide incremental transmission capacity, there is a mechanism in the Company's transmission licence to allow the Company to increase its charges in respect of such expenditure. The Directors would expect that such additional expenditure would be capable of being funded based on the increased cash flows arising from such additional expenditure. No such additional expenditure is planned or expected in the foreseeable future.

Surplus funds

The Company invests surplus funds in term deposits with banks that have a short term senior debt rating of at least A-1 or better issued by Standard & Poor's, or P-1 or better issued by Moody's. At 31 March 2017, the Company had £nil (2016: £nil) on deposit of which £nil (2016: £nil) was held in bank accounts that restrict the use of the monies contained in those accounts for specific purposes. Cash and cash equivalents include amounts of £8,307k (2016: £8,606) that the Company can only use for special purposes and with the consent of the Company lenders. The Common Terms Agreement ("CTA") defines the requirements to transfer in and withdraw funds from these accounts. If the request is not defined in the CTA the consent of the Company's lenders is required prior to use, but is held for general corporate purposes. A description of the restrictions applied to certain deposits and other matters are referred to below under "Lending covenants and other restrictions".

The Company has some variability of cash flows in relation to the interest it earns on its investments, as typically these investments are held in deposits with a typical maturity of six months or less and earn variable rates of interest. However, in the context of the other cash flows generated by the Company these amounts are insignificant.

Thanet OFTO Limited

Operating and financial review

Hedging arrangements

General

It is the policy of the Board that the Company will only enter into derivative financial instruments for the purpose of hedging an economic risk. No derivative financial instruments will be entered into unless there is an underlying economic position to be hedged. No speculative positions are entered into.

Interest Rate swaps

The Company has entered into five arrangements with third parties for the purpose of minimising the risk of changing LIBOR regarding the Senior Term Loan interest payments with the final payment date expected on 16 December 2033. This arrangement meets the definition of a derivative financial instrument. The period covered by these arrangements closely matches the period over which the Company enjoys exclusive rights to operate the offshore transmission system under the Licence, and closely reflects the period over which the majority of cash flows from the project are expected to be generated.

RPI swaps

The Company has entered into four arrangements with third parties for the purpose of exchanging the majority (approximately 63.5%) of variable cash inflows arising from the electricity transmission service it provides to NGET in exchange for a pre-determined stream of cash inflows with the final payment date expected on 16 December 2033. This arrangement meets the definition of a derivative financial instrument. The period covered by these arrangements closely matches the period over which the Company enjoys exclusive rights to operate the offshore transmission system under the Licence, and closely reflects the period over which the majority of cash flows from the project are expected to be generated.

As previously described (see "Regulated revenue and incentives"), under the terms of the Licence, regulatory and other contractual agreements, the Company is permitted to charge its customer, NGET, an agreed amount for the transmission services it provides, the price of which is uplifted each period commencing 1 April by a sum equivalent to the average increase in RPI over the previous 12-month period measured from January to December. Where there is a reduction or no increase in RPI over the relevant period, then the charges remain unchanged from the previous period. These derivative arrangements ("RPI swaps") have the effect of exchanging the vast majority of variable cash inflows derived from the Company's transmission services (impacted by changes in actual RPI) in exchange for a known and predetermined stream of rising cash flows over the same period.

The Directors believe that the use of these Interest Rate and RPI swaps is consistent with the Company's risk management objective and strategy for undertaking the hedge. The majority of the Company's cash outflows relate to borrowings that effectively carry a fixed coupon so that both the resultant principal repayments and coupon payments are predetermined. The purpose of the RPI swap arrangements is to generate highly certain cash inflows (thereby reducing uncertainty) so that the Company can meet its obligations under the terms of the Company's borrowing arrangements and therefore reduce the risk of default. The Directors believe that RPI swaps have a highly effective hedging relationship with the forecast cash inflows that are considered to be highly probable, and as a consequence have concluded that these derivatives meets the definition of a cash flow hedge and have formally designated them as such.

The carrying value of the RPI swaps liability at 31 March 2017 was £(650)k (2016: £3,207k) and the Interest Rate swaps liability at 31 March 2017 was £16,636k (2016: £13,639k). A corresponding entry has been recorded in other comprehensive income.

Thanet OFTO Limited

Operating and financial review

Lending covenants and other restrictions

The Company is subject to certain covenants and conditions under lending agreements with the senior debt holders. The Company entered into the lending agreements to allow it to fund the acquisition of the Transmission owner asset. Under these lending agreements, a Security Trustee has been appointed to represent the senior debt holders and to monitor compliance by the Company with the conditions of the lending agreements it has entered into. In addition, a Technical Adviser and an Insurance Adviser have also been appointed under the terms of the lending agreements to support the Security Trustee in the discharge of their duties. The covenants and conditions of the lending agreements include (but are not limited to) the following:

- 1) The Company is required to operate on the basis of a financial plan while the lending agreements are in place (20 periods) which the Security Trustee has approved and subject to certain allowances; any deviation from that plan requires the approval of the Security Trustee. The financial plan is refreshed on a six monthly basis and revised on an annual basis as required;
- 2) The Company is required to deliver financial and other information at specified intervals (typically six monthly) to the Security Trustee;
- 3) The lending agreements specify the bank accounts that the Company is permitted to operate and in addition, restrict the way in which those accounts should be operated – this includes, in respect of certain accounts, requiring those accounts to be funded for specific purposes and only allowing access to those accounts for that specified purpose. With the exception of one bank account, all withdrawals from bank accounts require the consent of the Security Trustee;
- 4) The Company is required to maintain certain financial ratios (both historical and forward looking) in respect of debt service cover; loan life cover; and in respect of incremental investments it cannot exceed a specified gearing ratio;
- 5) The Company is restricted under the lending agreements as to its ability to invest its surplus funds such that it is only permitted to invest those surplus funds in investments with maturities that are allowed under the terms of those agreements. Typically this results in the Company investing in term deposits with maturities not exceeding six months;
- 6) The Company is required to maintain adequate insurances at all times;
- 7) The Company is required to meet all the conditions contained within the lending agreements before any servicing of the subordinated debt holders can take place or any distributions can be made to shareholders.

There is a risk that if the Company materially fails to comply with the terms of the lending agreements, or has failed to apply one of the specified remedies, the Company would be in default of the lending agreements. In these circumstances the amounts due under the lending agreements are immediately due and payable or are repayable on demand. The Company monitors and has put in place controls and procedures to ensure material compliance with the terms of the lending agreement at all times.

Since entering into the lending agreements the Company has met with all of the lending covenants and conditions and has continued to do so through to the date of this report.

Accounting policies

The financial statements present the results of the Company using the accounting policies outlined in the financial statements and are in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union. IFRS permits certain choices and the following material choices have been made as follows:

Thanet OFTO Limited

Operating and financial review

Presentation of financial statements

The Company uses the nature of expense method for the presentation of its Income Statement and presents its Statement of Financial Position showing net assets and total equity.

In the Income Statement the Company presents a sub-total of operating profit, being the total of operating income, finance income and operating costs.

Financial Instruments

The Company has elected to apply hedge accounting to its derivative financial instruments, where it is allowable under the relevant standards.

Critical accounting policies

The application of accounting principles requires the Directors of the Company to make estimates, judgements, and assumptions that are likely to affect the reported amounts of assets, liabilities, revenue, and expenses, and the disclosure of contingent assets and liabilities in the financial statements. Better information, or the impact of an actual outcome, may give rise to a change as compared with any estimates used, and consequently the actual results may differ significantly from those estimates. The impact of revised estimates, or the impact of actual outcomes, will be reflected in the period when the better information or actual outcome is known.

A discussion of critical accounting policies is contained within the accounting policies section of the financial statements together with a discussion of those policies that require particularly complex or subjective decisions or assessments. The accounting policies section of the financial statements commences on page 36.

Thanet OFTO Limited

Registered number: 07343534

Directors' Report

The Directors present their Report together with the audited financial statements for the year ended 31 March 2017.

The following information has been disclosed in the operating and financial report:

- Principal activities and business review
- Indication of likely future developments in the business
- Key performance indicators
- Principal risks and uncertainties
- The use of financial instruments

Returns and dividends

The Company recorded a profit for the year after taxation of £2,695k, (2016: loss of £126k).

A dividend was paid during the year of £262k (2016: £nil).

Share Capital

The issued share capital of the Company at 31 March 2017 was £1,000 consisting of 1,000 ordinary shares of £1 each.

Directors

The Directors serving throughout the year and subsequently (unless otherwise indicated) were:

R Collins
S L Jones
B R Walker
S Rooke

No Director has any interest in the issued share capital of the Company or the Company's parent undertaking.

Donations and research and development

No charitable or political donations were made during the year (2016: £nil) and expenditure on research and development activities was £nil (2016: £nil).

Financial instruments

Details on the use of financial instruments and financial risk management are included on pages 17 to 22 in the Operating and financial review.

Going concern

Having made enquiries, the Directors consider that the Company has adequate resources to continue in business for the foreseeable future, and that it is therefore appropriate to adopt the going concern basis in preparing the financial statements of the Company. More details of the Company's funding and liquidity position are provided in the Operating and financial review under the headings "Current funding structure" and "Going concern, liquidity and treasury management".

Thanet OFTO Limited

Registered number: 07343534

Directors' Report

The Company's strategy, long term business objectives and operating model

The Company's strategy, long term business objectives and operating model are set out in the Operating and financial review and includes an explanation of how the Company will generate value over the longer term.

Employee involvement

The Company does not have any employees, and does not expect to engage any employees in the foreseeable future – see "The Subsidiary's Operating Model" in the Operating and financial review on page 4.

Supplier payment policy

The Company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of and abide by the terms of the payment. Trade creditors of the Company at 31 March 2017 were equivalent to 120 (2016: 57) days' purchases, based on the average daily amount invoiced by suppliers during the year.

Company Information

Thanet OFTO Limited is incorporated in Great Britain, registered in England and Wales and domiciled in the United Kingdom.

Company Secretary and Registered Office

The Company Secretary is Nick Furnston. The registered address is 6th Floor, 350 Euston Road, Regent's Place, London, NW1 3AX.

Provision of Information to the Auditor

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


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

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

KPMG LLP have indicated their willingness to be appointed for the period and appropriate arrangements have been put in place for them to be deemed appointed as auditor in the absence of an Annual General Meeting.

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 27 July 2017 and signed by its order.


Simon Rooke
Director

Thanet OFTO Limited

Registered number: 07343534

Corporate governance statement

The Company is required by its Licence obligations to include within its financial statements a corporate governance statement which describes how the principles of good corporate governance have been applied and which has the same content as the statement a listed Company is required to prepare.

As a Subsidiary undertaking of Thanet OFTO Holdco Limited ("TOHL") the Company operates within the corporate governance framework of TOHL and its Subsidiary undertakings ("the Group"). Consequently, an understanding of the Group's governance framework is required to understand the Company's position within that framework.

Appointments to the Board of Directors of TOHL and its Subsidiary undertakings are governed by a shareholders' agreement ("the Agreement") between the two shareholders of TOHL that jointly control this Company through a common class of ordinary shares, Balfour Beatty OFTO Holdco Limited and Equitix Transmission 2 Limited. The Agreement requires that all Boards within the Group must comprise four Directors, with two Directors appointed by each shareholder. Consequent upon these arrangements between the shareholders, no Group Company has a nomination committee and the performance of the Boards is not evaluated.

The Agreement ensures that Boards are balanced, with no one shareholder having majority representation, and allows the Group to draw on the respective financial and operational expertise of each of its shareholders. Accordingly, the Directors have the relevant expertise and experience, drawn from their involvement in a wide range of infrastructure companies, to define and to develop the strategy of the Company so as to meet its objectives and to generate or preserve value over the longer term. The Directors regularly review the effectiveness of the Group's risk management and internal control framework and are satisfied that they are effective.

TOHL

Meetings of the Board of TOHL

TOHL is governed by a Board of four executive Directors. There are no non-executive or independent Directors. The TOHL Board does not have a separately appointed chairman. Meetings are chaired by a member of the TOHL Board and are convened as required, but usually not less than four times per annum. The TOHL Board is accountable to the shareholders of TOHL for the good conduct of the Company's affairs.

Thanet OFTO Limited

Registered number: 07343534

Corporate governance statement

Audit committee

The Company does not have an internal audit function or Audit Committee as the Directors have concluded that the cost of such a functions would be disproportionate to the benefits. Duties normally fulfilled by an Audit Committee are fulfilled by the board and include the following.

- a) monitoring the integrity of financial and financial regulatory reports issued by TOHL and its two Company undertakings with the objective of ensuring that these reports present a fair, clear, and balanced assessment of the position and prospects of the Company, as the case may be;
- b) reviewing the economy, efficiency and effectiveness of the Company's operations and internal controls, the reliability and integrity of information and accounting systems, and the implementation of established policies and procedures;
- c) reviewing and approving the internal control and risk management policies applicable to the Company;
- d) maintaining an appropriate relationship with the external auditor; and
- e) ensuring that audit objectivity and independence is maintained.

The Company

Board and management meetings

The Company is governed by a Board of four non-executive Directors, none of whom are independent. The Board does not have a separately appointed chairman. Meetings are chaired by a member of the Board and are convened as required, but usually not less than four times per annum. The Company Board is responsible for monitoring the effectiveness of the day-to-day operation and management of the Company's regulated transmission business.

The Company's operating model is to outsource all O&M activities and asset management capability. BBI provides certain financial and management services to the Company through a PSA. Additional technical, accounting and administration support is provided to the Company by BBI through the PSA.

Directors and their attendance at Company Board meetings

The Directors of the Company are as shown below. Board meetings were held on seven occasions during the year under review. Attendance by the Directors at Board meetings, expressed as a number of meetings attended out of a number eligible to attend are shown below.

Rebecca Collins	7 of 7
Sion Laurence Jones	7 of 7
Brian Roland Walker	4 of 7
Simon Rooke	6 of 7

Thanet OFTO Limited

Registered number: 07343534

Corporate governance statement

Compliance committee

The Company has a Compliance Committee. The Compliance Committee is a permanent internal body having an informative and consultative role to fulfil the compliance requirements of the Licence, without executive functions, with powers of information, assessment, and presentations to the Board. Following consultation with the Gas and Electricity Markets Authority, on 17 December 2015 the Board appointed Henderson Loggie as Compliance Officer. Henderson Loggie is not engaged in the management or operation of the Company's Licensed transmission business system, or the activities of any associated business. The Compliance Officer is required to report to the Compliance Committee and the Boards of the Company at least once annually.

The principal role of the Compliance Officer is to provide relevant advice and information to Directors of the Company, the compliance committee and consultants and other third parties providing services to the Company. The Compliance Officer is required to facilitate compliance with the Licence as regards the prohibition of cross subsidies; restriction of activities, and financial ring fencing; the conduct of the transmission business and restriction on the use of certain information. In addition, the Compliance Officer is required to monitor the effectiveness of the practices, procedures and systems adopted by the Company in accordance with the compliance statement required by amended standard condition E12 - C2 of the Licence (Separation and Independence of the Transmission Business).

Members of the Compliance Committee and their attendance, expressed as a number of meetings attended out of a number eligible to attend during the year under review was as follows:

Rebecca Collins	1 of 1
Simon Rooke	1 of 1

The compliance committee met in July 2017 to receive the compliance report for the year ended 31 March 2017 from the compliance officer and in turn produced a report approved by the Board.

Compliance statement

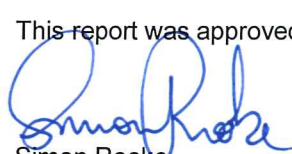
The Company has published a compliance statement and code of conduct "Separation and Independence of the Transmission Business Compliance Statement" (copy available from <http://thanetofto.co.uk>) at addresses how the Company has addressed its Licence obligations.

Health, Safety and Environment

The Board recognises that the nature of the Company's business requires an exceptional focus on health, safety and the environment (HSE). The OFTO General Manager provides the Board with a monthly report that shows HSE performance through the month and year to date. In addition, the monitoring of HSE issues relating to the OFTO has been kept under routine review as part of the monthly Economic Infrastructure Support Services meetings, chaired by Brian Walker, the OFTO's HSE Director.

The OFTO is also part of an HSE forum with some other OFTOs to provide a mechanism for sharing and learning. The HSE Forum meets quarterly.

This report was approved by the board on 21 July 2017 and signed by its order.


Simon Rooke
Director

Thanet OFTO Limited

Registered number: 07343534

Directors' Responsibilities Statement

The Directors are obliged by Standard Condition E2 of the Licensee's Transmission Licence to prepare regulatory accounts for each financial year which comply with the requirements set out in Standard Condition E2, as amended by consents received from Ofgem (the 'Requirements').

Under the Requirements, the Directors have responsibility for ensuring that:

- the Company and related undertakings keep accounting records and other records as are necessary so that the revenues, costs, assets, liabilities, reserves, and provisions that are reasonably attributable to the transmission business and are separately identifiable in the accounting records of the Licensee from those of any other business;

- the regulatory accounts are prepared on a consistent basis from such accounting records in respect of each financial year and, so far as reasonably practicable the regulatory accounts and information in respect of a financial year have the same content and format as the most recent statutory accounts of the Company and Licensee;

- the regulatory accounts include for the transmission business and in total, an Income Statement, a Statement of Comprehensive Income, a Statement of Financial Position, a Statement of Changes in Equity, a Statement of Cash Flows, including notes thereto and statement of accounting policies adopted;

- the regulatory accounts include, for the transmission business, a Corporate Governance Statement, a Directors' Report and an Operating and Financial Review; and

- the regulatory accounts show separately and in appropriate detail the amounts of any revenues, costs, assets, liabilities, reserves or provisions that have been charged from or to any other business of the ultimate controlling parties (other than the Company or Licensee), or that have been determined by apportionment or allocation, where they relate to goods or services received or supplied for the purposes of the transmission business.

In addition, in preparing the regulatory accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;

- make judgements and accounting estimates that are reasonable and prudent;

- state whether they have been prepared in accordance with IFRSs as adopted by the EU; and

- prepare the regulatory accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the regulatory accounts comply with Standard Condition E2 of the Electricity Transmission Licence as applicable. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Each of the Directors, whose names are listed in the Directors' report on page 24, confirms that, to the best of their knowledge:

- the regulatory accounts have been prepared in accordance with the Requirements and fairly present the assets, liabilities and financial position of the Company's electricity transmission business.

- the regulatory accounts are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable UK accounting standards.

Thanet OFTO Limited

Independent Auditor's report to the Director General, the Gas and Electricity Markets Authority ('the Regulator') and the directors of Thanet OFTO Limited

We have audited the Regulatory Accounts of Thanet OFTO Limited ('the Company') for the year ended 31 March 2017 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes to the Regulatory Accounts. The financial reporting framework that has been applied in their preparation is condition E2 of the Company's Regulatory Licence and the accounting policies set out in note 1.

This report is made, on terms that have been agreed, solely to the Company and the Regulator in order to meet the requirements of the Regulatory Licence. Our audit work has been undertaken so that we might state to the Company and the Regulator those matters that we have agreed to state to them in our report, in order (a) to assist the Company to meet its obligation under the Regulatory Licence to procure such a report and (b) to facilitate the carrying out by the Regulator of its regulatory functions, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Regulator, for our audit work, for this report or for the opinions we have formed.

Respective responsibilities of the Directors and Auditor

As explained more fully in the Directors' Responsibility Statement set out on page 29, the directors are responsible for the preparation of the Regulatory Accounts.

Our responsibility is to audit and express an opinion on the Regulatory Accounts in accordance with International Standards on Auditing (UK and Ireland), except as stated in the 'Scope of the audit of the Regulatory Accounts' section below and having regard to the guidance contained in ICAEW Technical Release TECH 02/16MF Reporting to regulators on regulatory accounts. Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the Regulatory Accounts

An audit involves obtaining evidence about the amounts and disclosures in the Regulatory Accounts sufficient to give reasonable assurance that the Regulatory Accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed and the reasonableness of significant accounting estimates made by the directors. In addition, we read all the financial and non-financial information in the Regulatory Report and Accounts to identify material inconsistencies with the audited Regulatory Accounts and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent misstatements or inconsistencies we consider the implications for our report.

We have not assessed whether the accounting policies are appropriate to the circumstances of the Company where these are laid down by condition E2 of the Company's Regulatory Licence. Where condition E2 of the Company's Regulatory Licence does not give specific guidance on the accounting policies to be followed, our audit includes an assessment of whether the accounting policies adopted in respect of the transactions and balances required to be included in the Regulatory Accounts are consistent with those used in the preparation of the statutory financial statements of the Company. Furthermore, as the nature, form and content of Regulatory Accounts are determined by the Regulator, we did not evaluate the overall adequacy of the presentation of the information, which would have been required if we were to express an audit opinion under International Standards on Auditing (UK and Ireland).

Opinion on Regulatory Accounts

In our opinion the Regulatory Accounts have been properly prepared in accordance with condition E2 of the Company's Regulatory Licence and the accounting policies set out in note 1.

Emphasis of matter - basis of preparation

Without modifying our opinion, we draw attention to the fact that the Regulatory Accounts have been prepared in accordance with conditions E2 of the Company's Regulatory Licence and the accounting policies set out in the statement of accounting policies. The nature, form and content of Regulatory Accounts are determined by the Regulator. It is not appropriate for us to assess whether the nature of the information being reported upon is suitable or appropriate for the Regulator's purposes. Accordingly we make no such assessment.

The Regulatory Accounts are separate from the statutory financial statements of the Company and have not been prepared under the basis of International Financial Reporting Standard as adopted by the European Union ('IFRS'). Financial information other than that prepared on the basis of IFRS does not necessarily represent a true and fair view of the financial performance or financial position of a Company as shown in statutory financial statements prepared in accordance with the Companies Act 2006.

Thanet OFTO Limited

Independent Auditor's report to the Director General, the Gas and Electricity Markets Authority ('the Regulator') and the directors of Thanet OFTO Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where under ISAs (UK and Ireland), we are required to report to you if, in our opinion, the information given in the Operating and financial review, the Directors' report and Corporate governance statement is:

- materially inconsistent with the information in the audited Regulatory Accounts; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Company acquired in the course of performing our audit; or
- otherwise misleading.

Other matters

Our opinion on the Regulatory Accounts is separate from our opinion on the statutory financial statements of the Company for the year ended 31 March 2017 on which we reported on 27 July 2017, which are prepared for a different purpose. Our audit report in relation to the statutory financial statements of the Company (our 'Statutory audit') was made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our Statutory audit work was undertaken so that we might state to the Company's members those matters we are required to state to them in a statutory audit report and for no other purpose. In these circumstances, to the fullest extent permitted by law, we do not accept or assume responsibility for any other purpose or to any other person to whom our Statutory audit report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Tom Eve (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London, E14 5GL

27 July 2017

Thanet OFTO Limited
Registered number:
Income Statement
for the year ended 31 March 2017

07331890

	Notes	2017 £'000s	2016 £'000s
Revenue	3	4,370	4,357
Other operating expenses	4	(4,459)	(7,069)
Operating loss		<u>(89)</u>	<u>(2,712)</u>
Financial Income	5	12,335	11,680
Financial expenses	5	(9,030)	(9,151)
Profit/(loss) before taxation		<u>3,216</u>	<u>(141)</u>
Taxation	6	(521)	15
Profit/(loss) attributable to equity shareholders		<u><u>2,695</u></u>	<u><u>(126)</u></u>

The notes on pages 37 to 64 form part of these financial statements.

The results reported above relate to continuing operations.

Thanet OFTO Limited
Registered number:
Statement of comprehensive income
for the year ended 31 March 2017

07343534

	Notes	2017 £'000s	2016 £'000s
Profit/(loss) for the financial year		2,695	(126)
Items that are or may be reclassified subsequently to profit or loss:			
Effective portion of changes in FV of cash flow hedges	12	(12,015)	498
Deferred taxation arising on cash flow hedges	6	1,913	(359)
Total other comprehensive profit/(loss)		<u>(10,102)</u>	<u>139</u>
Total comprehensive profit/(loss) for the year attributable to equity shareholders		<u><u>(7,407)</u></u>	<u><u>13</u></u>

Thanet OFTO Limited
Registered number:
Statement of Financial Position
as at 31 March 2017

07343534

	Notes	2017 £'000s	2016 £'000s
Non-current assets			
Transmission owner asset	7	174,645	177,137
Deferred taxation asset	8	3,650	2,258
Total non-current assets		178,295	179,395
Current assets			
Prepayments		5,335	4,339
Transmission owner asset	7	4,461	1,210
Cash and cash equivalents	9	8,572	11,388
Total Current Assets		18,368	16,937
Total Assets		196,663	196,332
Current Liabilities			
Borrowings	10	(7,204)	(6,640)
Trade and other payables	11	(4,199)	(3,801)
Total current liabilities		(11,403)	(10,441)
Non-current liabilities			
Borrowings	10	(178,096)	(183,073)
Derivative financial liabilities	12	(25,003)	(12,988)
Total non-current liabilities		(203,099)	(196,061)
Total Liabilities		(214,502)	(206,502)
Net Liabilities		(17,839)	(10,170)
Equity			
Called up share capital	13	-	-
Cash flow hedge reserve		(20,751)	(10,649)
Retained earnings		2,912	479
Total equity		(17,839)	(10,170)

These financial statements, comprising the Income Statement, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Cash flow Statement, accounting policies, and notes to the financial statements, on pages 37 to 64 were approved by the Board of Directors on 27 July 2017 and were signed on its behalf by:

Simon Rooke
 Director

Approved by the board on 27 July 2017

Thanet OFTO Limited
Registered number:
Statement of Changes in Equity
for the year ended 31 March 2017

07343534

	Share capital	Cash flow Hedge Reserve	Retained Earnings	Total Equity
	000's	£'000s	£'000s	£'000s
At 1 April 2015	1	(10,789)	605	(10,183)
Profit or loss	-	-	(126)	(126)
Cash flow hedge movements in the year	-	498	-	498
Deferred taxation on cashflow hedge movements in the year	-	(359)	-	(359)
Total comprehensive income (loss)	-	139	(126)	13
At 31 March 2016	1	(10,650)	479	(10,170)
At 1 April 2016	1	(10,650)	479	(10,170)
Profit or loss	-	-	2,695	2,695
Cash flow hedge movements in the year	-	(12,015)	-	(12,015)
Deferred taxation on cashflow hedge movements in the year	-	1,913	-	1,913
Total comprehensive income (loss)	-	(10,102)	2,695	(7,407)
Dividends	-	-	(262)	(262)
At 31 March 2017	1	(20,752)	2,912	(17,839)
Notes	13			

	Share capital	Cash flow Hedge Reserve	Retained Earnings	Total Equity
	000's	£'000s	£'000s	£'000s
COMPANY				
At 1 April 2015	-	-	-	-
Issue of ordinary shares	1	-	-	1
Total comprehensive loss	-	-	-	-
At 31 March 2016	1	-	-	1
At 1 April 2016	1	-	-	1
Profit for the year	-	-	262	262
Dividends	-	-	(262)	(262)
At 31 March 2017	1	-	-	1
Notes	13			

A dividend was paid during the year of £262k (2016: £nil)

Thanet OFTO Limited

**Statement of cash flows
for the year ended 31 March 2017**

	Notes	2017 £'000s	2016 £'000s
Cash flows from operating activities			
Profit/(loss) for the period		2,695	(126)
Adjustments for:			
Taxation		521	(15)
Financial income		(12,335)	(11,722)
Financial expense		9,030	9,151
		<u>(89)</u>	<u>(2,712)</u>
Income recognised in respect of financial asset		11,444	13,209
Increase in trade and other receivables		(996)	(3,006)
Increase in trade and other payables		398	781
		<u>10,846</u>	<u>10,984</u>
Net cash flows generated by operating activities		10,757	8,272
Cash flows from investing activities			
Acquisition of transmission owner asset including day one transaction costs		-	34
Interest received		21	42
Net cash flow used in investing activities		21	76
Cash flows from financing activities			
Equity dividends paid		(262)	-
Interest Paid		(9,200)	(6,767)
Repayment of senior debt		(4,132)	(6,756)
Net cash outflow from investing activities		(13,594)	(13,523)
Net decrease in cash flow		(2,816)	(5,175)
Cash as at 1 April		11,388	16,563
Cash as at 31 March		<u>8,572</u>	<u>11,388</u>

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

1 Summary of significant accounting policies

A Basis of preparation

These financial statements have been prepared in accordance with standard condition E2 of the licence and IFRS as issued by the IASB and as adopted by the European Union. They are prepared on the basis of all IFRS accounting standards and interpretations that are mandatory for the year ended 31 March 2017, and in accordance with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared on an historical cost basis except for the revaluation of derivative financial instruments. The financial statements are presented in pounds sterling, which is the functional currency of the Company and are rounded to the nearest £1,000.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates, as referred in section I, Critical accounting judgements, key assumptions and sources of estimation uncertainty on page 12.

B Going Concern

The current economic conditions create some general uncertainty. The Directors have reviewed the Company's supply chain and do not believe that any specific risk has been identified. The Directors have also considered the ability of the Authorities to continue to pay unitary fees due under the concession contract to the Company's Company and do not consider this to be a material risk. The Company's forecasts and projections, taking account of reasonably possible counterparty performance, show the Company expects to be able to continue to operate for the full term of the concession. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The Company is in a net liabilities position as at 31 March 2017 due to the fair value of the interest rate swaps. The directors have reviewed the Company's forecasts and projections, taking into account future cash requirements and forecast receipts, which show that the Company can continue to meet its debts as they fall due.

C Transmission availability arrangements

The Company owns and operates an electricity transmission network that is principally offshore based. This network electrically connects a wind farm generator to the onshore electricity transmission operator (NGET). The ownership of this transmission network is subject to regulatory and contractual arrangements that permit it to charge for making its transmission network available ("transmission availability charges") to the wind farm generator thereby allowing the wind farm generator to transmit its electricity.

The characteristics of the regulatory, legal and contractual arrangements that give rise to the transmission availability charges referred to above are consistent with the principles contained within IFRIC 12, an interpretation issued by the IFRS Interpretations Committee. Consequently, the accounting for charges made by the Company for transmission network availability is consistent with that interpretation.

The major characteristics that result in the application of IFRIC 12 include the following:

- the regulatory arrangements determine the price charged by the Company for its transmission availability services; and
- the regulator has granted a licence to operate the transmission system for an exclusive period of around 20 years and retains the rights to grant a transmission licence to a future operator.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

C Transmission availability arrangements (continued)

A Transmission owner asset has been recognised at cost in accordance with the principles of IFRIC 12. The Transmission owner asset includes: the cost of acquiring the Transmission network asset from the constructor of the network; and those costs incurred that are directly attributable to the acquisition of the transmission network. Decommissioning costs will be a service provided at the end of the contract under the terms of the contract and were factored into the pricing of the contract, as such they have been treated as a revenue generating activity under IFRIC 12 and costs will therefore be recognised as incurred, as opposed to being under the scope of IAS 37. The Transmission Owner asset has been classified as a financial asset and is accounted for as described below – see E – Financial Instruments.

In accordance with IFRIC 12, transmission availability charges are recognised in the financial statements in three ways:

- as an adjustment to the carrying value of the Transmission owner asset – see D. Financial Instruments below;
- as finance income - see H. Operating and finance income below;
- as operating income - see H. Operating and finance income below.

Transmission availability payments are recognised at the time the transmission service is provided.

The value of amounts invoiced for transmission availability services in any one year is determined by a regulatory agreement that allows the transmission system operator to invoice an amount primarily relating to the expected availability of the transmission system during that year, together with the recovery of certain costs. Where the level of availability of the transmission system or the costs that are permitted to be recovered is different to that expected this might result in an adjustment to charges in a subsequent accounting period. Such potential adjustments to future charges are not recognised in the financial statements as assets or liabilities, until as such time as prices are changed to reflect these adjustments and, consequently, there is no impact on the Income Statement until such time as prices are changed.

D Financial instruments

Financial assets, liabilities, and equity instruments are classified according to the substance of the contractual arrangements entered into, and recognised on the trade date.

Trade and loan receivables, including time deposits and demand deposits, are initially recognised at fair value and subsequently measured at amortised cost, less any appropriate allowances for estimated irrecoverable amounts. A provision is established for irrecoverable amounts when there is objective evidence that amounts due under the original payment terms will not be collected. Indications that the trade or loan receivable may become irrecoverable would include financial difficulties of the debtor, likelihood of the debtor's insolvency, and default or significant failure of payment.

Trade payables are initially recognised at fair value and subsequently measured at amortised cost.

The Transmission owner asset is classified as a financial instrument and is carried at amortised cost using the effective interest rate method reflecting adjustments to its carrying value as referenced above – see B. Transmission availability arrangements. The annual revenue is agreed upfront with the client including the RPI uplift per the licence. The maximum credits available are 5% and penalties available are 10% of base revenue for that year which is shared. Due to the nature of the contractual arrangements the projected cash flows can be estimated with a high degree of certainty. Finance income relating to the Transmission owner asset is recognised in the Income Statement as a separate line item – "Finance income", see G. Operating and finance income below.

Borrowings, which include fixed interest-bearing debt, are recorded at their carrying value which reflects the proceeds received, net of direct issue costs. Derivative financial instruments are recorded at fair value, and where the fair value of a derivative is positive, it is carried as a derivative asset and, where negative, as a derivative liability. Gains and losses arising from the changes in fair value are included in other comprehensive income in the period they arise.

No adjustment is made with respect to derivative clauses embedded in financial instruments or other contracts that are closely related to those instruments or contracts.

There are no embedded derivatives in host contracts that are not considered to be closely related; consequently, no embedded derivatives are separately accounted for as derivative financial instruments.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

E Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash receipts arising from its activities as a provider of transmission availability services (RPI swaps) and to minimise the risk of changing LIBOR in connection with the Senior Term loan interest payments (Interest Rate swaps). The Company has designated that this arrangement is a hedge of another (non-derivative) financial instrument, to mitigate the impact of potential volatility on the Company's net cash flows.

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement.

Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in equity and any ineffective portion is recognised immediately in the Income Statement. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Income Statement in the same period in which the hedged item affects net profit or loss.

F Impairment of assets

Impairments of assets are calculated as the difference between the carrying value of the asset and its recoverable amount, if lower. Where such an asset does not generate cash flows that are independent from other assets, the recoverable amount of the cash-generating unit to which that asset belongs is estimated. Recoverable amount is defined as the higher of fair value less costs to sell and estimated value in use at the date the impairment review is undertaken. Value in use represents the present value of expected future cash flows, discounted using a pre-tax discount rate that reflects current market assessments of the time, value of money, and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. Tests for impairment are carried out only if there is some indication that the carrying value of the assets may have been impaired. Impairments are recognised in the Income Statement and, where material, are disclosed separately.

G Income taxation

Income taxation comprises current and deferred taxation. Income taxation is recognised where a taxation asset or liability arises that is permitted to be recognised under generally accepted accounting principles. All identifiable taxation assets or liabilities are recognised in the Income Statement except to the extent that the taxation arising relates to other items recognised directly in equity, in which case such taxation assets or liabilities are recognised in equity.

Taxation

Corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Statement of Financial Position date.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

G *Income taxation (continued)*

Deferred Taxation

Deferred taxation is provided using the Statement of Financial Position liability method, and is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements, and the corresponding tax bases used in the computation of taxable profit.

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

Deferred taxation is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on the tax rates (and tax laws) that have been enacted, or substantively enacted, by the Statement of Financial Position date.

Unrecognised deferred taxation assets are reassessed at each Statement of Financial Position date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred taxation asset to be recovered.

H *Operating and finance income*

General

As indicated above, see B. Transmission availability arrangements, amounts invoiced in respect of transmission availability charges, net of value added tax, are attributed to operating income, finance income or as an adjustment to the carrying value of the Transmission owner asset in the manner described below. Finance and operating income reflect the principal revenue generating activity of the Company, that being revenue associated with the provision of transmission availability services and consequently, are presented as separate line items within the Income Statement before other costs and net interest costs.

Operating income

Operating income represents the income derived from the provision of operating services. Such services include those activities that result in the efficient and safe operation of the Company's transmission assets, and are reflective of the costs incurred in providing those services, including the cost of insuring the transmission assets on behalf of a stand-alone transmission owner. An estimate has been made as to the appropriate revenue that should be attributable to a stand-alone operator with responsibility for operations, maintenance and insurance.

Finance income

Finance income arising from the provision of transmission availability services represents the return that an efficient stand-alone "transmission owner" would expect to generate from the holding of the Transmission owner asset and an estimate has been made as to the appropriate return that such an owner would generate having regard to the risks associated with those arrangements. The return that is generated on this asset is allocated to each period using the effective interest rate method.

I *Cash and cash equivalents*

Cash and cash equivalents include cash held at bank and in hand, together with short-term highly liquid investments with an original maturity of less than six months that are readily convertible to known amounts of cash, and subject to an insignificant change in value.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

J Critical accounting judgements, key assumptions and sources of estimation uncertainty

The preparation of financial statements requires management to make accounting judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Assumptions and estimates are reviewed on an on-going basis and any revisions to them are recognised in the period the revision occurs. The following is a summary of the critical accounting policies adopted by the Company together with information about the key judgements, estimations and assumptions that have been applied.

i) Transmission availability arrangements – income and related asset recognition

The Directors after due enquiry have identified that the characteristics of the regulatory, legal and contractual arrangements that give rise to transmission availability charges are consistent with the principles contained within IFRIC 12. Consequently, the accounting for charges made by the Company for transmission network availability is consistent with that interpretation.

As a consequence of this decision, the following outcomes follow:

- a. A Transmission owner asset has been recognised at cost in accordance with the principles of IFRIC 12; and
- b. In accordance with IFRIC 12, transmission availability charges are recognised in the financial statements in three ways: as finance income, as operating income and as an adjustment to the carrying value of the Transmission owner asset.

An alternative accounting analysis could result in a significantly different accounting outcome which would affect the amounts and classification of asset and liabilities in the Statement of Financial Position and alter the income recognition and presentation of amounts included within the Income Statement.

The Company has determined that the Transmission owner asset will be recovered over a period of 20 years from the date of Licence grant (17 December 2014) – being the principal period over which the Company is permitted to levy charges for transmission availability. This assumption has the effect of determining the amount of finance income and carrying value of the Transmission owner asset that is recognised in any one year over the life of the project.

ii) Operating and finance income

Operating income

Operating income represents the income derived from the provision of operating services to our principal customer, NGET. Such services include those activities that result in the efficient and safe operation of those assets and are reflective of the costs incurred in providing those services, including the cost of insuring those assets on behalf of a stand-alone transmission owner. Estimates and judgements have been made by management to estimate the appropriate amount of revenue that would be attributable to this income classification as if this service were provided by an independent stand-alone operator with responsibility for operations, maintenance and insurance. To the extent that an alternative judgement or estimate was made as to the reasonable level of revenue attributable to such an operator, then in the case of the Company, the level of income attributed to finance income (see below) would be amended.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

J Critical accounting judgements, key assumptions and sources of estimation uncertainty (continued)
ii) Operating and finance income (continued)

Finance income

Finance income arising from the provision of transmission availability services represents an estimate of the return that an efficient stand-alone and independent "transmission owner" would expect to generate from the holding of the Transmission owner asset. Estimates and judgements have been exercised by management to determine an appropriate return to the owner of such an asset having regard to the risks associated with those arrangements. To the extent that an alternative judgement or estimate was made as to the reasonable level of return attributable to such a transmission asset owner, then in the case of the Company, the level of income attributed to operating income (see above) would be amended.

iii) Hedge accounting and consideration of the fair value of derivative financial instruments

The Company uses derivative financial instruments to hedge certain economic exposures in relation to movements in RPI and LIBOR as compared with the position that was expected at the date the underlying transaction being hedged was entered into. The Company fair values its derivative financial instruments and records the fair value of those instruments on its Statement of Financial Position.

Movements in the fair values of the Company's derivative financial instruments may be accounted for using hedge accounting where the requirements of hedge accounting are met under IFRS including the creation of compliant documentation and meeting the effectiveness testing requirements. If a hedge does not meet the criteria for hedge accounting, or where there is some degree of ineffectiveness, then the change in fair value in relation to these items will be recorded in the Income Statement. Otherwise, in respect of the Company's derivative financial instruments, these changes in fair value are recognised in other comprehensive income.

The Company's derivative financial instruments currently meet the stringent hedge accounting criteria under IFRS and all movements in fair value of these instruments have been recognised in other comprehensive income. If these hedging criteria had not have been met these movements would have been recognised in the Income Statement. As referred to above, the Company carries its derivative financial instruments in its Statement of Financial Position at fair value. No market prices are available for these instruments and consequently the fair values are derived using financial models developed by a third party that is independent of the Company, but use observable market data in respect of RPI and interest rates as an input to valuing those derivative financial instruments.

iv) Income taxation

Current taxation

The taxation charge or credit arising on profit before taxation and in respect of gains or losses recognised through other comprehensive income reflect the tax rates in effect or substantively enacted at the Statement of Financial Position date as appropriate. The determination of appropriate provisions for taxation requires the Directors to take into account anticipated decisions of HM Revenue and Customs which inevitably requires the Directors to use judgements as to the appropriate estimate of taxation provisions.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

J Critical accounting judgements, key assumptions and sources of estimation uncertainty (continued)
iv) Income taxation (continued)

Deferred taxation

Deferred taxation is provided using the Statement of Financial Position liability method and is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding taxation bases used in the computation of taxable profit.

Judgements are required to be made as to the calculation and identification of temporary differences and in the case of the recognition of deferred taxation assets, the Directors have to form an opinion as to whether it is probable that the deferred taxation asset recognised is recoverable against future taxable profits arising. This exercise of judgement requires the Directors to consider forecast information over a long time horizon having regard to the risks that the forecasts may not be achieved and then form a reasonable opinion as to the recoverability of the deferred taxation asset.

K Accounting developments

i) Accounting standards as applied to these financial statements

In preparing the financial statements the Company has complied with IFRS, International Accounting Standards (IAS) and interpretations applicable for 2015/16. Interpretations and amendments have been adopted by the Company in the current period:

- Improvements to IFRSs (2010-2012)
- Improvements to IFRSs (2011 - 2013)

The above new and amended standards do not have a material quantitative effect on the Company.

At the date of authorisation of these financial statements, The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective and in some cases had not yet been adopted by the EU:

- IFRS 9 Financial Instruments;
- IFRS 14 Regulatory Deferral Accounts;
- IFRS 15 Revenue from Contracts with Customers.
- IFRS 16 Leases

Amendments to the following standards

- IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its associate or Joint Venture
- IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exemption;
- IFRS 11: Accounting for Acquisitions of Interests in Joint Operations;
- IAS 1: Disclosure Initiative;
- IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation;
- IAS 16 and IAS 41: Agricultural: Bearer Plants;
- IAS 27: Equity Method in Separate Financial Statements.

With the exception of the items disclosed below, the above standards and interpretations are either not relevant to the Company's current activities or are not expected to have any significant impact on the measurement of assets or liabilities or disclosures in the financial statements. Those standards and interpretations that are expected to impact on the financial statements, either by way of measurement or disclosure, are as follows:

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

K Accounting developments (continued)

IFRS 9, 'Financial instruments' – classification and measurement'

IFRS 9 is currently expected to be effective with effect from the financial year commencing 1 April 2018, although the effective date for adoption may change as a result of an on-going consultation process. The Company does not expect that the adoption of IFRS 9 will lead to any material measurement changes as compared with the policies currently adopted by the Company. However, it is expected that IFRS 9 will require additional and different disclosures to those currently provided.

2 Operating segment

The Board of Directors is the Company's chief operating decision-making body. The Board of Directors has determined that there is only one operating segment - electricity transmission. The Board of Directors evaluates the performance of this segment on the basis of profit before and after taxation, and cash available for debt service (net cash inflows from operating activities less net cash flow used in investing activities¹). The Company and segmental results, Statement of Financial Position and relevant cash flows can be seen in the Income Statement, the Statement of Financial Position and cash flow statement on pages 32, 34 and 55 respectively. Additional notes relating to the Company and segment are shown in the notes to the financial statements on pages 37 to 64.

The electricity transmission operation of the Company comprises the transmission of electricity from a wind farm located approximately seven nautical miles from North Foreland Point on the Kent coast and then connecting directly into the national grid at the Richborough 132kV substation near Sandwich.

All of the Company's sales and operations take place in the UK and its territorial waters.

All of the assets and liabilities of the Company arise from the activities of the segment.

¹ After adjustment for the initial cash acquisition cost of the Transmission owner asset (excluding bid costs) of £163,525k in 2015.

3 Revenue

Revenue of £4,370k, (2016: £4,357k) relates primarily to the Company's activity as a provider of electricity transmission services to the Company's principal customer - NGET. The vast majority of the Company's income is derived from NGET.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

4 Other operating expenses	2017	2016
	£'000s	£'000s
Operations and maintenance	2,161	2,191
Insurance costs	761	587
Cable repair costs	50	3,000
Non-domestic rates	497	440
Professional services fees	685	596
Auditor's remuneration	30	29
Other professional services	203	109
Other	72	117
Total	<u>4,459</u>	<u>7,069</u>
Auditor remuneration comprises:		
Auditor remuneration (1)	16	15
Audit-related assurance services (2)	14	14
Total	<u>30</u>	<u>29</u>

1. These represent fees payable for services in relation to engagements which are required to be carried out by the auditor. In particular this includes fees for audit reports on regulatory returns.

2. These represent fees payable for services in relation to engagements to be performed as per the Licence.

Fees payable for the audit of these Financial Statements were £14,422 to KPMG LLP. Fees payable to the Company's auditor in respect of services in relation to engagements performed as per the License were £14,000 to KPMG LLP (2015: £14k payable to Deloitte LLP).

The Directors received no salary, fees or other benefits in the performance of their duties during the current or preceding year. The Company had no employees in the current or preceding year. All costs of the Directors and other staff are borne by the shareholders who second their employees to the Company.

5 Finance Income (Net)

Net interest income and expense is as tabulated below:

	2017	2016
	£'000s	£'000s
Interest income		
Interest on bank accounts and deposits	21	42
Financial income	<u>12,314</u>	<u>11,680</u>
	12,335	11,722
Interest expense and other financial costs		
Interest on senior debt	(6,881)	(7,109)
Interest on subordinated debt	(2,147)	(2,038)
Other financial costs	(2)	(4)
	<u>(9,030)</u>	<u>(9,151)</u>
	<u>3,305</u>	<u>2,571</u>

Thanet OFTO Limited
Notes to the regulatory financial statements
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6 Taxation

a) Taxation on items included in the Income Statement

The net taxation for the year is £522k (2016: £15k), and the composition of that credit is shown in the table below.

The taxation credit on current year profits arising in the year represents deferred taxation, and has been computed at 20% (2016: 20%) and adjusted to re-measure at 17% (2016: 18%). There is no current taxation included in the Income Statement (2016: nil).

The taxation credit for the year differs from the standard rate of corporation tax in the UK of 20% (2016: 20%) for the reasons outlined below:

	2017	2016
	£'000s	£'000s
Profit/(loss) before taxation	3,216	(141)
Taxation at 20% (2016: 20%) on profit/(loss) before taxation	643	(28)
Effects of:		
partial exemption of financial asset revenue	(5)	23
adjustments in respect of prior periods	(16)	-
effect of change of tax rate	(101)	(10)
Total tax charge	<u>521</u>	<u>(15)</u>

b) Taxation on items included in other comprehensive income

The net taxation credit on items included in other comprehensive income for the year is £1,913k (2016: £359k credit) and comprises a credit on items arising in the current year of £513k computed at 18% (2016: 18%) on losses of £12,015k (2016: £498k gain) and a charge relating to the effect of rate change of £130k. The taxation credit on items arising in the current year represents deferred taxation. There is no current taxation included in other comprehensive income (2016: £nil).

Thanet OFTO Limited
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for the year ended 31 March 2017

7 Transmission owner asset

The movement in the carrying value of the transmission owner asset is shown in the table below:

	2017	2016
	£'000s	£'000s
Opening Balance	178,347	179,909
Additions	-	-
Income recognised in the income statement:		
Interest income	12,314	11,680
Other Movements		
Cash expenditure	4,077	3,765
Cash received	(15,632)	(17,007)
Closing Balance	<u><u>179,106</u></u>	<u><u>178,347</u></u>
Comprising:		
Amounts falling due within one year	4,461	1,210
Amounts falling due after more than one year	174,645	177,137
	<u><u>179,106</u></u>	<u><u>178,347</u></u>

The Transmission owner asset is carried at amortised cost. The estimated fair value of the Transmission owner asset at 31 March 2017 was £231,218k (2016: £240,933k). The basis for estimating the fair value of the Transmission owner asset was to estimate the net cash flows arising over the estimated economic life of the project, and to discount those expected net cash flows at a discount rate of 3.64% per year, (2016: 4.03% per year).

Thanet OFTO Limited
Notes to the regulatory financial statements
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8 Deferred taxation asset

The net deferred taxation asset recognised in the Statement of Financial Position arises as follows:

	Fair value losses on derivatives £'000s	Accelerated capital allowances £'000s	Tax losses £'000s	Total £'000s
At 1 April 2016	2,338	(5,892)	5,812	2,258
Additions	2,264	(2,823)	2,306	1,747
Effect of change in tax rate	(351)	(327)	323	(355)
At 31 March 2017	<u>4,251</u>	<u>(9,042)</u>	<u>8,441</u>	<u>3,650</u>

The deferred tax asset is expected to be recoverable over the asset's life and utilised on future taxable profits.

The fair value losses on derivatives are recognised in the statement of comprehensive income. Accelerated capital allowances and tax losses are recognised in the income statement.

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

9 Cash and cash equivalents

Cash and cash equivalents comprise short term deposits of £nil (2016: £nil). Short-term deposits are made for various periods of between one day and six months, depending on immediate cash requirements, and earn interest at the respective short-term deposit rates.

Cash and cash equivalents include amounts of £8,572k (2016: £8,505k) that the Company can only use for specific purposes and with the consent of the Company's lenders. Of the remaining cash and cash equivalents £nil (2016: £2,883k) require the consent of the Company's lenders prior to use, but are held for general corporate purposes.

The estimated fair value of cash and cash equivalents approximates to its carrying value.

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10 Borrowings

The following table analyses borrowings:

	2017	2016
	£'000s	£'000s
Current		
Loans	4,555	4,132
Loan interest	528	(206)
Subordinated debt interest	2,121	2,714
	<u>7,204</u>	<u>6,640</u>
Non-current		
Loans	160,886	165,441
Less Arrangement Fees	(3,415)	(3,009)
Subordinated debt loans	20,625	20,641
	<u>178,096</u>	<u>183,073</u>
Total borrowings	<u><u>185,300</u></u>	<u><u>189,713</u></u>

	2017	2016
	£'000s	£'000s
Total borrowings are repayable as follows:		
In one year or less	7,204	6,640
In more than one year, but not more than two years	4,978	4,555
In more than two years, but not more than three years	5,774	4,978
In more than three years, but not more than four years	7,010	5,774
In more than four years, but not more than five years	7,498	7,010
In more than five years other than by instalments	156,251	163,765
Less Arrangement Fees	(3,415)	(3,009)
	<u>185,300</u>	<u>189,713</u>

Loans comprise the Senior Term Loan and the Short Term Loan which bear interest at a margin over LIBOR. The secured subordinated loan stock has been subscribed by the fellow Company. The loan stock bears interest at a fix rate of 8.5% plus the greater of 1% or $((RPI_d/RPI_{d-1}) - 1) \times 100$ per cent where RPI_d is the value of RPIx published or determined for the March which is the last month prior to the beginning of the financial year and RPI_{d-1} is the value of RPIx for the March which is the last month prior to the beginning of the previous financial year. For the current financial year 2017/2016 9.94% ((2016/2015) 9.5%) was used to accrue interest. The loan stock is repayable in instalments between 2018 and 2034.

All borrowings are carried at amortised cost. Fair value information in relation to borrowings is shown in note 17.

There have been no instances of default or other breaches of the terms of the financing agreements during the year in respect of all borrowings outstanding at 31 March 2017.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

11 Trade and other payables

Trade and other payables are as tabulated below.

	2017	2016
	£'000s	£'000s
Trade payables	1,460	1,097
Other taxes	633	736
Accrued expenses	2,106	1,968
	<u>4,199</u>	<u>3,801</u>

Due to their short maturities, the fair value of all financial instruments included within trade and other payables approximates to their book value. All trade and other payables are recorded at amortised cost.

12 Derivative financial instruments

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates or other indices. The Company's use of derivative financial instruments is described below.

RPI swaps

The Company has entered into arrangements with third parties for the purpose of exchanging the majority (approximately 63.5%) of variable cash inflows arising from the operation of the Company's transmission assets in exchange for a pre-determined stream of cash inflows from these third parties. These arrangements meet the definition to be classified as derivative financial instruments. The Company entered into these derivative arrangements on 17 December 2014 with a forward start date for the calculation of the relevant rates commencing on 17 December 2014 and ending on 16 December 2033.

Under the terms of the Licence, regulatory and other contractual agreements, the Company is permitted to charge its principal customer, NGET, an agreed amount for the services it provides. This amount is uplifted each year commencing 1 April by an amount computed by reference to the average increase in RPI over the previous 12-month period measured from 1 January through to 31 December. Where there is a reduction, or no increase, in the retail price index over the relevant period, then the charges remain unaltered from the previous year. These derivative arrangements (RPI swaps) have the effect of exchanging variable cash inflows (impacted by changes in RPI) in exchange for a known and predetermined stream of cash flows expected to arise over the same period.

Interest Rate swaps

The Company has entered into arrangements with third parties for the purpose of exchanging the interest rate cash flows, based on the notional amount of the Senior Term Loan from a fixed rate of 2.287% to a floating rate of 6M LIBOR for the period from 17 December 2014 to 16 December 2033. The Directors believe that the use of these swaps is consistent with the Company's risk management objective and strategy for undertaking these hedges. The vast majority of the Company's cash outflows relate to borrowings that carry a fixed coupon so that both the principal repayments, and coupon payments are predetermined. The purpose of these hedges is to generate highly certain cash inflows so that the Company can meet its obligations under the terms of its borrowing arrangements.

The Directors believe that these hedging relationships are highly effective and that the forecast cash inflows are highly probable and as a consequence have concluded that the RPI swap and Interest Rate Swap derivatives meet the definition of a cash flow hedge and have formally designated them as such.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

12 Derivative financial instruments (continued)

Carrying value of all derivative financial instruments

All of the Company's derivative financial instruments are carried at market value. The carrying value of all derivative financial liabilities at 31 March 2017 was £25,003k (2016: £12,988k). All of the movement in the fair value of these derivative instruments has been recorded in the cash flow hedge reserve amounting to a credit of £12,015k (2016: £498k charge).

Ineffective portion of cash flow hedge recognised in the income statement was £nil (2016: £nil).

Further details regarding financial instruments and their related risks are given in note 17.

13 Called-up share capital

Share capital is as analysed below.

	2017 No. 000's	2016 No. 000's
Authorised, allotted, called-up and fully paid		
Opening balance	1	-
Shares issued	-	1
Closing balance	<u>1</u>	<u>1</u>

The Company has one class of Ordinary Share with a nominal value of £1 which carries no right to fixed income. The holders of Ordinary Shares are entitled to receive dividends as declared and are entitled to one vote per share at meetings of the Company.

Dividends

	2017 £ 000's	2016 £ 000's
Dividends paid	<u>262</u>	<u>-</u>
	2017	2016
	£	£
Dividends per share	<u>262</u>	<u>-</u>
	No. of Shares	
	1000	

The holders of the ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Thanet OFTO Limited
Notes to the regulatory financial statements
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14 Cash flow statement

a) Reconciliation of net cash flow to movement in net debt

The reconciliation of net cash flow to movement in net debt is as analysed below:

	2017 £'000s	2016 £'000s
Movement in cash and cash equivalents	(2,816)	(5,175)
Net increase in borrowings ¹	13,442	6,756
Change in net debt resulting from cash flows	10,626	1,581
Non-cash net interest expense included in net debt	(9,029)	(2,384)
Change in fair values of derivatives	(12,015)	498
Movement in net debt in the year	(10,418)	(305)
Net debt at start of year	(191,313)	(191,008)
Net debt at end of year	(201,731)	(191,313)

¹ Arising from the proceeds of loans net of repayments.

	Cash and cash equivalents £'000s	Borrowings £'000s	Derivatives £'000s	Total £'000s
At 1 April 2015	16,563	(194,085)	(13,486)	(191,008)
Cash flow	(5,175)	6,756		1,581
Change in fair values			498	498
Non-cash net interest		(2,384)		(2,384)
At 31 March 2016	11,388	(189,713)	(12,988)	(191,313)
Cash flow	(2,816)	13,442	-	10,626
Change in fair values	-	-	(12,015)	(12,015)
Non-cash net interest	-	(9,029)	-	(9,029)
At 31 March 2017	8,572	(185,300)	(25,003)	(201,731)

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Thanet OFTO Limited
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15 Related party transactions

The following information relates to funding transactions with Thanet OFTO Intermediate Limited during the year. These transactions were carried out in the normal course of business.

	Total	
	2017	2016
	£'000s	£'000s
Expenditure		
Thanet OFTO Intermediate Limited - Interest	2,147	2,070
Balfour Beatty Investments Limited - Management Services	322	481
Equitix Infrastructure 4 Limited - Managed Services	315	322
Balfour Beatty Utility Solutions - O & M Services	3,654	12,097
	<u>6,438</u>	<u>14,970</u>
	Total	
	2017	2016
	£'000s	£'000s
Outstanding balances at 31 March:		
Borrowings payable - Thanet OFTO Intermediate Limited	20,625	20,641
Interest accrual - Thanet OFTO Intermediate Limited	2,121	2,714
Balfour Beatty Investments Limited - Management Services	26	31
Equitix Infrastructure 4 Limited - Managed Services	24	-
Balfour Beatty Utility Solutions - O & M Services	669	600
	<u>23,465</u>	<u>23,986</u>

Thanet OFTO Limited
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15 Related party transactions (continued)

A summary of funding transactions with Thanet OFTO Intermediate Limited is shown below:

	2017	2016
	£'000s	£'000s
Borrowings from intermediate undertaking (principal)		
Opening balance	2,714	644
Non-cash interest	(593)	2,070
Closing balance	<u><u>2,121</u></u>	<u><u>2,714</u></u>

Borrowings from Thanet OFTO Intermediate Limited were negotiated on normal commercial terms and are repayable in accordance with the terms of the secured 8.50% loan notes 2034 ("the notes"). Repayments of interest were made during the year. Absent any non-compulsory repayment of the notes, the notes are contractually repayable on 30 September 2034.

BBI was a related party of the Company during the year ended 31 March 2017 by virtue of it being a related party in BBOHL through to 31 March 2017. The services provided to the Company by BBI were under normal commercial terms and related to professional management and financial services as described in the PSA.

Equitix Transmission 2 Limited (Equitix) was a related party of the Company during the year ended 31 March 2017 by virtue of it being a related party of a Company that held 80% of the equity shareholding in Thanet OFTO Holdco Limited through to 31 March 2017. The services provided to the Company by Equitix were under normal commercial terms and related to professional management and financial services.

Balfour Beatty Utility Solutions Limited (BBUS) was a related party of the Company during the year ended 31 March 2017 by virtue of it being a related party in BBOHL through to 31 March 2017. The services provided to the Company by BBUS were under normal commercial terms and related to operator services as detailed in the Operating and Maintenance Agreement.

No amounts have been provided at 31 March 2017 (2016: £nil), and no expense was recognised during the year (2016: £nil) in respect of bad or doubtful debts for any related party transactions.

Thanet OFTO Limited
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16 Information relating to financial instruments and the management of risk

The Company has the following financial instruments:

	2017	2016
	£'000s	£'000s
Financial assets that are debt instruments measured at amortised cost:		
Trade and other receivables	5,335	4,339
Financial Asset	179,106	178,347
Cash and cash equivalents	8,572	11,388
	<u>193,013</u>	<u>194,074</u>
Financial liabilities at fair value through profit or loss:		
Derivative financial instruments	25,003	12,988
Financial liabilities measured at amortised cost:		
Senior secured loan	162,554	166,358
Subordinated loan	22,746	23,355
Trade and other payables	4,199	3,801
	<u>214,502</u>	<u>206,502</u>

a) Fair value disclosures

The following is an analysis of the Company's financial instruments at the Statement of Financial Position date comparing the carrying value included in the Statement of Financial Position with the fair value of those instruments at that date. None of the Company's financial instruments have quoted prices. Consequently, the following techniques have been used to determine fair values as follows:

- Cash and cash equivalents – approximates to the carrying value because of the short maturity of these instruments;
- Transmission owner asset – based on the net present value of net discounted cash flows, using a discount rate of 3.64%;
- Current borrowings – approximates to the carrying value because of the short maturity of these instruments;
- Non-current borrowings – based on the carrying amount in respect of fixed rate bonds and subordinated debt based on the net present value of discounted cash flows;
- Derivative financial instruments – based on the net present value of discounted cash flows; and
- Financial instrument receivables and payables - approximates to the carrying value because of the short maturity of these instruments.

The tables on the following page compare the carrying value of the Company's financial instruments with the fair value of those instruments at the Statement of Financial Position date, using the techniques described above. The table excludes those instruments where the carrying value of the financial instrument approximates to its fair value because the carrying value approximates to fair value as a result of the short maturity of those instruments. Consequently, no financial instruments which fall due within the next twelve months are included in this table.

Thanet OFTO Limited
Notes to the regulatory financial statements
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16 Information relating to financial instruments and the management of risk (continued)
a) Fair value disclosures (continued)

	Valuation Method	Carrying value	
		2017 £'000s	2016 £'000s
Assets			
<u>Non-current</u>			
Transmission owner asset	Level 3	179,106	178,347
		<u>179,106</u>	<u>178,347</u>
Liabilities			
<u>Non-current</u>			
Fixed rate bank bond	Level 2	160,886	165,441
Loan notes 2035	Level 2	20,625	20,641
Derivative financial instruments	Level 2	25,003	12,988
		<u>206,514</u>	<u>199,070</u>
		Fair value	
		2017	2016
		£'000s	£'000s
Assets			
<u>Non-current</u>			
Transmission owner asset	Level 3	231,218	240,933
		<u>231,218</u>	<u>240,933</u>
Liabilities			
<u>Non-current</u>			
Fixed rate bank bond	Level 2	170,893	166,681
Loan notes 2035	Level 2	44,773	43,917
Derivative financial instruments	Level 2	25,003	12,989
		<u>240,669</u>	<u>223,587</u>

The best evidence of fair value is a quoted price in an actively traded market; where this data is available then the instrument is classified as having been determined using a level 1 valuation. In the event that the market for a financial instrument is not active, alternative valuation techniques are used. The Company does not have any financial instruments where it is eligible to apply a level 1 valuation technique.

With the exception of the Transmission owner asset, all of the other fair values have been valued using Level 2 valuation techniques as identified in the preceding table which means that in respect of the Company's financial instruments these have been valued using models where all significant inputs are based directly or indirectly on observable market data. Fair value of interest rate swaps has been calculated using the RBS toolkit taking into consideration loan repayment profiles. RPI swaps have been valued by management by discounting future cashflows from the Company's financial model, with reference to bank valuations from four banks; Sumitomo Mitsui Banking Corporation (SMBC), Unicredit Bank AG, The Bank Of Tokyo-Mitsubishi UFJ Ltd., and Credit Agricole Corporate and Investment Bank. Management have benchmarked the individual bank valuations against each other to verify the valuations.

Thanet OFTO Limited
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16 Information relating to financial instruments and the management of risk (continued)

a) Fair value disclosures (continued)

In the case of the Transmission owner asset, these have been valued using a valuation technique where significant inputs such as the assumed discount rate are based on unobservable market data. This means that these financial instruments have been classified as having been valued using a level 3 valuation and have been identified as such in the previous table.

The Transmission asset has been valued using a discount rate of 3.64%. At a discount rate of 3.14% the fair value of the asset is £240,036k and at a discount rate of 4.14% the fair value of the asset is £222,883k.

The valuation categories that have been assigned to the financial instruments in the forgoing table have been applied throughout the year and there have been no reclassifications or transfers between the various valuation categories during the year.

Cash flow hedges: Interest Rate Swaps

	2017 Average contract fixed interest rate	2017 Notional principal value	2017 Fair value
	%	£'000s	£'000s
Less than 1 year	2.29%	4,554	12,813
1 to 2 years	2.29%	4,978	(6,357)
2 to 5 years	2.29%	20,284	(7,716)
More than 5 years	2.29%	135,624	(15,376)
		<u>165,440</u>	<u>(16,636)</u>

b) Management of risk

The Board has overall responsibility for the Company's risk management framework. This risk framework is discussed further in the Operating and financial review.

The Company's activities expose it to a variety of financial risks, which arise in the normal course of business: market risk, credit risk, and liquidity risk. The overall risk management programme seeks to minimise the net impact of these risks on the operations of the Company by using financial instruments, including the use of derivative financial instruments – being the RPI swaps and Interest rate swaps described in note 13 that are appropriate to the circumstances and economic environment within which the Company operates. The objectives and policies for holding, or issuing, financial instruments and similar contracts, and the strategies for achieving those objectives that have been followed during the year are explained below.

i) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Changes in market price are derived from: currency movements; interest rate changes; and changes in prices caused by factors other than those derived from currency or interest rate changes.

The Company operates in the UK and has no significant exposure to foreign currency, and therefore this has an immaterial impact on market risk. Short-term financial assets and liabilities, such as trade receivables and payables, are not subject to market risk. Interest rate risk arises from the use of following financial instruments: Transmission owner asset; borrowings; and cash and cash equivalents.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

16 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

The Transmission owner asset is carried at amortised cost, and the carrying value is affected by the rate of interest implicit within the calculation of finance income that has a consequential effect on the carrying value of the Transmission owner asset.

The fair value of the Transmission owner financial asset is subject to price risk caused by changes in RPI.

All of the Company's borrowings, have been issued at variable rates. All borrowings are carried at amortised cost, and therefore changes in interest rates, in respect of those borrowings, do not impact the Income Statement or Statement of Financial Position.

Cash and cash equivalents all attract interest at variable rates and therefore are subject to cash flow interest rate risk as cash flows arising from these sources will fluctuate with changes in interest rates. However, the interest cash flows arising from these sources are insignificant to the Company's activities.

The cash flows arising from the Transmission owner financial asset fluctuate with positive changes in RPI. The Company has entered into a series of RPI swaps to significantly reduce this cash flow risk. Further details and an explanation of the rationale for entering into these arrangements are explained in note 13.

For the reasons outlined in note 13, the Directors have designated the RPI swaps as cash flow hedging derivatives and these are carried at fair value in the Statement of Financial Position. The RPI swaps are considered to be effective cash flow hedges.

ii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet its contractual obligations.

Credit risk primarily arises from the Company's normal commercial operations that actually, or potentially, arises from the Company's exposure to: a) NGET in respect of invoices submitted by the Company for transmission services; b) the counterparties to the RPI swaps and Interest rate swaps described in note 13; and c) short term deposits. There are no other significant credit exposures to which the Company is exposed. The maximum exposure to credit risk at 31 March 2017 is the fair value of all financial assets held by the Company. Information relating to the fair value of all financial assets is given above – note 17 (a). None of the Company's financial assets are past due or impaired.

NGET is the Company's principal customer and income derived from NGET represents the vast majority of the Company's income. NGET operates a low risk monopoly business within the UK, and the regulatory regime under which they operate results in a highly predictable, and stable, revenue stream. The regulatory regime is managed by The Authority and is considered by the Directors to have a well-defined regulatory framework, which is classified as a predictable and a supportive regime by the major rating agencies. NGET has an obligation to maintain an investment grade credit rating, which it has currently maintained. It is also subject to a regulatory financial 'ring fence' that restricts NGET's ability to undertake transactions with other National Grid subsidiaries, which includes the paying of dividends, lending or the levying of charges. Even in the very unlikely circumstance of NGET's insolvency, it is probable that any amounts outstanding would still be recovered. This arises because NGET is also a 'protected energy Company' under the terms of the Energy Act 2004, which allows the Secretary of State to apply for an energy administration order which would give priority to the rescue of NGET as a going concern.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

16 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

Having considered the credit risks arising in respect of the exposures to NGET, as detailed above, the Directors consider that those risks are extremely low. At 31 March 2017 amounts due from NGET amounted to £nil (2016: £nil).

In respect of the counterparties to the cash flow derivative hedges (RPI swaps and Interest Rate swaps) these arrangements have been entered into with banks. At 31 March 2017, the fair values attributable to these positions were liabilities amounting to £25,003k (2016: £12,988k), and as a consequence there is no credit risk to the Company at this date.

Cash and cash equivalents comprise cash in hand and deposits which are readily convertible to cash. It is the Company's policy, and requirement under the Company's lending agreements, that such investments can only be placed with banks and other financial institutions with short term senior debt rating of at least A-1 or better issued by Standard & Poor's, or P-1 or better issued by Moody's. All of these deposits are subject to insignificant risk of change in value or credit risk.

iii) Liquidity risk and Going Concern

Liquidity risk is the risk that the Company will have insufficient funds to meet its liabilities. The Board of Directors manages this risk.

As a result of the regulatory environment under which the Company operates; the credit worthiness of the Company's principal customer (NGET); and the RPI swaps that has been put in place, the cash inflows generated by the Company are highly predictable and stable. In addition, all of the Company's senior debt carries a fixed coupon, and based on the forecasts prepared by the Company, all of these debt service costs are expected to be met from the cash inflows the Company is expected to generate over the whole period of the project. During the year ending 31 March 2017, senior debt-service costs amounted to £6,882k (2016: £7,114k). There is no contractual obligation for the Company to service the secured borrowing until 17 December 2034, although it is the Company's intention to service this borrowing when cash flows are sufficient, and it is prudent to do so. Cash outflows in respect of the secured borrowings amounted to £4,132k (2016: £5,159k).

In accordance with the conditions of the various lending agreements, the Company is required to transfer funds to certain specified bank accounts and/or hold certain amounts on deposit for specified purposes. Access to these bank accounts by the Company is subject to the agreement of the lenders and, in particular, access to amounts held on deposit held for specified purposes is restricted under the lending agreements. Such specific purposes include the holding of sufficient funds in restrictive bank accounts to meet senior debt servicing requirements for a period of six months in the future. The Company's use of these funds is restricted either to the specific purpose contemplated by the lending agreements, or until certain conditions are met or exceeded. Where these conditions are met or exceeded then the use of any net cash generated in excess of the minimum necessary to meet the restrictive conditions is unfettered.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

16 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

iii) Liquidity risk and Going Concern (continued)

At 31 March 2017, cash and cash equivalents included £8,572k (2016: £8,505k) that are held for specific purposes in the manner described above and additional amounts of cash and cash deposits amounting to £nil (2016: £2,883k) which requires the consent of the Company's lenders but are available for general corporate purposes.

The Company prepares both short-term and long-term cash flow forecasts on a regular basis to assess the liquidity requirements of the Company. These forecasts also include a consideration of the lending requirements including the need to transfer funds to certain bank accounts that are restricted as to their use. It is the Company's policy to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation.

Future costs are potentially at risk due to the cost of decommissioning. To mitigate this risk a Decommissioning Reserve Account has been opened and will start to be funded from year 11.

During the year the Company has continued to meet its contractual obligations as they have fallen due and based on the forecasts prepared the Directors expect that the Company will continue to do so for the foreseeable future. The Company has exceeded its financial covenants in relation to the obligations that it has to senior debt holders and the forecasts continue to support that these will continue to be exceeded. In addition, further liquidity is also available in the form of committed facilities, as referenced above. All of these factors have allowed the Directors to conclude that the Company has sufficient headroom to continue as a going concern. The statement of going concern is included in the Operating and financial review.

The contractual cash flows shown in the table on this page are the contractual undiscounted cash flows relating to the relevant financial instruments. Where the contractual cash flows are variable based on a price or index in the future, the contractual cash flows in the table have been determined with reference to the relevant price, interest rate or index as at the Statement of Financial Position date.

In determining the interest element of contractual cash flows in cases where the Company has a choice as to the length of interest calculation periods and the interest rate that applies varies with the period selected, the contractual cash flows have been calculated assuming the Company selects the shortest available interest calculation periods.

Where the holder of an instrument has a choice of when to redeem, the following tables are prepared on the assumption the holder redeems at the earliest opportunity.

The numbers in the following tables have been included in the Company's cash flow forecasts for the purposes of considering Liquidity Risk as noted above. The table below shows the undiscounted contractual maturities of financial assets and financial liabilities, including interest.

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16 Information relating to financial instruments and the management of risk (continued)

b) Management of risk (continued)

	2017 0-1 years £'000s	2017 1-2 years £'000s	2017 2-5 years £'000s	2017 > 5 years £'000s
Liquidity risk				
Non-derivative financial assets				
Transmission owner asset	13,702	14,472	49,583	231,112
Prepayments	5,335	-	-	-
Cash and cash equivalents	8,572	-	-	-
	<u>27,609</u>	<u>14,472</u>	<u>49,583</u>	<u>231,112</u>
Non-derivative financial liabilities				
Senior Loan	(10,974)	(11,066)	(34,457)	(174,801)
Subordinated debt	(3,523)	(2,372)	(7,122)	(51,614)
Trade and other non-interest bearing liabilities	(4,199)	-	-	-
	<u>(18,696)</u>	<u>(13,438)</u>	<u>(41,579)</u>	<u>(226,415)</u>
Derivative financial liabilities				
RPI and Interest Rate Swaps	<u>(6,162)</u>	<u>(12,945)</u>	<u>(3,896)</u>	<u>17,836</u>
Net total	<u>2,751</u>	<u>(11,911)</u>	<u>4,108</u>	<u>22,533</u>
	2016 0-1 years £'000s	2016 1-2 years £'000s	2016 2-5 years £'000s	2016 > 5 years £'000s
Liquidity risk				
Non-derivative financial assets				
Transmission owner asset	14,539	13,983	47,151	246,749
Prepayments	4,339	-	-	-
Cash and cash equivalents	11,388	-	-	-
	<u>30,266</u>	<u>13,983</u>	<u>47,151</u>	<u>246,749</u>
Non-derivative financial liabilities				
Senior Loan	(10,718)	(10,974)	(35,851)	(184,214)
Subordinated debt	(6,319)	(2,372)	(7,122)	(52,616)
Trade and other non-interest bearing liabilities	(3,801)	-	-	-
	<u>(20,838)</u>	<u>(13,346)</u>	<u>(42,973)</u>	<u>(236,830)</u>
Derivative financial liabilities				
RPI and Interest Rate Swaps	<u>12,813</u>	<u>(6,393)</u>	<u>(8,060)</u>	<u>4,367</u>
Net total	<u>22,241</u>	<u>(5,756)</u>	<u>(3,882)</u>	<u>14,286</u>

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

16 Information relating to financial instruments and the management of risk (continued)
b) Management of risk (continued)

	Contractual Cash flows	
	2017 Total £'000s	2016 Total £'000s
Liquidity risk		
Non-derivative financial assets		
Transmission owner asset	308,869	322,422
Prepayments	5,335	4,339
Cash and cash equivalents	8,572	11,388
	<u>322,776</u>	<u>338,149</u>
Non-derivative financial liabilities		
Senior Loan	(231,298)	(241,757)
Subordinated debt	(64,631)	(68,429)
Trade and other non-interest bearing liabilities	(4,199)	(3,801)
	<u>(300,128)</u>	<u>(313,987)</u>
Derivative financial liabilities		
RPI and Interest Rate Swaps	(5,167)	2,727
Net total	<u><u>12,146</u></u>	<u><u>22,550</u></u>

iv) Sensitivities

Changes in RPI and LIBOR affect the carrying value of those financial instruments that are recorded in the Statement of Financial Position at fair value. Two financial instruments that are carried in the Statement of Financial Position at fair value are the stand-alone derivative financial instruments - RPI and Interest Rate swaps as described in note 13 above. As explained in note 13, the Directors believe that these derivative financial instruments have a highly effective hedging relationship with the underlying cash flow positions they are hedging, and they expect this relationship to continue into the foreseeable future. Any movement in the fair value of these derivatives would be expected to be recorded in the cash flow hedge reserve, and would not affect the Income Statement. Changes in the fair value of RPI and Interest Rate swaps are expected to be substantially matched by changes in the fair values of the positions they are hedging, due to the highly effective hedging relationships. However, the underlying positions being hedged - in the case of RPI swaps a substantial proportion of the cash flows emanating from the Transmission owner asset are carried at amortised cost. Consequently, any change in the fair value of the underlying hedged positions would not be recorded in the financial statements. The Directors are of the opinion that the net impact of potential changes in the fair value of the derivative financial instruments held by the Company has no substantive economic impact on the Company because of the corresponding economic impact on the underlying derivative financial instruments it is hedging.

Any changes in future cash flows in relation to the derivative financial instruments held by the Company, arising from future changes in RPI and LIBOR, are expected to be matched by substantially equal and opposite changes in cash flows arising from or relating to the underlying revenues and costs.

Swap liability fair value sensitivity

	SWAPS 2017 £'000s
At fair value	16,636
Interest Rate + 0.05%	16,553
Interest Rate - 0.05%	16,719

Swap liability fair value sensitivity analysis only impacts equity and not profit and loss, on the assumption that the hedging relationship remains 100% effective, as per the latest financial model forecasts.

Thanet OFTO Limited
Notes to the regulatory financial statements
for the year ended 31 March 2017

16 Information relating to financial instruments and the management of risk (continued)
b) Management of risk (continued)

RPI asset fair value sensitivity

	RPI
	2017
	£'000s
At fair value	8,367
RPI + 0.05%	9,227
RPI - 0.05%	7,511

RPI fair value sensitivity analysis only impacts equity and not profit and loss, on the assumption that the hedging relationship remains 100% effective, as per the latest financial model forecasts.

v) Capital management

The Company is funded by a combination of senior debt, subordinated debt and equity in accordance with the Directors' objectives of establishing an appropriately funded business consistent with that of a prudent offshore electricity transmission operator and the terms of all legal and regulatory obligations including those of the Licence and the Utilities Act 2000.

Senior debt is comprised of a Senior Term Loan and a Short Term Loan borrowed in equal amounts from five different lenders (Sumitomo Mitsui Banking Corporation (SMBC), Unicredit Bank AG, The Bank Of Tokyo-Mitsubishi UFJ Ltd., Norddeutsche Landesbank Girozentrale and Credit Agricole Corporate and Investment Bank) at a LIBOR+1.6% rate. All senior debt is serviced on a six monthly basis. The Senior Term Loan is expected to amortise over the life of the project through to December 2033. The Short Term Loan was repaid in full during the year. The total carrying value of the Loans outstanding at 31 March 2017 amounted to £162,554k (2016: £166,358k). Cover ratios are managed by way of calculating any impact shareholder distributions may have on ratios prior to any distribution taking place.

The subordinated loan ranks behind the senior debt and is issued by the Company to Thanet OFTO Intermediate Limited. The subordinated loan was issued on a commercially priced basis, and carries a fixed rate coupon. At 31 March 2017 the total principal carrying value of the subordinated loan outstanding amounted to £22,746k (2016: £23,355k).

Ordinary equity share capital issued during the year amounted to £1k (2016: £1k).

The Directors consider that the capital structure of the Company meets the Company's objectives, and is sufficient to allow the Company to continue its operations for the foreseeable future based on current projections, and consequently has no current requirement for additional funding.

Thanet OFTO Limited
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17 Ultimate parent companies and controlling parties

The Company's immediate parent company is Thanet OFTO Holdco Limited, which is incorporated in The United Kingdom and registered in England and Wales. Thanet OFTO Holdco Limited is the parent company of the largest and smallest Company of which the Company is a member and for which Company accounts are drawn up. Copies of the parent financial statements are available from its registered address; Level 6, 350 Euston Road, London, NW1 3AX.

The Company's ultimate parent companies and controlling parties are Balfour Beatty plc and Equitix Capital Eurobond 3 Limited which are incorporated in The United Kingdom and registered in England and Wales. Copies of the financial statements for Balfour Beatty Plc are available from the registered address; 5 Churchill Place, Canary Wharf, London, United Kingdom, E14 5HU. Copies of the financial statements for Equitix Capital Eurobond 3 Limited are available from the registered address; Welken House, 10-11 Charterhouse Square, London, United Kingdom, EC1M 6EH.