



Investor Report

For the quarter ended 30 September 2014

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This report is being distributed in fulfilment of a document, the Common Terms Agreement (CTA), which governs the company's obligations to its bond holders and other financial creditors. It is directed to, and intended for, existing investors in the company. No persons should act or rely on it (except as provided in the CTA). The company makes no representation as to the accuracy of forecast information or any other information in this report (other than as set out in the CTA). These forecasts involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by these forecasts. This unaudited report should not be relied on as a guide to future performance, and should not be relied on in deciding whether to undertake future investment in the company. For the purposes of the financial promotions regime under the Financial Services and Markets Act 2000, this report is given on the basis of the exemption provided in Article 69 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as it relates to bonds which are already admitted to trading on a relevant market).

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Contents

	Page
General overview and business update	1
Consolidated cash flow	5
Consolidated debt service payments	6
Glas notes principal balance reconciliation	7
Glas bank account movements	8
Interest cover ratio (ICR) – 5 years to 31 March 2015	9
Regulatory asset ratio (RAR) – 5 years to 31 March 2015	10
Income statement (unaudited)	11
Statement of comprehensive income (unaudited)	11
Balance sheet (unaudited)	12
Compliance statement	13

General overview and business update

This quarterly Investor Report covers the three month period ending 30 September 2014. The Investor Report has been prepared to comply with the specific requirements of the Common Terms Agreement (CTA) which governs the company's obligations to its bondholders and other financial creditors.

The financial information in this report is drawn from the company's accounting records, applying the accounting policies as per the company's statutory accounts, but is presented in a modified form for investors as required by the CTA.

Business performance including key performance indicators for operations and customer service are reported in the company's annual report and accounts. These are available on the company's website (www.dwrcymru.com).

Financial performance

Summary financial results for the six months ended 30 September are as follows:

	6 months to 30 September 2014 £m	6 months to 30 September 2013 £m	Change
Revenue	375	368	+2%
Operating costs	144	150	-4%
EBITDA (before infrastructure renewals expenditure)	231	218	
Net interest (excluding indexation)	41	45	
Capital expenditure (before grants and contributions)	174	178	

General overview and business update cont'd

Operating profit before interest, tax, depreciation, infrastructure renewals and amortisation (EBITDA) for the six months to 30 September 2014 is broadly in line with the comparative period last year – Ofwat's RPI + K price increases are largely responsible for the rise in income of some £7 million.

Revenue in the six months to 30 September 2014 was £375 million, as compared to £368 million in the six months to 30 September 2013. The increase includes the impact of an overall price increase of 2.05% (being the RPI+K adjustment allowed by Ofwat). During the period, 5,000 domestic customers switched to metered charging (2013: 5,000).

Operating costs (excluding depreciation and infrastructure renewals expenditure) at £144 million (2013: £150 million) have reduced in comparison with the same period last year; a reduction of 4% principally due to business rates (£1m), other efficiencies (£1m) and additional costs in the prior period necessary to maintain operations during the failure of the Daniel Contracting Limited business (£4m).

Net interest payable in the period (excluding fair value movements) was £41 million (2013: £45 million), including an indexation charge on index-linked debt of £13 million (2013: £16 million). An accounting profit of £8m has been recognised following the termination of finance leases.

The regulatory gearing (the ratio of net debt to regulatory capital value) of the company was as follows:

£m	30 September 2014	31 March 2014
Net debt	2,821	2,821
Regulatory capital value	4,510	4,468
'Financial reserves'	1,689	1,647
Regulatory gearing	62.5%	62.9%

On Glas Cymru's acquisition of Welsh Water in May 2001, gearing stood at 93%. Since then the financial position of the group has improved steadily, such that gearing has fallen to 62.5% as at 30 September 2014 and 'financial reserves' (RCV less net debt) are nearly £1.7 billion.

General overview and business update cont'd

Capital investment programme

Capital investment (including infrastructure renewals expenditure) was £174 million before grants and contributions (2013: £178 million). Of that £174 million, £84 million is reported as capital maintenance as defined in the CTA, while for regulatory purposes £144 million is classed as capital maintenance. We have invested £1,367 million to date into our AMP5 capital programme; during the five year regulatory period to 2015 we plan to invest £1.5 billion to safeguard drinking water quality, protect our environment from pollution, improve customer service and deliver further cost savings.

Prospective financial ratio tests

As required by the CTA to demonstrate compliance with prospective financial ratio tests (regulatory asset ratio and interest cover ratios), this report includes projected ratios up to 31 March 2015. These projected ratios are in the format specified by the CTA. On this basis, the prospective financial ratios exceed the "trigger levels" as defined in the CTA (see pages 9 and 10). It should be noted that the company's business plan and the projected ratios have not been reviewed by the company's auditors and the reader's attention is drawn to the important notice at the front of this document.

Credit ratings

The strong credit quality of the business is reflected in credit ratings which are now the highest in the UK utility sector. The ratings of the company's bonds are shown in the table below. All ratings have stable outlook.

Bond Class	Moody's	S&P	Fitch
A*	A3	A	A
B	A3	A	A

*The credit ratings of the company's Class A Bonds, which are guaranteed by MBIA (B/Ba2/-), revert to their higher underlying ratings of A3/A/A by Moody's Investor Service (Moody's), Standard & Poor's (S&P) and Fitch Ratings (Fitch) respectively.

The ratings of our Class A and B bonds have been affirmed as A/A/A3 with a stable outlook by Fitch, Standard and Poor's and Moody's on 31 July 2014, 1 September 2014, and 13 October 2014 respectively.

Financing and liquidity

As at 30 September 2014, undrawn credit facilities and cash (excluding the debt service reserve account deposits of £46 million) amounted to £186 million, including undrawn revolving credit facilities of £170 million. In line with prudent policies approved by the board, cash is invested in AAA-rated liquidity funds and bonds, and banks subject to minimum short-term rating criteria of A1/P1/F1.

General overview and business update cont'd

Dŵr Cymru (Financing) Limited has a special liquidity facility of £135 million which it is required to maintain in order to meet certain group interest and other obligations that cannot be funded through the operating cash flow of the group, in the event of a standstill being declared by the Security Trustee. The facility is split equally between four providers: BNP Paribas, HSBC, J P Morgan and National Australia Bank.

The company is in the process of agreeing a further £230 million loan facility with the European Investment Bank in respect of AMP5 capital expenditure.

2014 Price Review

On 30 May 2014 Ofwat published its draft determination for Dŵr Cymru (<http://www.ofwat.gov.uk/pricereview/pr14/draftdet/>). The draft determination sets out the proposed prices the company can charge its customers for water and sewerage services from 2015-2020. Under the plans submitted, Dŵr Cymru will decrease customer bills by 5% in real terms over the next price control period 2015-2020 while investing more than £2.5 billion to maintain and improve services for customers and the environment. The company submitted representations for the draft determination on 5 July 2014. On 29 August Ofwat published draft determinations for all other water and sewerage companies. Ofwat are planning to issue final determinations on 12 December 2014.

Consolidated cash flow

	6 months ended 30 September 2014 £m	6 months ended 30 September 2013 £m
Revenue	374.6	368.1
Less: operating expenses	(143.9)	(150.2)
Earnings before interest, taxation, depreciation and amortisation	230.7	217.9
Working capital movements	6.0	(2.5)
Non bond-related interest paid	(1.0)	(1.0)
Interest capitalised in accordance with IAS 23	(3.8)	(4.9)
Interest received	1.6	4.5
Net operating cash flow and interest received	233.5	214.0
Utilisation of reserves:		
Cash transferred to capex reserve	(10.2)	(52.4)
Cash utilised from capex reserve	60.1	52.4
Capital expenditure:		
Net profit on disposal of assets	-	0.3
Infrastructure renewals expenditure	(36.3)	(43.7)
Non-infrastructure maintenance	(47.9)	(55.4)
Enhancement expenditure	(81.8)	(68.4)
Net cash flow after capital expenditure, new borrowings and reserve drawings	117.4	46.8
Transfer to debt service payments account	(61.7)	(84.1)
Principal repayments	(61.9)	(6.9)
Net cash flow after debt service	(6.2)	(44.2)
Free cash balances brought forward	22.5	97.7
Free cash balances carried forward	16.3	53.5

Consolidated debt service payments

	Payments due & made in 6 months ending 30 September 2014 £m	Amount accrued 30 September 2014 £m
Liquidity facility:		
Liquidity facility commitment fee	0.1	-
Interest on senior debt:		
Finance lease interest payments	-	44.6
A1 interest payments	-	10.4
A4 interest payments	6.8	-
A5 interest payments	2.2	-
A6 interest payments	-	0.7
B1 interest payments	-	11.1
B3 interest payments	4.1	-
B4 interest payments	2.4	-
B5 interest payments	0.4	-
B6 interest payments	2.8	-
European Investment Bank loan interest payments	0.3	0.7
Revolving credit facility commitment fees	0.5	-
Miscellaneous fees	0.4	0.2
Interest rate swap	2.5	-
Total debt service payments	22.5	67.7

Glas notes principal balance reconciliation

Credit rating ¹	Opening balance 1 July 2014	Repayment £m	Indexation £m	Closing balance 30 September 2014
	£m			£m
Finance leases	516.2	-	-	516.2
Class A bonds²				
A1 notes	350.0	-	-	350.0
A4 notes	387.6	-	2.2	389.8
A5 notes	126.1	-	(1.2)	124.9
A6 notes ³	128.8	-	0.7	129.5
Class B bonds				
B1 notes	325.0	-	-	325.0
B3 notes	188.1	-	1.1	189.2
B4 notes	111.2	-	(1.0)	110.2
B5 notes	64.4	-	0.4	64.8
B6 notes	304.1	-	2.0	306.1
European Investment Bank loan	268.1	(2.3)	-	265.8
KfW IPEX-Bank GmbH loan	35.0	-	-	35.0
Local authority loans	1.0	-	-	1.0
	2,805.6	(2.3)	4.2	2,807.5

¹ Moody's/S&P/Fitch.

² Guaranteed by MBIA rated B/B3/-. Class A bond ratings default to their higher underlying ratings of A3/A/A.

³ The class A6 notes (£100m) were issued at a fixed rate of 4.473% but swapped into an effective index-linked rate of 1.35%. Cumulative indexation of £29.5m reflects the principal accrual on the index-linked swap.

Glas bank account movements

	Opening balance 1 July 2014 £m	Interest received £m	Deposits £m	Payments £m	Closing balance 30 September 2014 £m
Free cash balances:					
Receipts account	59.4	-	202.9	(199.6)	62.7
Payments account	(73.6)	-	437.0	(415.0)	(51.6)
Other bank accounts	5.4	0.7	150.7	(151.6)	5.2
	(8.8)	0.7	790.6	(766.2)	16.3
Debt service payments account:					
Debt service ledger	36.3	-	23.7	(22.5)	37.5
Insurance proceeds ledger	8.5	-	-	-	8.5
	44.8		23.7	(22.5)	46.0
Capex reserve account					
	22.9	-	7.9	(30.8)	-
	58.9	0.7	822.2	(819.5)	62.3

Interest cover ratio (ICR) – 5 years to 31 March 2015 (based on 2014 business plan)

	Actual					Projection
	Year to 31 March 2011 £m	Year to 31 March 2012 £m	Year to 31 March 2013 £m	Year to 31 March 2014 £m	Year to 31 March 2015 £m	
(See important notice at the front of the document)						
Income	677	695	716	737	742	
Operating expenditure	(265)	(273)	(295)	(296)	(304)	
Pre capital maintenance cash flows	412	422	421	441	438	
Capital maintenance expenditure	(97)	(169)	(202)	(185)	(174)	
Post capital maintenance cash flows	315	253	219	256	264	
Net interest (excluding indexation)	(132)	(140)	(102)	(124)	(135)	
Capital expenditure	(131)	(84)	(122)	(155)	(156)	
Pre-financing cash flows	52	29	(5)	(23)	(27)	
Interest payable on senior debt:						
Finance leases	(2)	9	(4)	5	31	
Class A	41	39	40	44	40	
Class B	37	40	41	42	43	
MBIA financial guarantee fees	4	4	4	4	5	
Interest rate swaps	41	45	12	29	13	
Authorised loans	2	4	12	2	7	
Less interest receivable	(4)	(5)	(7)	(6)	(4)	
Total net senior debt interest	120	136	98	120	135	
Interest payable on junior debt:						
Class C (including £6m premium on early redemption)	9	-	-	-	-	
Other	3	4	4	4	-	
Total interest payable	132	140	102	124	135	
Senior interest cover pre capital maintenance (trigger 2.0; default 1.6)	3.4	3.1	4.3	3.7	3.2	
Total interest cover pre capital maintenance	3.1	3.0	4.1	3.6	3.2	
Senior interest cover post capital maintenance (trigger 1.0)	2.6	1.9	2.2	2.1	2.0	
Total interest cover post capital maintenance	2.4	1.8	2.2	2.0	2.0	

Regulatory asset ratio (RAR) – 5 years to 31 March 2015 (based on 2014 business plan)

	Actual					Projection
	As at 31 March 2011 £m	As at 31 March 2012 £m	As at 31 March 2013 £m	As at 31 March 2014 £m	As at 31 March 2015 £m	
(See important notice at the front of the document)						
Senior gross debt:						
Finance leases	742	734	616	571	563	
Class A	922	950	969	989	1,004	
Class B	796	949	969	988	1,013	
Net interest accrual on senior debt	56	102	99	58	46	
Authorised loans	248	260	246	307	367	
Total senior gross debt	2,764	2,995	2,899	2,914	2,993	
Less: cash balances and authorised investments	98	(301)	(157)	(94)	(101)	
Total senior net debt	2,666	2,694	2,742	2,819	2,892	
Local authority loans	2	2	2	2	1	
Total net debt	2,668	2,696	2,744	2,821	2,893	
Regulatory capital value (RCV)	3,980	4,171	4,344	4,468	4,802¹	
Reserves (RCV less total net debt)	1,312	1,475	1,600	1,647	1,909	
Regulatory asset ratio:						
RAR (Senior) (trigger 90%; default 95%)	67%	65%	63%	63%	60%	
RAR (Total debt)	67%	65%	63%	63%	60%	

¹ RCV at 31 March 2015 anticipates an adjustment incorporating an assumed movement in COPI relative to RPI during the five-year period.

Income statement (unaudited)

	6 months ended 30 September 2014 £m	6 months ended 30 September 2013 £m	Year ended 31 March 2014 £m
Revenue	374.6	368.1	736.5
Operating expenditure	<u>(143.9)</u>	<u>(150.2)</u>	<u>(296.4)</u>
EBITDA	<u>230.7</u>	<u>217.9</u>	<u>440.1</u>
Infrastructure renewals expenditure	<u>(36.2)</u>	<u>(44.6)</u>	<u>(71.8)</u>
Depreciation	<u>(88.9)</u>	<u>(80.9)</u>	<u>(163.8)</u>
Operating profit	<u>105.6</u>	<u>92.4</u>	<u>204.5</u>
Interest payable	<u>(43.0)</u>	<u>(49.4)</u>	<u>(121.9)</u>
Indexation of index-linked debt	<u>(12.5)</u>	<u>(15.5)</u>	<u>(38.7)</u>
Interest receivable	<u>1.6</u>	<u>4.5</u>	<u>6.3</u>
Fair value gains on financial instruments	<u>(49.5)</u>	<u>74.1</u>	<u>94.2</u>
Profit before tax	<u>2.2</u>	<u>106.1</u>	<u>144.4</u>
Taxation	<u>(0.4)</u>	<u>10.2</u>	<u>10.8</u>
Profit after tax	<u>1.8</u>	<u>116.3</u>	<u>155.2</u>

Statement of comprehensive income (unaudited)

	6 months ended 30 September 2014 £m	6 months ended 30 September 2013 £m	Year ended 31 March 2014 £m
Profit for the period	1.8	116.3	155.2
Actuarial (loss)/gain in the pension scheme	<u>(26.2)</u>	<u>4.6</u>	<u>24.9</u>
Movement on related deferred tax asset	<u>5.4</u>	<u>(1.7)</u>	<u>(5.8)</u>
Total recognised gains for the period	<u>(19.0)</u>	<u>119.2</u>	<u>174.3</u>

Balance sheet (unaudited)

	At 30 September 2014 £m	At 31 March 2014 £m
Fixed assets	3,586.4	3,526.2
Current assets and liabilities:		
Debtors and prepayments	337.9	534.4
Creditors and accruals	<u>(429.6)</u>	<u>(615.7)</u>
	<u>(91.7)</u>	<u>(81.3)</u>
Total assets less current liabilities	3,494.7	3,444.9
Financing liabilities:		
Bonds	(1,989.5)	(1,976.9)
Finance leases	(516.2)	(571.3)
Bank loans (EIB, KfW)	(300.8)	(307.6)
Other	<u>(1.0)</u>	<u>(1.1)</u>
	<u>(2,807.5)</u>	<u>(2,856.9)</u>
Net interest accrual	<u>(76.1)</u>	<u>(58.5)</u>
	<u><u>(2,883.6)</u></u>	<u><u>(2,915.4)</u></u>
Cash and cash equivalents:		
Receipts account	62.7	81.9
Payments account	(51.6)	(64.7)
Capex reserve account	-	49.9
Debt service payments account	68.1	21.9
Other bank accounts	<u>(16.9)</u>	<u>5.3</u>
	<u><u>62.3</u></u>	<u><u>94.3</u></u>
Net debt	(2,821.3)	(2,821.1)
Derivative financial instruments	(314.5)	(265.0)
Provisions for liabilities and charges	<u>(41.9)</u>	<u>(17.6)</u>
Net assets before deferred tax	317.0	341.2
Deferred tax	<u>(236.3)</u>	<u>(241.3)</u>
Net assets/(liabilities)	80.7	99.9

Compliance Certificate

To: Deutsche Trustee Company Limited

13 November 2014

Dear Sirs

Common Terms Agreement dated 10 May 2001 between Dŵr Cymru Cyfyngedig, ("DCC") and the Deutsche Trustee Company Limited (the "DCC Security Trustee" and the "Issuer Security Trustee") ("the Common Terms Agreement")

Capitalised terms not defined in this certificate have the meaning given to them in the Common Terms Agreement.

We refer to the Common Terms Agreement and pursuant to Paragraph 1.5 of Schedule 3 of that Agreement hereby confirm that as of today's date, DCC is in compliance with the RAR, the Historical RAR, the Historical Senior RAR, the Projected RAR, the Projected Senior RAR and the Historical ICR, the Historical Senior ICR and the Projected Senior ICR (together the "**Ratios**").

The calculations of the ratios are set out on pages 9 and 10 of the Investor Report issued on today's date.

We also confirm that, in the period six months to 30 September 2014 that:

- (a) no DCC Potential Event of Default, DCC Event of Default, Potential Trigger event or Trigger Event has occurred; and
- (b) DCC's insurances are being maintained in accordance with:
 - (i) Paragraph 4.2.1 of Schedule 3 of the Common Terms Agreement; and
 - (ii) the provisions of each DCC Finance Lease

Yours faithfully
For and on behalf of
Dŵr Cymru Cyfyngedig

C A Jones
Director

P Bridgewater
Director