

# Southern Electric Power Distribution plc

Directors Report and Financial Statements

**Year ended 31 March 2024**

*Registered No.: 04094290*

# Southern Electric Power Distribution plc

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# Southern Electric Power Distribution plc

## Directors and Other Information

### Directors

Alistair Phillips-Davies (Non-Executive Director, Chairman) (Appointed 03/04/2023)  
Chris Burchell  
Dinesh Manuelpillai (Appointed 30/06/2023)  
Eliane Algaard  
Sam Peacock (Non-Executive Director) (Appointed 01/05/2023)  
Maxine Frerk (Independent Non-Executive Director) (Appointed 01/05/2023)  
Klair Neenan (Non-Executive Director) (Appointed 01/10/2023)  
Paul Brown (Independent Non-Executive Director) (Appointed 01/06/2024)

Gregor Alexander (Non-Executive Director, Chairman) (Resigned 03/04/2023)  
Rob McDonald (Resigned 03/04/2023)  
Sandy MacTaggart (Resigned 03/04/2023)  
Maz Alkirwi (Resigned 03/04/2023)  
Rachel McEwen (Non-Executive Director) (Resigned 01/05/2023)  
Gary Steel (Independent Non-Executive Director) (Resigned 01/05/2023)  
Katherine Marshall (Non-Executive Director) (Resigned on 30/09/2023)  
Mark Rough (Resigned on 31/07/2023)  
David Rutherford (Independent Non-Executive Director) (Resigned on 30/06/2024)

### Registered office

No.1 Forbury Place  
43 Forbury Road  
Reading  
RG1 3JH  
United Kingdom

### Secretary

Helen McCombe

### Auditor

Ernst & Young LLP  
G1 5 George Square  
Glasgow  
G2 1DY

### Registered number

04094290

# Southern Electric Power Distribution plc

## Strategic Report

The Strategic Report sets out the main trends and factors underlying the development and performance of Southern Electric Power Distribution plc (the “Company”) during the year ended 31 March 2024, as well as those matters which are likely to affect its future development and performance.

### The business, its objectives and strategy

The Company is a wholly owned subsidiary of SSE plc (the “Group”). The Company’s immediate parent for the year ended 31 March 2024 was Scottish and Southern Energy Networks Distribution Limited (SSEN), having assumed control as immediate parent from Scottish and Southern Energy Power Distribution Limited (SSEPD) on 3 April 2023. Included within the SSEN Distribution group is sister company Scottish Hydro Electric Power Distribution plc (SHEPD). The Company distributes electricity to over 3.1 million (2023: 3.1 million) customers in the south of England. It currently has around 79,100 (2023: 79,000) kilometres of electricity mains on commission. The Company also provides electricity connections within the Company’s licensed area and owns and operates a number of out of area electricity networks in the rest of England & Wales.

The Company is the subject of incentive-based regulation by the industry regulator, the Office of Gas and Electricity Markets (Ofgem), which sets the allowed capital and operating expenditure, within a framework known as the price control. In broad terms, Ofgem seeks to strike the right balance between attracting investment in electricity networks, encouraging companies to operate the networks as efficiently as possible and ensuring that prices for customers are no higher than they need to be. Ofgem also places specific incentives on companies to improve their efficiency and quality of service. The Company has completed the first year of operating in the RIIO-ED2 (Revenue = Incentives + Innovation + Outputs) price control period and the Company remains focussed on executing the business plan, which lasts from 1 April 2023 to 31 March 2028.

While the Group’s original Net Zero Action Plan (NZAP) assumed a minority stake sale in the Company, the Group’s updated NZAP Plus plan now reflects the decision that retaining 100% of the Company is the right strategy at this time.

The Company’s strategy and main objectives are to:

- comply fully with all electricity network safety standards and environmental requirements;
- ensure that the electricity network is managed as efficiently as possible, including maintaining tight controls over operational expenditure;
- provide good performance in areas such as reliability of supply, customer service and innovation and thus earn additional incentive-based revenue under the various Ofgem schemes;
- deliver efficient and innovative capital expenditure programmes, so that the number and duration of power cuts experienced by customers is kept to a minimum;
- deliver targeted, net-zero driven network investment and renewal;
- engage constructively with the regulator, Ofgem, to secure regulatory outcomes that meet the needs of customers and investors; and
- engage with the wider networks industry and other stakeholders to define and implement the process of distribution companies moving to a Distribution System Operator (DSO) role.

### Business performance overview

The key performance indicators of the Company and the related performance during the year to 31 March 2024 were as follows:

<b>Financial / Operational</b>	<b>2024</b>	<b>2023</b>
Operating Profit - £m	<b>193.7</b>	252.7
Capital expenditure - £m	<b>397.6</b>	292.8
Regulated asset value (RAV) - £m	<b>3,506.8</b>	3,163.6

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Business performance overview *(continued)*

<b>Non-Financial / Management</b>	<b>2024</b>	<b>2023</b>
Customer Minutes Lost - number per customer	<b>58</b>	46
Customer Interruptions - number per 100 customers	<b>51</b>	44
Electricity distributed (TWh)	<b>29.8</b>	29.3

The Company's operating profit decreased by 23% to £193.7m in the year. The price control allowed revenue for 2023/24 is based on tariffs which were set in December 2021 and therefore over this period do not reflect the inflationary increases to the operating cost base since that date, which will be recovered in the 2024/25 financial year. As a result, the decrease in operating profit during the year principally reflects the increase in the operating cost base due to inflation, alongside higher network costs due to maintenance volumes.

The operating result also includes the impact of additional fault and repair costs as the business reacted to a year with ten named storms, as well as additional depreciation charges as the asset base expands under RIIO-ED2.

If in any year, Distribution Network Operator (DNO) companies' revenue is greater (over recovery) or lower (under recovery) than is allowed under the RIIO-ED2 price control, the difference is carried forward and the subsequent prices the companies may charge are adjusted. Under the regulatory framework, distribution tariffs are set 15 months in advance which means the over/under recovery built into tariffs is a forecast and will differ from the actual outturn. The difference is reflected in future tariff years meaning any difference in the 2023/24 forecast compared to actual will be fully unwound through revenue by 2026/27. The phasing of changes in tariffs and volumes between reporting periods has meant a £20.9m under-recovery in 2022/23 was replaced with a £111.5m under-recovery in 2023/24, which is primarily due to inflationary timing impacts as described above.

### Volume of electricity distributed

The total volume of electricity distributed by the Company during 2023/24 was 29.8TWh, compared with 29.3TWh in 2022/23. Under RIIO-ED2, the volume of electricity distributed does not affect the Company's overall allowed revenue. This only has an impact on the timing of revenue collection as any over or under recovery which arises as a result will not be fully unwound until 2026/27 as described above.

### Delivering for customers and investors under the incentive based framework

The year ended 31 March 2024 marked the first year of the RIIO-ED2 price control, and the Company continues to deliver significant changes to its operations, processes and standards to ensure the needs of its customers remain at the forefront of decision making throughout RIIO-ED2. It aims to be as efficient and effective as possible to earn returns that are fair to customers and shareholders alike, focusing on four key areas:

- Good performance in relation to incentives available within RIIO-ED2;
- Efficient delivery of capital investment;
- Focused delivery of regulatory outputs; and
- Maintaining a leadership position in innovation.

### Targeting performance in interruption incentives

Incentive performance remains a priority as the Company strives to deliver reliable network performance while supporting a positive customer experience. Targets for improving service levels for customers are set for the Company through the regulatory framework. Incentive rewards will typically be collected two years after they are earned. In RIIO-ED2, the ability to secure higher incentive returns has been tightened, compared with previous price controls. Within the Interruptions Incentive Scheme (IIS), SSEN is offered an incentive on its performance against the loss of electricity supply through the recording of the number of Customer Interruptions (CI) and Customer Minutes Lost (CML). These include planned, as well as unplanned, interruptions.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Targeting performance in interruption incentives *(continued)*

During the first year of RIIO-ED2, the Company's Customer Minutes Lost (CML) increased from 46 to 58 minutes per customer with Customer Interruptions (CI) increasing from 44 to 51 per 100 customers.

The Company incurred a penalty of £11.8m in 2023/24, which is in contrast to the incentive award of £0.9m received in 2022/23. This penalty arose from the introduction of tougher targets under the IIS compared to RIIO-ED1. In addition to this, adverse weather with record levels of rainfall had an impact on CI and CML performance. To put these figures in context, the Company's licence areas has been severely affected by several named storms, and significant investment in automation across network areas has had a tangible, positive impact on the Company's ability to reconfigure the system quickly and remotely, if a storm-related fault occurs. This, alongside cable replacement work to reinforce the network, has mitigated service interruptions in what has been an unsettled winter period.

As the Company's investment in network renewal and reinforcement increases, there is a need to initiate Planned Service Interruptions to enable the business to carry out the necessary works safely and efficiently. This investment will significantly improve the performance of the network.

### Delivering for customers and stakeholders

In 2023/24, the Company's total penalty awarded against the Customer Satisfaction Incentive was £3.5m, down £5.2m from the 2022/23 incentive reward of £1.7m. The Company continues to address network resilience through its capital and operational investment plans, including a Climate Resilience Strategy published as part of the RIIO-ED2 business plan. The Company continues to embed learnings from various named Storm incidents in the year, to ensure continued improvement in storm responses, as well as delivering consistent 'above and beyond' levels of service to our customers.

### Driving value from connections

Due to the impact of several external factors, reward from core connections incentives, which includes the time to connect customers incentive (TTC), fell to £0.2m for 2023/24. This is a decrease on performance last year, where the Company received an award of £0.4m.

### Operational delivery

Key to the successful delivery against any regulatory price control is efficient and focused capital investment, upgrading and expanding the infrastructure critical to support the net zero transition. In 2023/24, the Company continued its major capital investment programme, delivering significant improvements for customers and increasing Regulated Asset Value (RAV). During 2023/24, the Company's RAV additions in the electricity distribution network was £367.9m bringing the total RAV additions since the beginning of the RIIO-ED1 price control to over £2.0bn.

The Company is now well underway in delivering on the RIIO-ED2 business plan and continues to work closely with the regulator Ofgem to ensure the price control has the agility and flexibility required to keep pace with net zero requirements. The RIIO-ED2 price control began in April 2023 and will run until March 2028.

As part of its 'flexibility first' approach to network investment, the Company continues to secure flexible energy service contracts with the objective of powering an increasing amount of homes. This will increasingly play a vital role in supporting the delivery of a smarter electricity grid and a cost-effective transition to net zero.

Achieving the UK's net zero ambitions will require extensive electrification of heat and transport and it is crucial that the local electricity distribution networks act as an enabler not a constraint to this significant change. The Company strongly supports a

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Operational delivery *(continued)*

mechanism for strategic investment in flexible solutions or network reinforcement to enable a cost-effective transition to net zero for the households, businesses and communities it serves.

### Major Capital Investment

The Company delivered against a vast range of projects in the South network regions in RIIO-ED1 which has accelerated in the RIIO-ED2 period thus far, delivering significant improvements for customers and supporting future earnings through RAV growth.

In FY24, capital expenditure has increased to £397.6m. This compares to £292.8m in 2022/23. In the past year, a new contracting system with three partners has been implemented. A £1bn programme of investment, representing 25% of the total ED2 figure, is under way following the largest contract awards issued by the Company. Three UK companies, Keltbray Energy Ltd, OCU Services Ltd and The Clancy Group Ltd, are each responsible for a regional delivery zone. This new approach is reducing supply chain risk in delivering upgrades to the network in support of SSEs Net Zero Acceleration Plan and is expected to deliver material efficiency benefits for customers through a collaborative approach to project delivery. The joint regional delivery teams are now mobilised to accelerate the programme of capital delivery, including creating capacity for more connections.

### Global events

Whilst the UK energy market has continued to observe volatility throughout the 2023/2024 period, there have been notable improvements from the prior year. Ofgem continues to have provisions in place to ensure continuity of supply to customers of failed suppliers through the Supplier of Last Resort (SoLR) process. As a DNO, the Company is required to make Last Resort Supplier Payments (LRSP) to Suppliers of Last Resort to cover the cost of acquiring customers from failed suppliers. These additional costs will be recovered through tariff charges.

### Growth Opportunities for RIIO-ED2

The Company's RIIO-ED2 Business Plan, published under the brand SSEN Distribution in conjunction with sister company SHEPD, is a core component of the Group's NZAP Plus and the business is well underway in delivering on this. The RIIO-ED2 regulatory price control for 2023-2028 is an important step on the road to net zero and throughout the past year the Company has worked to reach a settlement that balances the needs of customers and the environment.

The Final Determination from Ofgem has provided the Company with a proposed total base expenditure of £3.6bn over the RIIO-ED2 period, an uplift of over 22% on the equivalent period in RIIO-ED1, including potential additional investment opportunities of up to £0.7bn over the period through uncertainty and other volume driver mechanisms. This will include investment to satisfy new demand and generation growth.

The year to 31 March 2024 saw SEPD, alongside its sister company, SHEPD, trigger its first uncertainty mechanism, with Ofgem approving additional funding for cyber security following a submission in April 2023. A further submission was made in the October 2023 reopener window and is awaiting Ofgem's determination.

The Company continues to work proactively with its stakeholders and the regulator to prepare robust, evidence-based submissions for a range of uncertainty mechanisms which were triggered in January 2024. These include a request of £13.5m (for both SEPD and SHEPD) for an investment programme to enhance network resilience following the impact of Storm Arwen. Consultations and decision on these reopeners are still to take place. Looking further ahead to load-related uncertainty mechanisms which will open for submissions in January 2025, the Company is leading the way in taking a 'Net Zero First' approach to investment in distribution infrastructure to meet future generation and demand needs.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Growth Opportunities for RIIO-ED2 *(continued)*

Titled 'Powering Communities to Net Zero' the RIIO-ED2 business plan sets out six clear stakeholder-led goals that the Company will deliver for customers and communities, alongside its sister company, SHEPD, by 2028:

- Reduce the frequency and duration of unplanned power interruptions by 20%;
- Create a foundation for net zero by investing £1bn in strategic resilience across its networks;
- Achieve a customer satisfaction score of 9.2 or more (out of 10) in every customer contact area;
- Support 200,000 customers in vulnerable situations with targeted fuel poverty, personal resilience and energy efficiency measures;
- Facilitate the connection of an additional 1.3 million electric vehicles and 800,000 heat pumps; and
- Reduce its business carbon footprint by at least 35%.

The business plan was stakeholder-led, with more than 25,000 people having a say in its development. It opens the way for significant investment in local network infrastructure that will accelerate decarbonisation of streets and homes; improve reliability and services for customers; and build the smart, flexible network of the future. While the original plan contained 64 outputs, the Final Determination reduced the funding in the core plan by around 12%. This required a recalibration of what the business can deliver and further extensive engagement with affected stakeholders on the likely impacts. This follow-up engagement included detail of Uncertainty Mechanisms (UMs) that will enable the Company to further invest in the network to facilitate growing net zero ambitions.

### Accelerating Connections

With the transition to net zero gathering pace, the Company is seeing a significant rise in the uptake of low-carbon technologies, particularly EV charge points, heat pumps, and battery storage. The Company alongside sister company SHEPD, goal is to facilitate the connection of around two million EVs and one million heat pumps by 2030.

The growth in the take-up of low carbon technologies is needed in order to get to net zero, and demand is increasing sharply; there has been a 13-fold increase in the number of electric vehicles connected in the past six years. In addition to more demand-side connections to the network, an increasing number of generation projects like solar and battery are seeking to connect too. SSEN Distribution is working with transmission companies, National Grid Electricity System Operator ("NGESO"), and other DNOs to modernise the connections system to connect more projects which are ready, while also reducing the impact of 'first come, first served' queueing.

SEPD's strong support for net zero planning at a local level, is also borne out by its proactive relationships with local authorities. This is epitomised by SEPD's sector-leading Local Energy Net Zero Accelerator (LENZA) Tool. LENZA is a geospatial planning tool, which empowers local authorities to make effective, efficient net-zero plans. It's designed to bring together a range of datasets, including SSEN's network data, to assist with strategic energy planning, and ensure that local plans are incorporated into SEPD's longer-term strategic network investment. LENZA also provides SEPD with the robust evidence for regulatory funding of future investment. SSEN has onboarded more than half the applicable local authorities in how to use this tool. LENZA complements SEPD's support for local authorities in developing their own Local Area Energy Planning programmes.

In west London, SEPD and National Grid – in partnership with Electricity System Operator and Greater London Authority – have devised innovative solutions to unlocking electricity network capacity. By enabling ramped connections that deliver increased electricity supply over time, housing developments in parts of the London boroughs of Hounslow, Hillingdon and Ealing have had their connection dates brought forward. This means that project developments totalling 7,800 homes have had their connection dates accelerated.



# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### **Empowering local investment and growing flexibility**

Insights are now being used to facilitate extensive engagement with local authorities and stakeholders to support local net zero planning. This includes collaborative work with the Isle of Wight Council and local generators to produce a first-of-its-kind local net zero island study, which has identified core network development needed to unlock renewables and meet future demands. This provides a robust case to unlock further investment through uncertainty mechanisms early in the price control.

The Company is also increasing tendering its flexibility services in areas where localised high demand can be offset to extend overall network capacity. The Company's RIIO-ED2 Distribution System Operator Strategy targets delivery of 5GW in flexible services and 3.7GW of flexible connections by 2028. Overall, the Company alongside sister company SHEPD, will invest around £70m in DSO capabilities in the five-year period, enabling greater consumer take-up of low-carbon technologies while delivering an estimated £460m of benefits through deferred reinforcement and avoided capital expenditure.

The Company alongside sister company SHEPD is at the forefront of sector-wide development around smart, flexible, electricity systems. Over the past year, it has published detailed plans for how its Distribution System Operations (DSO) will operate. These plans are based on the Company's 'Smart, Fair, Now' principles, committing it to developing the smart electricity system of the future, in a way that's fair for all users, quickly.

Over the past few months, the DSO team have been following through on its overarching action plan with details on how and why decisions will be made, on the flexibility roadmap for between now and the end of the decade, on how data will be responsibly harnessed to make the electricity system smarter, and about how the network will develop through capital investment, and the efficient use of Flexibility Services. On a practical level, the Company continues to increase the tendering of Flexibility Services in areas where localised high demand can be offset to extend overall network capacity. During 2023/24, the Company, together with its sister company SHEPD contracted 703MW of flexibility services for dispatch in ED2, and our network-wide call for flexibility is targeting a total of 5GW of flexible capacity by end of RIIO-ED2.

### **Building a Workforce for the Future**

With the Company now well underway in the RIIO-ED2 price control period, the Company has increased its workforce materially as it delivers the infrastructure required for net zero, safely, efficiently and in line with customers' expectations. The Company continues to increase its graduate and trainee engineer intake each year, with specific pipelines for digital skills, alignment to and a focus on recruiting for difference, including neurodiversity. The Company's immediate parent SSE PLC have invested a total of £32m in learning and development and pipeline programmes, compared to £23.3m in the previous year. Further, the number of people on SSE's pipeline programmes increased by 36% compared to the previous year.

### **Electricity Distribution priorities**

The Company's priorities in 2024/25 and beyond are to:

- operate safely and meet all compliance requirements;
- provide an excellent service to all customers who rely on their networks and related services;
- deliver required outputs while maintaining tight controls over expenditure;
- maintain good progress in the safe delivery of new assets;
- progress innovations that will improve network reliability, efficiency and customer service and inform industry-wide improvements;
- develop and maintain effective stakeholder relationships and conduct constructive engagement with regulators and legislators, advocating clarity and stability in the regulatory framework including delivering on RIIO-ED2; and
- progress the transition towards operating in a DSO environment.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Values and responsibilities

The Group and Company believe that the behaviours and culture of an organisation should be guided by its values, and that an organisation's values should be at its core. The Group has six core values which seek to bind the behaviour and attitude of its employees and those it works with. They are:

- Safety: If it's not safe, we don't do it;
- Service: We are a company customers can rely on;
- Efficiency: We focus on what matters;
- Sustainability: We do things responsibly to add long-term value;
- Excellence: We continually improve the way we do things; and
- Teamwork: We work together, respect each other and make a difference.

### Factors affecting the business

The Company is responsible for managing the electricity distribution network in the licensed Ridgeway, South East, Thames Valley and Wessex regions in the south of England. The Company also operates electricity connections within a number of out of area electricity networks in the rest of England. Distribution of electricity within specified areas is a monopoly activity and the level of allowed revenue for the use of the system is closely regulated by Ofgem, as is the level of investment made.

Against this background, the Company's objective is to manage the consequences of the change in demand for electricity, changes to the generation mix and to ensure the network has the minimum number of faults and the maximum robustness in the face of severe weather and other supply interruption risks.

Other factors which would affect the longer-term performance of the business would include the macroeconomic situation and impact on the Company's funding costs, and the performance of the Company and its contractors on delivery of capital projects. The former is addressed by the Group's treasury policies to ensure that appropriate funding is available to the business. The latter is addressed by use of the Group's Large Capital Project (LCP) Governance Framework which is designed to ensure projects are governed, developed, approved and executed in an effective manner. All significant capital projects are governed by this framework.

### Understanding and managing our principal risks

To help ensure it is able to provide the energy people need and deliver value over the long term, the Group has continued to develop its Risk Management Framework, including its Principal Risks and its Risk Appetite Statement. For further detail on how the Group manages risk, see the published SSE Group Risk Report and the Risk Management Frameworks section in the SSE plc Annual Report ([www.sse.com](http://www.sse.com)).

The Group Risk Management Policy requires the Managing Director of each Business Unit to implement a Divisional Risk Approach to support their business in identifying, understanding and managing its key risks. Each division carries out an annual Assurance Evaluation with key Group policies, with the output and any areas of required improvement reported to the Group's Chief Executive.

The risks faced by the Company have been considered by the Board during the financial year. These have been reviewed in line with the Group's approach to risk. Risk workshops have been attended by the Distribution Executive Committee and Company's Board members during the year in order to aid identification of the risks specific to the business. As a result of this process, the main risks were identified which have the potential to threaten the business model, future performance, solvency or liquidity of the Company. An overview of these risks and the mitigating actions are as follows:

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## Strategic Report *(continued)*

### Understanding and managing our principal risks *(continued)*

- **Safety, Health and Environment** – The Company’s operations are in many cases undertaken in hazardous environments and involve working with high voltage electricity in a wide variety of locations. Some of our operations require the storage of a significant volume of fuel, oil and other chemicals, and any uncontrolled release of these could result in injury to our staff, contractors or members of the public and damage to the environment. Safety is the number one value and priority for the Group and Company. There is a Safety Management System in place to support people at work and ensure their safety and significant focus on both technical and behavioural safety training. In addition, crisis management and business continuity plans are in place to manage and recover from any significant events.
- **Political and Regulatory Change** – Our business continues to be subject to political, regulatory and legislative demands and changes. The Political and Regulatory Engagement Policy is supported by a Communication, Regulation and Stakeholder Engagement Directorate which directly manages the political engagement for the Company with key political stakeholders, while maintaining a healthy and ongoing relationship with the regulator.
- **Legislative and Regulatory Compliance** – Regulation, legislation and compliance affecting the Company is complex and fast-moving. Changes, either explicit or indirect, can lead to additional obligations and can have a significant effect on the profitability of the Company’s asset base. This risk is mitigated jointly by the Company management and staff along with the Group’s dedicated Corporate Affairs, Regulation, Legal and Compliance departments which provide advice to the Company on the interpretation of political and regulatory change. The Company’s regulatory obligations are reported in accordance with the Regulatory Instructions and Guidance (RIGs) and Data Assurance license conditions which have a substantial governance regime behind each submission. In addition, there is proactive engagement with regulators, politicians, officials and other stakeholders on these issues.
- **Network Delivery and Operational Management** – The Company has an obligation to maintain and enhance its network and ensure its resilience. Failure to manage the operational network performance where external factors can affect operability that may result in loss of supply, customer dissatisfaction and regulatory penalties. A robust asset management and quality assurance process is in place to ensure that equipment is of the correct standard and specification to provide a safe, efficient and reliable network now and in the future. The impact of adverse weather on our network infrastructure is an annual event and due to the ongoing impact of global climate change, it is anticipated that the volume and impact of these events will increase. The Company has many years’ experience in dealing with these events and there is significant effort directed to forecasting such events and ensuring that there are plans in place to deal with them, both in the control room and in the field. This involves early deployment of staff to potentially affected areas and ensuring sufficient staff and other resources are available to effectively deal with any disruption.
- **Cyber Security Resilience** - With the increased incidence of cyber-attacks over recent years there is a risk to the Company’s key systems and, as a result, the infrastructure network could be compromised or rendered unavailable. To mitigate this risk, the Group and Company are investing in a long-term security programme including liaising with relevant external stakeholders, maintaining business continuity plans and disaster recovery sites, and ensuring staff awareness of IT security issues and their importance.
- **Network Engineering and Asset Management** – The Company continues to manage the ever changing demands placed on Network assets. Failure to monitor and understand network asset health conditions could compromise the targeted investment strategy, resulting in a decline of network performance with resulting penalties and reputational damage. It is critical that these projects are delivered on time, on budget and to a high standard given the long-term nature of the business. The Investment Management Framework facilitates for the robust evaluation of every decision based on safety and environment, costs, risks and performance implications over the whole asset lifecycle. Clear roles and responsibilities are established within asset management, the technical design authority and the Electricity Distribution sub-committee which oversees the investment plan. The roll-out of continuous staff training programmes on network data management offers further support.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Understanding and managing our principal risks *(continued)*

- **Financial Management** – The Company continues to manage the risk of exposure to fraud, bribery and corruption. The Company has in place sufficient financial and procurement controls which can support the use of a complex global supply chain. The Financial team actively mitigates this risk through the design and implementation of strengthened controls within the business, while mandatory Fraud, Bribery, Corruption and Financial Sanctions training is required of all staff. In addition to this, the Company has a presence on the Group Anti-Financial Crime Steering Group, which involves periodic submissions on Corruption and Anti-Financial crime.
- **Customer Safety and Relationship Management** – The Company continues to manage and meet Customer and third party expectations, including Asset Owners, Retail Group and local authorities, in order to prevent customer and stakeholder dissatisfaction and associated reputational and financial loss. The Company mitigates this risk through the work of Stakeholder advisory panels, local and community resilience plans and continuous training for customer facing staff. Regional engagement roles and relationships are established within the Company's communities, while a Stakeholder mapping and vulnerability tool has been established to support customer requirements.
- **Change Transformation** – The energy industry is undergoing constant technological and regulatory change. It is important that the Company is able to stay at the forefront of the industry by identifying emerging trends and developing strategies to exploit competitive opportunities. Through the RIIO-ED1 settlement and now progressing through RIIO-ED2, the Company has proposed significant reductions in the overall cost and improvements in the standard of service that customers can expect to receive. To deliver this successfully, the Company will continue to transform the business and people, delivering major cost efficiencies, new IT systems and improvements in customer service. The Company has in place a RIIO-ED2 blueprint and a Change Delivery Project Team to aid this, while maintaining strong governance processes and procedures at Board and Leadership team levels to monitor the transformation process.
- **People and Culture** - In order to support a strong business culture which meets the demands of the customer focused delivery model, the Company must continue to attract, develop and retain a skilled workforce. In order to mitigate the risk of failing to attract talent, the Company continues to enforce a People Strategy which delivers on highlighting the value in attracting an inclusive and diverse workforce. Through the Networks People Sub Committee and its continuous management of talent and execution of an effective recruitment strategy, the operating model will continue to achieve high performance whilst maintaining an inclusive culture.
- **Sustainability** - The Company continues to transition the network to a flexible system which can accommodate international climate and government net zero carbon economy goals. Ambitious targets in respect of electric vehicles and smarter electricity systems usage inevitably increase expectations of investors and stakeholders. The Company business strategy remains firm and has hardwired the transition to net zero to its core, building the assets, infrastructure and services to help achieve decarbonisation. The Distribution Executive Committee continues to work to identify, quantify and articulate social and environmental impacts in a way that generates value for society whilst ensuring the network does not fail to achieve the targets set.

### Non-Financial and Sustainability Information Statement (NFSIS)

The Company is exempt from the requirement to produce a NFSIS under the Companies Act 2006, as it is included in the consolidated Group NFSIS available on page 108 of the Group's Annual Report. Under the amendments to sections 414C, 414CA and 414CB of the Companies Act 2006 in relation to Climate-related Financial Disclosure in the Strategic Report, the Company is exempt from making disclosures as it is a wholly owned subsidiary of SSE plc. The consolidated Task Force on Climate Related Disclosures ("TCFD"), are available on pages 98 to 105 of the Group's 2023/24 Annual Report, available at [www.sse.com](http://www.sse.com).

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Section 172(1) Statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In furtherance of this, section 172 requires a director to have regard amongst other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the Company's employees;
- need to foster the Company's business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and environment;
- desirability of the Company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the Company.

In discharging their section 172 duties, the Directors of the Company, have regard to the factors set out above. They also have regard to other factors which they consider relevant to the decision being made. Those factors, for example, include the Company's applicable regulatory and legal obligations.

The Directors acknowledge that every decision will not necessarily result in a positive outcome for all of the Company's stakeholders. However, by considering the Company's purpose and values, together with its strategic priorities, and having agreed processes in place for decision-making, they do aim to ensure that decisions are consistent and appropriate in all circumstances. Details of the mechanisms which are in place to assist the Directors in understanding relevant views, including how these have been considered during the year, are set out below.

As is normal for large companies, authority for day-to-day management of the Company is delegated to senior management, with the setting and oversight of business strategy and related policies remaining the responsibility of the Directors. The Company's statement on its corporate governance arrangements sets out further details of how this is governed within the SSE Group and the Company.

The Company is represented by the Directors on the Distribution Executive Committee which reviews health and safety, financial and operational performance and legal and regulatory compliance at every meeting, in addition to other pertinent areas over the course of the financial year, including:

- the Company's business strategy;
- key risks;
- stakeholder-related matters;
- diversity and inclusion;
- environmental matters;
- corporate responsibility; and
- governance, compliance and legal matters.

This is done through the consideration and discussion of reports which are sent in advance of each meeting and through presentations to the Distribution Executive Committee. In accordance with the Company's governance framework, the Board of Directors review the health and safety, financial and operational performance, and legal and regulatory compliance throughout the financial year. Some decisions are reserved matters for the Group Board of Directors as stipulated within the governance framework for the Company.

The strategic and operational priorities of the Company are compared to its long-term targets and obligations to shareholders, the regulatory framework for which it is governed by, and the contribution to society and other key stakeholders. The nature of the Company's principal activity is to invest, maintain and operate the electricity network in the south of England which means it actively engages and promotes societal welfare. The investment in electricity distribution assets is to improve network resilience, reduce faults, and improve network reliability for the benefit of society. Additionally, there has been significant investment in the distribution network infrastructure to facilitate the continued drive towards the electrification of transport and heat. This supports the governments net zero emissions targets which benefits society as a whole. The Company continues to advocate for investment in line with the RII0-ED2 business plan.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Section 172(1) Statement *(continued)*

In line with the above, the Distribution Executive Committee, during the financial year, approved several capital investment projects to proceed to full construction as set out in the Company's Financial Authorisation Policy. This included specific projects that required further financial approval by the Company's Board of Directors as well as those that required financial approval by the Group Board of Directors. This included the required investment to ready the network for net zero, considerate of stakeholder requirements whilst ensuring reliability and efficiency of delivery.

### Stakeholder engagement

The Company's stakeholders are people, communities and organisations with an interest or concern in its purpose, strategy, operations and actions, and who may be affected by them. This includes: shareholders and debt providers; employees; government and regulators; NGOs (non-governmental organisations), communities and civil society; suppliers, contractors and partners; and customers. The perspectives, insights and opinions of stakeholders are recognised as a key factor in the relevant operational, investment and business decisions taken by the Company and its Directors, to ensure that as a whole they are more robust and sustainable.

While there are cases where the Directors may judge it appropriate to engage directly with certain stakeholder groups, the size and spread of both the Company's stakeholders and those of the Group, of which the Company sits within, means that stakeholder engagement takes place at many different levels. This includes at Group level, business unit level, company level and operational level. This holistic approach avoids operating in isolation and allows a broader representation and deeper understanding of all stakeholder views and contributes towards a greater outcome for business, environmental, social and governance matters.

If the UK is to fully decarbonise the economy by 2050, this will require both a significant increase in electricity demand and a fundamental shift in the way it is consumed as millions more electric vehicles, hundreds of thousands of heat pumps and embedded generation and storage come onto the system in the coming years. That means the Company's distribution network has a critical role to play and RII0-ED2 price control period and will remain key to unlocking the strategic, anticipatory investment required to deliver the resilience, flexibility and responsiveness required.

The Company has consulted extensively with all stakeholders to build a robust and compelling business plan and there is excitement about the role the Company can play in the transformation journey that lies ahead.

The Company continues to adapt and seek improved engagement opportunities with customers, suppliers and other key stakeholders. In doing so, the Company also adheres to the Group's wider stakeholder engagement strategy. For more information regarding the Group's approach to stakeholder engagement, please see the 2023/24 Annual Report available at [www.sse.com](http://www.sse.com).

### Employees

The Group and the Company's strategy includes being a great place to work, providing an inclusive, fulfilling and high-performing workplace. This means maintaining a healthy business culture; adopting a responsible approach to employee relations; providing good employee benefits; and enabling people to develop their careers.

Safety remains as the Group and the Company's first priority with the objective that 'everyone gets home safe'. The Group and Company continue to prioritise safety and health through immersive safety training programmes, together with the ongoing provision of a Health Hub available to all employees. Through this free of charge service, employees and their immediate families can access 24/7 GP consultations and other health related advice. A programme in partnership with the British Heart Foundation on cardiovascular assessments was also introduced and will continue into 2024/25.

The Group and Company has emphasised the importance of parity of focus between mental and physical health, with initiatives including mental health and wellbeing programmes, and trained a number of employees as Mental Health First Aiders. Initiatives to support employees' physical and mental health continue to be provided through Nuffield, SSE's Employee Assistance Programme and Thrive.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Stakeholder engagement *(continued)*

#### ***Employees (continued)***

The innovative solutions required to deliver net zero need a workforce with diverse perspectives, different experiences, and new skills. Over 2023/24, the Group and the Company has placed an emphasis on inclusion and diversity, recognising that this is an essential driver to deliver net zero in a way that is fair and affordable.

The Group and the Company have a range of employment policies which clearly detail the standards, processes, expectations and responsibilities of its people and the organisation. These policies were in place for the duration of the year, and are designed to ensure that everyone, including those with existing or new disabilities and people of all backgrounds, are dealt with in an inclusive and fair way from the recruiting process on through their career. This includes access to appropriate training, development opportunities and job progression. Further details of this approach can be found on the 2023/24 Annual Report, available at [www.sse.com](http://www.sse.com).

#### ***Rewarding employee contribution***

Employees at all levels within the Group are measured against the same framework, and the formal bi-annual performance review sessions are designed to feedback to employees on their performance as well as provide structured career conversations which encourage employees to think about their opportunities for personal and professional development. The Group's well-established approach to performance management has a structured framework which assesses employee performance against individual agreed objectives as well as alignment to the core values of Safety, Service, Efficiency, Sustainability, Excellence and Teamwork.

The Group and Company offer a wide range of employee benefits. As well as contractual benefits determined by factors such as seniority and length of service, including a company car/allowance and private medical insurance, the Group offers a comprehensive suite of non-contractual voluntary benefits to all employees. The Company also offers all-employee flexible working arrangements, share plans, 21 weeks of fully paid maternity leave, health benefits, gym membership, childcare vouchers, a holiday purchase scheme, cycle-to-work schemes, salary sacrifice low emissions car scheme and technology loans.

#### ***Employee participation***

The Group's long-established teamwork value has been an enduring value that guides employees in their day-to-day working lives. The Group ran the annual All-employee survey which had an engagement score of 85% for 23/24 period (2023: 84%). The results are viewed as representative of the majority of employee voices and shape the cultural agenda, ensuring that employee sentiment is considered in all key decision making.

The Group and Company engages with all employees through a combination of engagement methods which encourage two-way dialogue between the Board and employees. These include face-to-face discussions at meetings, site visits, and attendance at employee events.

The Group and Company has continued to use virtual engagement platforms to connect with a larger audience and this has remained a key part of the engagement strategy providing simultaneous access to a diverse audience of roles and locations. The adoption of a diverse range of listening channels continues to support the principle that everyone in the Group should have a voice and is consistent with employee feedback surrounding the benefit of multiple platforms through which to raise areas of interest or concern. In turn, it supports the Board in gathering a fair and representative view of the issues which are important to employees and builds an appreciation of how these may differ by geography, business area, role, and individual circumstances.

Exit surveys aligned to the Group and the Company's overall approach to gathering employee engagement insights through its employee engagement survey, allows a comparison of top/bottom scoring answers for ex-employee sentiment. The results are enabling the Group and the Company to gather meaningful and robust insights into why people leave, informing actions which aim to improve the employee experience.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### **Stakeholder engagement *(continued)***

#### ***Employee participation (continued)***

The views of Company employees, as gathered through the Group survey, are reviewed at business unit level by the Distribution Executive Committee. This data is supplemented by monthly KPIs, tailored business unit led engagement and the work of the Group's dedicated non-Executive Director for Employee Engagement, who provides feedback to the Managing Director of each business unit following relevant engagement. The Company also undertakes a standalone engagement survey for employees which performed well and for which there is a clear time-bound action plan to delivery improvements in employee engagement. People strategies and action plans to address employee views are developed and overseen by the Distribution Executive Committee in response to feedback received.

#### ***Customers***

The Company has a well-established customer engagement channel to ensure the perspectives of all customers are considered. A significant part of the Company's engagement with the government and the regulator relates to the maintenance and development of reliable and sustainable electricity networks for the benefit of customers, whilst also delivering value for money.

The Company also continuously considers assurances over affordable and accessible energy, providing a quality customer service as well as the responsiveness to vulnerable customers in need. One of the Company's primary aims during the RIIO-ED2 price control period (2023-2028), is to maintain its commitments to providing a first-class service at a fair price to its customers whilst meeting its key objective in providing a reliable supply of electricity throughout the network.

The Company supports vulnerable customers through encouraging customers in need to sign up to its Priority Services Register (PSR), aiming to provide priority customer service to those on the register during unplanned power outages. It is therefore critical that the Register is comprehensive, accurate and captures all those in need. The PSR initiative also collaborates with emergency services and local authorities to provide extra support to those who are on the register. In 2023/24, the number of customers on the PSR was 740,203.

The Company is at the forefront of enabling net zero at a local level, operating the electricity distribution network that will facilitate new forms of heating, battery storage and many more electric vehicles. Together with sister company SHEPD, the Company works to enable the net zero transition at a local level, at the same time as ensuring customers have secure and reliable energy.

The Directors continue to monitor overall business direction and customer performance to ensure delivery of an appropriate level of service and investment.

#### ***Suppliers, contractors and partners***

The Company continues to work closely with suppliers to ensure its values on issues such as environmental protection, safety and modern slavery are upheld throughout its supply chain. As the Company integrates climate action alongside its core business strategy and operations, the Company recognises that a key stakeholder in reaching its objectives are its suppliers.

As such, the Company is adopting an approach through effective leadership to collaborate with stakeholders along the supply chain to accelerate ambitions towards its sustainability goals and values. Material considerations include assurances that social and environmental impacts are managed and mitigated, as well as ensuring innovation relating to the project design and delivery supports the Company in the drive to net-zero transition.

In order to ensure that there has been adequate engagement in fostering the Company's business relationships with suppliers, customers and other relevant parties', representations are made on a regular basis at business unit level by business partners which represent the areas of Procurement, Corporate Affairs and Legal within the Company. Such representations are designed to inform the Directors of the current nature of the relationship, the strategic significance that the relationship offers to support the objectives of the business and the prospects or issues associated with the continued fostering of the relationship.



# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Stakeholder engagement *(continued)*

#### ***Suppliers, contractors and partners (continued)***

The Company facilitates value-adding conversations on subjects like innovation and future growth whilst ensuring relationships are maintained at all levels, from project teams on the front line through to senior management and Directors. To ensure high operational standards, onsite training is held for contractors and quality and health and safety audits are undertaken by the Group. Given the rise in contractor hours worked in SSE's current growth phase, there is a need for a strategy that builds stronger, more collaborative relationships with supply chain partners to keep everyone safe. The Group formed a new central Contractor Safety Team in early 2023, supported by dedicated Contractor Managers and Assurance Auditors to improve contractor safety performance.

Over the course of 2023/24, a core focus of the Contractor Safety Team was on large capital projects, which is an area where most of SSE's capital and construction activity is taking place. This focus has brought about continued improvement across large capital projects with a reduction in severity of incidents recorded. In November 2023, SSE also held its first Safer Together contractor event, attended by over 130 contractor partners, to talk about how it can collaborate more with contractors on safety.

A joined-up, collaborative approach between government, industry and society is required in 2024/25 and beyond to build sustainable homegrown supply chains to service growth in demand and unlock economic opportunity in all regions.

The Company does not have any energy supply contracts with Russian counterparties, nor will the Company seek Russian counterparty agreements in light of the ongoing Ukraine conflict.

#### ***Government and regulators***

During 2023/24, the Company continued to extensively liaise with regulatory officials and responded to all material regulatory consultations, with dedicated teams working to communicate business strategy and investment decisions. The Company continues to take an active role in the development of regulations and policies which impact upon the Company and its customers. The Directors continue to monitor engagement activity and responses to regulators to ensure that strategic, financial, investment and operating frameworks remain aligned to the external landscape.

#### ***Communities***

One of the Company's sustainability ambitions, guided by the pillars of the United Nations Sustainable Development Goals (SDGs), is to serve public interest through several key commitments, thus positively impacting local communities. The commitments that relate strongly to communities include:

- Maintaining a safe, reliable and resilient network evidently through investing in upgrades throughout the RIIO-ED2 price control period; and
- Contributing to reputable work and economic growth through creating skilled and sustainable jobs, thus significantly working towards the SDG involving "Decent Work and Economic Growth" by fair and just means, in hope of providing opportunities for local communities.

The Company also provided enhanced restoration support to customers and worked hard to deliver thousands of hot meals and supported hundreds of referrals for its Priority Service Register customers in its storm response.

#### ***Environment***

The Group and the Company continue to step up their efforts in supporting the UK and Scottish Government in achieving global climate goals by working towards a refreshed set of Group business goals for 2030 where sustainability lies at the core of its business. The Company strives to lead an evolving system to support renewable energy generated locally through its flexible electricity networks. This shift provides a plethora of exciting opportunities that involve diverse communities and stakeholders at the heart of the net zero transition through decarbonisation.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Stakeholder engagement *(continued)*

#### **Environment *(continued)***

The Company is committed to delivering Biodiversity Net Gain by 2025 on all onshore large capital projects in the UK and this target is part of the RIIO-ED2 business plan.

The Company's key environmental sustainability milestone is being the first UK DNO to set science-based targets to decarbonisation in-line with the Paris Agreement by limiting global warming to 1.5 degrees Celsius above pre-industrial levels. The Company also delivers projects that aim to contribute positively towards biodiversity and prevent negative environmental impact.

Moving forward with the Group's strengthened 2030 business goals, the Company believes that its efforts in contributing towards the Group's goals of cutting carbon intensity by 80%, increasing renewable energy output by five times, enabling low-carbon generation and demand as well as championing a fair and just energy transition will benefit its stakeholders, society, the environment and the economy in the long run whilst accelerating Net Zero targets. More information on the Group's approach to managing our environmental impact can be found in the 2024/25 Annual Report, available at [www.sse.com](http://www.sse.com).

As part of the climate metric in relation to the Greenhouse Gas (GHG) emissions the Company is exempt from making disclosures in line with the Streamlined Energy and Carbon Reporting ('SECR') requirements as it is a wholly owned subsidiary of SSE plc. The consolidated disclosures can be found in the 2023/24 Annual Report, available at [www.sse.com](http://www.sse.com).

#### **Internal control**

The Group's Audit Committee performs a review of the effectiveness of the system of internal control annually across the Group. This covers all material controls including financial, operational and compliance controls.

During the year, the Committee received an update at each meeting from the project team covering legislative and regulatory developments, progress on implementation and validation of Finance and IT controls, and the change programme to support the Company's adoption of the new framework from 1 April 2025. Following the Committee's review and recommendation, the Board agreed that SSE's System of Internal Control (including risk management) continues to be effective. This was in accordance with the requirements of the FRC Guidance on Risk Management, Internal Control and related Financial and Business Reporting.

Considering continuous improvement actions, the Board also confirms that no significant failings or weaknesses have been identified during the financial year. Processes are in place to ensure that necessary action is taken and progress is monitored where areas for improvement have been identified.

The Directors of the Company acknowledge that they have responsibility for the Company's systems of internal control and risk management and for monitoring their effectiveness. The purpose of these systems is to manage, rather than eliminate, the risk of failure to achieve business objectives, and provide reasonable assurance as to the quality of management information and to maintain proper control over the income, expenditure, assets, and liabilities of the Company.

No system of control can, however, provide absolute assurance against material misstatement or loss. Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business, to the materiality of the risks inherent in the business, and to the relative costs and benefits of implementing specific controls. This process is regularly reviewed by the Board and has been in place for the whole year.

#### **Key contractual arrangements**

The Directors consider the Service Level Agreement in place between the Company and SSE Services plc for the provision of corporate services to be essential for the continuance of the Company's operations in the short-to-medium term. Due to the fact that it is provided by a fellow subsidiary of the Group, the risk of this contract being terminated is low.

There are a number of contracts with both internal and external parties for the provision of services to maintain and develop the Company's distribution network. It is not believed that any of these contracts are of sufficient size or concentration to result in a dependence on any one external supplier.

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### Operational resources available

The Company has 2,517 employees which it calls on to maintain its distribution network and carry out investment in future developments. The Company also draws upon Group shared services covering central functions such as finance, HR, regulation, health and safety, company secretarial and insurance services. All such services are provided under an appropriate Service Level Agreement.

In addition to these employees, the services of key contractors are called upon in a number of large capital projects to ensure that these projects are delivered on time and on budget.

### Capital structure

The Company regards its capital as comprising its equity, cash and borrowings. Its objective in managing capital is to maintain a strong balance sheet and credit rating so as to maintain investor, creditor and market confidence and to sustain future development of the business.

### Treasury policy, objectives and financial risk management

The Group's treasury policy is designed to be prudent and flexible. In line with that, cash from operations is first used to finance regulatory and maintenance capital expenditure and then dividend payments, with capital and investment expenditure for growth generally financed by a combination of cash from operations; bank borrowings and bond issuance.

Exposure to currency and interest rate risk arises in the normal course of the Company's business. Derivative financial instruments are entered into to hedge exposure to these risks. 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 in note 20.

The Company's financial risk is managed as part of the wider Group risk management policy. For more information regarding the Group's approach to financial risk management, please see the 2023/24 Annual Report available at [www.sse.com](http://www.sse.com).

### Liquidity, borrowings and financial resources available

The Group's Treasury function acts on behalf of the Company and is responsible for managing the banking and liquidity requirements of the Group, risk management relating to interest rate and foreign exchange exposures and managing the credit risk relating to the banking counterparties with which it transacts. Short term liquidity is reviewed daily by Treasury, while the longer-term liquidity position is reviewed on a regular basis by the Board. The department's operations are governed by policies determined by the Board and any breaches of these policies are reported to the Tax and Treasury Committee and Audit Committee.

As part of the Group, the Company has significant resources which it can draw upon to meet its service commitments. The Company benefits from Group-wide treasury management functions in order to provide adequate financing, with committed bank facilities of £3.5bn as at 31 March 2024 and undrawn facilities totalling £2.5bn available to the Group at 31 March 2024 of which £1.75bn could be made available to the Company if required. These facilities are:

- a £1.3bn revolving credit facility for SSE plc maturing March 2026 (2023: £1.3bn);
- a £0.2bn bilateral facility for SSE plc maturing October 2026 (2023: £0.2bn); and
- a £0.25bn facility for the Company and SHEPD maturing November 2026 (2023: £0.25bn).

The £0.25bn facility was extended to November 2025 in the year and contains a further year option.

The Company has loans of £1,743.4m (2023: £1,739.8m) of which £900.0m (2023: £900.0m) is due to other Group companies and £674.4m (2023: £674.3m) is in the form of fixed rate Eurobonds. Of the total, interest is paid at fixed rates on £1,574.4m (2023: £1,574.3m). The remaining loan amounts to £169m (2023: £165.5m) which is an index-linked bond.

As at 31 March 2024, the weighted average interest rate payable was 3.93% (2023: 3.93%) and the weighted average remaining term was 10.5 years (2023: 11.50 years).

# Southern Electric Power Distribution plc

## Strategic Report *(continued)*

### **Taxation**

The headline effective tax rate, which includes the impact of substantively enacted changes in the UK corporation tax rate, is 25% (2023: 22.0%). The Government announced in the Budget on 3 March 2021 that the main rate of corporation tax will increase to 25% for the financial year beginning 1 April 2023. Prior to this date, the rate of corporation tax was 19%. The increase to 25% rate was substantively enacted at 31 March 2023, therefore the Company has continued to measure deferred tax balances at 25%.

### **Dividend**

The Directors did not declare a dividend for the year ended 31 March 2024 (2023: *£nil*).

### **Pensions**

8% (2023: 10%) of employees of the Company are members of the Southern Electric Pension Scheme, which, at 31 March 2024, had a surplus included in the Group Financial Statements, net of deferred tax, of £61.7m (2023: £130.9m) on an IAS 19 basis.

On behalf of the board



Din Manuelpillai (Jul 24, 2024 16:22 GMT+1)

Dinesh Manuelpillai  
Director  
24 July 2024

# Southern Electric Power Distribution plc

## Corporate Governance Statement

As a subsidiary company of the Group, the corporate governance arrangements which apply to the Company are defined by SSE's Group Governance Framework. This is set out on the 2023/24 Annual Report available at [www.sse.com](http://www.sse.com), with the Company being part of the SSEN Distribution business unit.

The Group Governance Framework is reflective of the Principles and Provisions of the UK Corporate Governance Code (the Code) which apply to the parent company, SSE plc. It defines the delegation of authority and accountability within the Group, enables review and challenge of management performance, is a pillar of SSE's System of Internal Control, and supports the processes by which principal and emerging risks are identified and managed. The Directors of the Company discharge their duties in line with the governance standards and processes agreed at Group level.

The Company itself does not have listed shares and therefore is not subject to the Code. It has not voluntarily applied the Code nor another publicly available corporate governance code and has instead operated within the Group Governance Framework described above and below.

The Group's approach to corporate governance and compliance with the Code can be found in the Directors' Report within the SSE plc Annual Report and Accounts 2024 at [www.sse.com/reportsandresults](http://www.sse.com/reportsandresults).

### **SSE plc Group ("the Group")**

The Group's core purpose is to provide energy needed today, while building a better world of energy for tomorrow. Its vision is to be a leading energy company in a net-zero world and its strategy is to create value for shareholders and society in a sustainable way by developing, building, operating and investing in the electricity infrastructure and businesses needed in the transition to net zero. All of which are underpinned by SSE's core values: Safety, Service, Efficiency, Sustainability, Excellence and Teamwork; that are designed to guide decisions and actions within SSE and contribute to the overall culture.

The above matters are reserved for, and set by, the Group Board, who ensures that purpose, strategy, values and culture are aligned. Subsequent implementation is a responsibility of the SSE Group Executive Committee. Each business unit, and in turn, subsidiary company and its Directors, is further accountable to executive management and ultimately the Group Board, for executing supporting business strategies within agreed Group parameters and promoting the desired culture. The Directors therefore set the strategic aims of the Company, supervise management, monitor and report on performance, approve investment within delegated levels and are responsible for all statutory and regulatory approvals. These responsibilities are set out in agreed Terms of Reference.

More on the Company's strategy and business objectives can be found from page 2 of the Strategic Report.

More on SSE's strategy can be found on the 2023/24 Annual Report available at [www.sse.com](http://www.sse.com).

There are five principal Board committees: a Nomination Committee, an Audit Committee, a Safety, Sustainability, Health and Environment Advisory Committee, an Energy Markets Risk Committee, and a Remuneration Committee. Full details of the role of each Committee, membership and work undertaken during 2023/24 is set out in the published annual report of the Group, which is available at [www.sse.com](http://www.sse.com).

The Board comprises the Chairman, three Executive Directors, a Senior Independent Director and seven independent non-Executive Directors. This gives the Board a good balance of independence and experience, ensuring that no one individual or group of individuals has undue influence over the Board's decision making.

# Southern Electric Power Distribution plc

## Corporate Governance Statement (*continued*)

### Southern Electric Power Distribution plc (“the Company”)

The following comments on the arrangements for the Company.

#### Board of Directors

During the year the Board comprised of four Executive Directors and four Non-Executive Directors one of whom is the Chair of the Board, an Executive Director of the Group and member of the Group Executive Committee. None of the Directors are Directors of Group Companies involved in Retail or Wholesale activities. Two of the Non-Executive Directors on the Board during the course of the financial year were Sufficiently Independent Non-Executive Directors as required under the terms of Standard Condition 43A of the Company’s regulatory licence. As the Company is a wholly owned operating subsidiary within the SSE Group, the Directors believe that the Board is of an appropriate size in the context of the overall Group Governance Framework.

The Executive Directors are experienced senior business leaders and are deemed to possess the appropriate breadth of knowledge and expertise to discharge their role effectively. The Non-Executive Directors provide an appropriate degree of independent judgement and challenge to ensure balanced and fair decision-making and outcomes. The operation and effectiveness of the Board is the ultimate responsibility of the Chair, who is supported in their role by the Company Secretary. Agreed procedures are in place to manage and mitigate actual or potential conflicts of interest with Board or Company business.

The Board does not have a supporting Nomination, Remuneration or Audit Committee. These functions are dealt with, where required, in conjunction with the relevant committee of the SSE Group Board.

SSE has a Group-wide inclusion and diversity strategy including self-led gender ambitions, details of which can be found on the 2023/24 Annual Report available at [www.sse.com](http://www.sse.com). Any changes and appointments to the Board consider both SSE’s approach to inclusion and diversity and the desire to have a Board which is balanced overall and supports the Company’s needs.

#### Changes to the Board

The SSEPD Board governed the Company’s activities until 25 November 2022. All SSEPD Board members transferred to the Company Board on the 25 November 2022 and convened until the year ended 31 March 2023. A planned Board restructuring exercise subsequently took place from 3 April 2023 to align with the Company’s current and future strategy plan.

Gregor Alexander stepped down as Chairman of the Board on 3 April 2023 and Alistair Phillips–Davies, current SSE Group Chief Executive, was appointed to the role of Chairman of the Board as a Non-Executive Director on the same date.

The Board met eight times during the course of the year ended 31 March 2024 and individual Director attendance is set out below.

Director	Attendance
Alistair Phillips-Davies (Non-Executive Director, Chairman)	8 of 8
Chris Burchell (Executive Director)	8 of 8
Eliane Algaard (Executive Director)	8 of 8
Helen McCombe (Executive Director)	8 of 8
Samuel Peacock (Non-Executive Director) (Appointed on 01/05/2023)	8 of 8
David Rutherford (Independent Non-Executive Director)	8 of 8
Maxine Frerk (Independent Non-Executive Director) (Appointed on 01/05/2023)	8 of 8
Dinesh Manuelpillai (Executive Director)	7 of 8 <sup>1</sup>
Klair Neenan (Non-Executive Director)	5 of 6 <sup>2</sup>
Katherine Marshall (Non-Executive Director)	3 of 3 <sup>3</sup>
Mark Rough (Executive Director)	1 of 2 <sup>4</sup>
Rachel McEwen (Non-Executive Director)	0 of 0 <sup>5</sup>
Gary Steel (Independent Non-Executive Director)	0 of 0 <sup>6</sup>

<sup>1</sup> Dinesh Manuelpillai was appointed to the board on 30/06/2023

<sup>2</sup> Klair Neenan was appointed to the board on 01/10/2023

<sup>3</sup> Katherine Marshall stepped down from the board on 30/09/2023

<sup>4</sup> Mark Rough stepped down from the board on 30/07/2023

<sup>5</sup> Rachel McEwen stepped down from the board on 01/05/2023

<sup>6</sup> Gary Steel stepped down from the board on 01/05/2023

In each instance of non-attendance, papers were provided in advance of the meeting and comments provided to the Chair where appropriate.

# Southern Electric Power Distribution plc

## Corporate Governance Statement (*continued*)

The following directors stepped down from the board on 3 April 2023 as part of the board restructure noted above.

### **Director**

Gregor Alexander (Non-Executive Director, Chairman)

Rob McDonald (Executive Director)

Maz Alkirwi (Executive Director)

Sandy Mactaggart (Executive Director)

The board would like to formally express their gratitude to all outgoing directors in the year for their efforts in guiding the Company over the years.

### **Board effectiveness**

On appointment all Directors receive induction to the Board and briefings on areas pertinent to their role such as a Director's legal duties. The ongoing effectiveness of the Board is supported by performance evaluation and a commitment to personal development and training by each Director.

Regular Board evaluation is facilitated by the Company Secretary, through which the Director's reflect upon, and agree, areas for improvement based on an objective assessment of the Board's operations. Following such assessments, actions are implemented and tracked in advance of further performance evaluations in 2024/25.

### **Opportunity, Risk, and Internal Control**

The long-term sustainable success of the Company, including the opportunities and risks to this, are explicitly considered by the Directors and within strategic decision making. Further details can be found throughout the Strategic Report.

### **Remuneration**

The Remuneration of the Director's is set in line with overall SSE Group policy and further information can be found in Note 4.

### **Stakeholder relationships and engagement**

Details of the Company's stakeholders and the associated engagement which takes place can be found throughout the Strategic Report.

### **Going Concern**

The Directors assess that the Financial Statements should be prepared on a going concern basis.

In making this assessment, the Directors have considered the impact of a number of severe but plausible scenarios as identified by the Distribution Executive Committee. These are detailed within the Principal Risks outlined in the Company's Strategic Report. As it is highly unlikely that all scenarios could or would manifest in any single financial year, the Directors have considered an extreme combination which assumes the inclusion that the "Network Resilience & Delivery", "Safety, Health & Environment", "Network Transformation", "Legislative & Regulatory Compliance", "Financial Management", and "Cyber Security" risks manifest in the same year – these being the Principal Risks with the greatest financial impacts.

Additional cash flow modelling, including the impact of periods of reduced demand and stressed conditions on the Company's ability to refinance maturing debt, was carried out against which operational and financial mitigants were also considered. This cash flow modelling displays the potential prospective impact on the financial position of the Company for the foreseeable future, based on plausible downside scenarios which may materialise over the coming period.

This has been supported by the provision of a parental letter of support from SSE plc. The Group letter of support confirms that the Group will provide support to 31 December 2025 where required. The Directors are satisfied that the Group has the ability to provide this support, should it be required.

# Southern Electric Power Distribution plc

## Corporate Governance Statement *(continued)*

### **Going Concern *(continued)***

In assessing the financial strength of the letter of support provided, the directors considered the cash and cash equivalents balance of £1,035.9m at 31 March 2024, and the undrawn committed bank facilities of £2.75bn maintained by the Group, including £1.0bn expiring in February 2025. The Directors have taken into account the Group's credit rating and the successful issuance of £1.1bn of long term funding in the 23/24 financial year being a €750m 8 year Green Bond at 4.0% in August 2023 and a 20 year £500m Green Bond at a coupon of 5.5% in January 2024. As well as taking account of the factors noted, the going concern conclusion is arrived at after applying stress testing sensitivities to the Group's cash flow and funding projections through to 31 December 2025, including removal of proceeds from unconfirmed future divestments, negative and positive sensitivities on operating cash flows and uncommitted capex and other adjustments.

Having reviewed the financial strength of the Group, the directors are satisfied that the Group, and the Company itself, will remain funded for the Going Concern period through to 31 December 2025. The Directors have therefore concluded it is appropriate for the financial statements to be prepared on a going concern basis.

### **Viability Statement**

The Board has voluntarily carried out an assessment of the longer-term viability of the Company consistent with the assessment and governance approach undertaken at Group level by SSE plc.

In doing so, the Board has assessed the prospects of the Company over the next 4 financial years to 31 March 2028. The Directors have determined that as this time horizon aligns with the Company's capital programme and is within the strategy planning period, a greater degree of confidence over the forecasting assumptions modelled can be established.

This statement is included solely for information.

In making this statement the Directors have considered the resilience of the Company taking into account its current position, the Principal Risks it faces and the control measures in place to mitigate each of them. In particular, the Directors recognise the significance of the Company's regulated revenue stream, strong balance sheet and access to available resources including the SSE Group's undrawn committed lending facilities of £2.75bn, with the full amount undrawn as at 31 March 2024.

To support this statement, over the course of the year a suite of severe but plausible scenarios has been developed for each of the Principal Risks facing the Company and stress testing has been undertaken against available forecast financial headroom. Examples include critical network failure (for Network Operational Management) and impact of a cyber-attack to our IT network (for Cyber Security Resilience).

Upon the basis of the analysis undertaken, and on the assumption that the fundamental regulatory and statutory framework in which the Company operates does not substantively change, the Directors have a reasonable expectation that the Company will be able to continue to meet its liabilities as they fall due in the period to 31 March 2028.



# Southern Electric Power Distribution plc

## Directors' Report

The Directors present their report together with the audited Financial Statements for the year ended 31 March 2024.

Reporting requirements on the Company's principal activities and future developments, its principal risks and uncertainties and its key performance can be found in the Strategic Report.

### 1 Principal activities

The Company is responsible for managing an electricity distribution network serving over 3.1 million customers in the south of England. Distribution of electricity and the level of capital investment within the network area is a monopoly activity and is closely regulated by Ofgem within a framework known as the price control. The Company also carries out the business of provision of new electrical connections services within its licensed area and the construction and management of out-of-area electricity networks in England. A full review of the year including the Company's future developments is contained within the Strategic Report section of these Financial Statements.

### 2 Results and dividends

The profit for the financial year amounted to £94.0m (2023: £138.5m). The Board did not declare a dividend in the year (2023: nil).

### 3 Directors

The Directors and Secretary who served during the year are listed on page 1. In accordance with the Articles of Association of the Company the Directors are not required to retire by rotation.

### 4 Indemnification of Directors and insurance

The Directors have the benefit of an indemnity provision contained in the Company's Articles of Association. In addition, the Directors have been granted a qualifying third-party indemnity provision which was in force throughout the financial year and remains in force. Also, throughout the financial year, the Company purchased and maintained Directors' and Officers' liability insurance in respect of itself and for its Directors and Officers.

### 5 Political donations and expenditure

The Company operates on a politically neutral basis and does not make any donations to political parties, political organisations or independent election candidates. During the year, no political expenditure was incurred, and no political donations were made by the Company.

### 6 Corporate governance

The Corporate Governance Statement for the Company is outlined on page 19.

### 7 Accounting policies, financial instruments and risk

Details of the Company's policies with regard to financial instruments and risk, are provided in Note 20 to the Financial Statements.

### 8 Research and development

The Company is involved in a range of innovative projects and programmes which are designed to progressively transform the energy system. A number of these projects and programmes are referred to in the Strategic Report.

# Southern Electric Power Distribution plc

## Directors' Report *(continued)*

### 9 Employment of disabled people

The Company has a range of employment policies which clearly detail the standards, processes, expectations and responsibilities of its people and the organisation. These policies were in place for the duration of the year, and are designed to ensure that everyone, including those with existing or new disabilities and people of all backgrounds, are dealt with in an inclusive and fair way from the recruiting process on through their career. This includes access to appropriate training, development opportunities and job progression.

### 10 Auditor

Each of the Directors who held office at the date of approval of this Directors' Report confirms that, so far as each Director is aware, there is no relevant audit information of which the Company's Auditors are unaware and each Director has taken all the steps that ought to have been taken in his or her duty as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

The Directors have appointed Ernst & Young LLP as auditors of the Company in accordance with section 485 of the Companies Act 2006.

On behalf of the Board:

  
Helen E McCombe (Jul 24, 2024 16:42 GMT+1)

Helen McCombe  
Company Secretary  
24 July 2024

# Southern Electric Power Distribution plc

## Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law they have elected to prepare the Financial Statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework ("FRS 101"). Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing the Financial Statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company financial position and financial performance;
- state whether applicable UK accounting standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its Financial Statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error, and 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.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report, Directors' Report, and Corporate Governance Statement that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Responsibility statement of the Directors in respect of the annual financial report**

We confirm that to the best of our knowledge:

- the Financial Statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the Strategic report/Directors' report includes a fair review of the development and performance of the business and the position of the issuer, together with a description of the principal risks and uncertainties that they face.

We consider the Annual report and Financial Statements to be fair, balanced and understandable and provides the information necessary for users to assess the Company's position and performance.

On behalf of the Board:



Din Manuelpillai (Jul 24, 2024 16:22 GMT+1)

Dinesh Manuelpillai  
Director  
24 July 2024

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc

## Opinion

We have audited the financial statements of Southern Electric Power Distribution plc for the year ended 31 March 2024 which comprise Profit and Loss Account, Statement of Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Cash Flow Statement and the related notes 1 to 24 including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 March 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

## Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included the following procedures:

- We confirmed our understanding of management's going concern process;
- We obtained board approved cashflow forecasts for the company and sensitivities prepared by management to 31 December 2025 (the 'going concern period'). We tested the arithmetical accuracy of the models and performed reverse stress testing to understand how plausible the severe downside scenarios would need to be to result in negative liquidity;
- We understood that management have assumed that access to group financing, being the revolving credit facility maintained by SSE plc, will continue during the going concern period and we obtained a copy of the letter of support issued to the directors of the Company from SSE plc confirming this;
- We have considered the ability of the company to rely on parent company support; and
- We considered whether management's disclosures in the financial statements sufficiently and appropriately reflect the going concern assessment and outcomes.

In considering the ability of the company to rely on the parent company support, the following procedures were performed over the group and parent company's going concern assessment:

- We confirmed that the cash flow forecasts prepared by management were consistent with those considered in the Group Going Concern model;
- We confirmed our understanding of group management's Going Concern process as well as the review controls in place over the preparation of the group's Going Concern model and the memoranda on going concern;
- We confirmed that all expected risks to going concern were included within management's going concern assessment;
- We obtained group management's board approved forecast cash flows, covenant forecasts and sensitivities prepared by management to 31 December 2025, ensuring the same forecasts are used elsewhere within the group for accounting estimates and that the forecasts reflect the spend to come on the £20.5bn committed as part of the NZAP Plus programme. We tested the models for arithmetical accuracy, as well as checking the net debt position at the year-end date which is the starting point for the model;

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc *(continued)*

## Conclusions relating to going concern *(continued)*

- We assessed the reasonableness of the cashflow forecast by analysing group management's historical forecasting accuracy. We also ensured climate change considerations were factored into future cash flows, including the impact of adverse weather events;
- We performed reverse stress testing on group management's forecasts to understand how severe the downside scenarios would need be to result in negative liquidity or a covenant breach and how plausible were the scenarios. The EY assessment included consideration of all maturing debt through to 31 March 2026;
- We reviewed group management's assessment of mitigating options potentially available to the company to reduce cash flow spend in the Going Concern period, to determine their plausibility and whether such actions could be implemented by management. We have obtained support to determine whether these were within the control of management and evaluated the impact of these mitigations in light of our understanding of the business and its cost structures;
- We performed a detailed review of borrowing facilities to assess their continued availability to the company and to ensure completeness of covenants identified by group management;
- We reviewed market data for indicators of contradictory evidence to challenge the Going Concern assessment, including review of profit warnings within the sector and review of industry analyst reports.

## Our key observations

The Company is forecast to continue to be profitable during the going concern period. The Company has committed to significant capital expenditure in the going concern period, for which additional funding will be required. The strength of the ability of the Company to raise new funds is evidenced by successful borrowings secured in recent years. In the unlikely event that the Company is unable to secure external funding, a letter of support has been received from SSE plc confirming that the Company will continue to have access to the revolving credit facility throughout the going concern period.

The reverse stress testing performed indicated that the Company would need to be exposed to severe downside events impacting profitability and cash flows in order to breach liquidity. Management considers such a scenario to be highly unlikely, however have demonstrated that continued access to the parental support offered by SSE plc mitigates the impact of this scenario. Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period 31 December 2025.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

## Overview of our audit approach

Key audit matters	<ul style="list-style-type: none"><li>• Carrying value of PP&amp;E, specifically the risk around incorrect cost capitalisation</li><li>• Management override of controls, specifically around revenue recognition</li></ul>
Materiality	<ul style="list-style-type: none"><li>• Overall materiality of £16.7m which represents 0.5% of total assets.</li></ul>

## An overview of the scope of our audit

### Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for the company. This enables us to form an opinion on the financial statements. We take into account size, risk profile, the organisation of the company and effectiveness of controls, the potential impact of climate change and changes in the business environment when assessing the level of work to be performed. All audit work was performed directly by the audit engagement team.

### Changes from the prior year

There were no significant changes to the scope of our audit from the prior year.

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc (*continued*)

## Climate change

There has been increasing interest from stakeholders as to how climate change will impact Southern Electric Power Distribution plc. The energy sector has a critical role to play in decarbonisation, by removing carbon from electricity which in turn will support other sectors. The Company operates solely within the UK which is seeking to achieve net zero by 2050. The UK Government's Net Zero Strategy outlines plans to decarbonise the UK's power system by 2035.

The Company's long-term net zero ambitions are supported by a series of interim targets which are included in the RIIO-ED2 business plan as referenced in the Strategic Report (page 5).

The Company's RIIO-ED2 Business Plan, is a core component of the SSE plc group's Net Zero Accelerated Programme Plus (NZAP+). The RIIO-ED2 regulatory price control for 2023-2028 is an important step on the road to net zero and the business plan sets out six clear stakeholder-led goals that the Company will deliver, alongside its sister company, Scottish Hydro Electric Power Distribution plc, by 2028:

- Reduce the frequency and duration of unplanned power interruptions by 20%;
- Create a foundation for net zero by investing £1bn in strategic resilience across its networks;
- Achieve a customer satisfaction score of 9.2 or more (out of 10) in every customer contact area;
- Support 200,000 customers in vulnerable situations with targeted fuel poverty, personal resilience and energy efficiency measures;
- Facilitate the connection of an additional 1.3 million electric vehicles and 800,000 heat pumps; and
- Reduce its business carbon footprint by at least 35%.

The company has determined that the most significant future impacts from climate change on its operations will be from storm damage network risk through increased severity of extreme weather events. This is explained on pages 8 to 10 in the principal risks and uncertainties, which form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other Information".

Government and societal responses to climate change risks are still developing, and are interdependent upon each other, and consequently financial statements cannot capture all possible future outcomes as these are not yet known. The degree of certainty of these changes may also mean that they cannot be taken into account when determining asset and liability valuations and the timing of future cash flows under the requirement of IAS 36.

As explained in the Basis of Preparation in note 1, management have considered the impact of climate change when preparing the financial statements. Cash flow forecasts used in the preparation of the financial statements reflect the £20.5bn NZAP+ investment programme by SSE plc and the potential impact of adverse weather conditions.

Our audit effort in considering climate change was focused on ensuring that the effects of material climate risks disclosed on pages 8 to 10 have been appropriately reflected by management within areas of judgement in the financial statements, specifically cash flow forecasts, fixed asset values and useful life assumptions. We also challenged the Directors' considerations of climate change in their assessment of going concern and associated disclosures. Where considerations of climate change were relevant to our assessment of going concern, these are described above.

We also read the Other Information in the annual report and, in doing so, considered whether the Other Information, includes the Company's climate targets, is materially consistent with the financial statements. Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc *(continued)*

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to Management
<p><b>Carrying value of PP&amp;E, specifically the risk around incorrect cost capitalisation</b> (PP&amp;E NBV 2024: £4.251bn, PP&amp;E NBV 2023: £3.975bn)</p> <p>Refer to accounting policies (page 39), and Note 8 of the financial statements (page 47)</p> <p>The PP&amp;E balance in Southern Electric Power Distribution plc is quantitatively the most significant. The capitalisation of costs involves a level of judgement and therefore there is a heightened risk of material misstatement in this area.</p> <p>This risk is specifically related to the potential for incorrect capitalisation of costs. The risk is that costs are capitalised that are not capital in nature. Incorrect cost capitalisation could have a significant effect on the carrying value of the Company's network assets on the balance sheet. This could result in overstated assets in the year.</p> <p>It is deemed there is a sufficiently high likelihood of misstatement for this to be classified as a key audit matter.</p>	<p>To respond to the risk, we obtained an understanding of the key controls and processes in place over the capitalisation of costs through our walkthrough procedures.</p> <p>The following substantive procedures were performed:</p> <p><i>Additions Testing</i></p> <p>We selected a sample of PP&amp;E additions in the year and agreed the details to third party evidence to confirm:</p> <ul style="list-style-type: none"> <li>-The correct amount was capitalised</li> <li>-The cost was capital in nature</li> <li>-The cost was correct to be capitalised in line with accounting standards</li> </ul> <p><i>Assessment of capitalisation of attributable overheads</i></p> <p>We assessed the appropriateness of attributable overheads capitalised within fixed assets through our audit of the on cost mass allocation model:</p> <ul style="list-style-type: none"> <li>• We confirmed the clerical accuracy of the model though reconciliation to the trial balance;</li> <li>• We performed a recalculation of the model using centrally obtained GL data;</li> <li>• We verified the valuation of overhead expenses through sample testing of administrative expenses and completion of payroll expense testing; We performed analytical review procedures to identify significant cost centres and understand any changes in cost allocation.</li> <li>• We held meetings with a sample of cost centre managers to understand the judgements made in establishing the proportion of overheads to be capitalised and to validate any significant change in allocation from the prior year.</li> </ul> <p><i>Board Minutes Review</i></p> <p>We read Board Minutes to identify any unusual or challenging projects that were receiving executive level attention and may incur costs that were not capital in nature. We cross checked this to our additions work to corroborate our findings.</p> <p>We also read Board Minutes to identify any factors which could contribute to a significant change in the on-cost mass</p>	<p>We conclude that the costs capitalised in the year were materially correct as a result of the procedures we performed.</p> <p>We are satisfied with the adequacy of disclosure included in the financial statements.</p>

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc *(continued)*

Risk	Our response to the risk	Key observations communicated to Management
	<p>allocation model and cross checked any findings to the model to confirm these were reflected.</p> <p><i>Disclosure Review</i></p> <p>We assessed the appropriateness and adequacy of the disclosures in line with relevant accounting standards. All audit work in relation to this key audit matter was undertaken by the Southern Electric Power Distribution plc audit engagement team.</p>	

Risk	Our response to the risk	Key observations communicated to management
<p><b>Management override of controls, specifically around revenue recognition</b> (<i>Revenue 2024: £681.2m, Revenue 2023: £801.2m</i>)</p> <p>Refer to Accounting policies (page 39); and Note 2 of the Financial Statements (page 44)</p> <p>Revenue earned by Southern Electric Power Distribution plc mostly relates to billing suppliers for the use of their Networks and new connections to the Network.</p> <p>Revenue recognition is a particular area of focus for our audit. We consider possible areas of management bias and fraud, arising from management override of controls. There is management incentive to post manual credits to revenue to improve Company profitability.</p> <p>There are also instances of manual adjustments to revenue figures, and the accuracy and recording of any such material adjustments may represent a fraud risk of material misstatement to revenue.</p>	<p>To respond to the risk, we obtained an understanding of the key controls and processes in place over revenue recognition and the recording of manual journal entries. We tested selected key IT general controls and performed data analytics procedures.</p> <p>We utilised data analytics techniques to correlate sales through to debtors and subsequently cash. We tested material non-correlating entries to third party evidence to ensure these had been correctly recognised. We also tested a sample of revenue transactions to bank statements to confirm cash receipts.</p> <p>As part of our journal entries testing, we used risk-based filters to test a sample of manual journal entries made to revenue through to supporting third party evidence, to confirm that this revenue recognition was appropriate and had an appropriate business rationale.</p> <p><i>Disclosure Review</i></p> <p>We assessed the appropriateness and adequacy of the disclosures in line with relevant accounting standards. All audit work in relation to this key audit matter was undertaken by the Southern Electric Power Distribution plc audit engagement team.</p>	<p>We conclude that revenue recognised in the period is materially correct based on the procedures performed.</p> <p>We are satisfied with the adequacy of disclosure included in the financial statements.</p>

The key audit matters are consistent with the prior year with no changes.



# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc (*continued*)

## Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

## Materiality

*The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.*

We determined materiality for the company to be £22.3 million (2023: £7.4 million), which is 0.5% of total assets (2023: 5% of profit before tax). Our key criterion in determining materiality remains our perception of the focus of the entity's stakeholders. We consider which earnings, activity or capital-based measure best aligns with their expectations. With the significant capital expenditure commitments planned through the current price control period and across the next decade, we have reassessed our materiality basis and changed this from profit before tax to total assets. The entity generates revenues and profits almost entirely through using its infrastructure assets and therefore we determined that total assets is the most appropriate measure and is aligned to the key focus of the entity's stakeholders.

## Performance materiality

*The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.*

On the basis of our risk assessments, together with our assessment of the company's overall control environment, our judgement was that performance materiality was 75% (2022: 75%) of our planning materiality, namely £16.7m (2023: £5.5m). We have set performance materiality at this percentage due to our assessment of the control environment of the entity including the attitude and integrity of management and those charged with governance.

## Reporting threshold

*An amount below which identified misstatements are considered as being clearly trivial.*

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of £1.1m (2023: £0.4m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

## Other information

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

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc (*continued*)

## Opinions on other matters prescribed by the Companies Act 2006 (*continued*)

- the strategic report and directors' reports have been prepared in accordance with applicable legal requirements.

## Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 25, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the financial statements

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

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS101, Companies Act 2006 and UK Corporate Governance Code), relevant tax compliance regulations in the UK and the Electricity Distribution Licence.
- We understood how Southern Electric Power Distribution plc is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We confirmed our enquiries through our review of board minutes, regulatory correspondence and papers provided to the SSE plc Audit Committee.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was susceptibility to fraud. We also

# Independent Auditor's Report to the Members of Southern Electric Power Distribution plc (*continued*)

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud (*continued*)

considered performance targets and their propensity to influence on efforts made by management to manage earnings. We considered the programmes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls at a group level. Where the risk was considered to be higher, we performed audit procedures to address the identified fraud risk, management override of controls, specifically around revenue recognition.

- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved: journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business and enquiries of legal counsel and management. In addition, we completed procedures to conclude on the compliance of the disclosures in the financial statements and accounts with all applicable requirements.
- We understood the relationship between Southern Electric Power Distribution plc and its regulator, the Office of Gas and Electricity Markets (OFGEM), to understand their scope of authorisation and controls the entity has in place to meet their requirements. We requested copies of any correspondence with the regulator that is relevant to our audit and discussed ongoing regulatory matters with the directors.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## Other matters we are required to address

- Following the recommendation from the SSE plc audit committee we were appointed by the company on 18 July 2019 to audit the financial statements for the year ending 31 March 2020 and subsequent financial periods.
- The period of total uninterrupted engagement including previous renewals and reappointments is 5 years, covering the years ending 31 March 2020 to 31 March 2024.
- The non-audit services prohibited by the FRC's Ethical Standard were not provided to the company and we remain independent of the company in conducting the audit.
- The audit opinion is consistent with the additional report to the audit committee.

## Use of our report

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

DS  
Ernst & Young LLP.

Nicola McIntyre (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Glasgow  
24 July 2024

# Southern Electric Power Distribution plc

## Profit and Loss Account for the year ended 31 March 2024

	Note	2024 £m	2023 £m
<b>Revenue</b>	<b>2</b>	<b>681.2</b>	801.2
Other income		-	0.3
Cost of sales		(69.5)	(146.2)
<b>Gross profit</b>		<b>611.7</b>	655.3
Distribution costs		(372.5)	(345.7)
Administrative costs		(45.5)	(57.5)
Gain on disposal of property, plant and equipment		-	0.6
<b>Operating profit</b>	<b>3</b>	<b>193.7</b>	252.7
Interest receivable and similar income	<b>5</b>	<b>4.4</b>	2.9
Interest payable and similar charges	<b>6</b>	<b>(78.8)</b>	(82.1)
<b>Profit before taxation</b>		<b>119.3</b>	173.5
Tax on profit	<b>7</b>	<b>(25.3)</b>	(35.0)
<b>Profit for the financial year</b>		<b>94.0</b>	138.5

### Continuing operations

The above results are derived from continuing activities.

The accompanying notes are an integral part of these Financial Statements.

# Southern Electric Power Distribution plc

## Statement of Other Comprehensive Income for the year ended 31 March 2024


	<b>2023</b>	2023
	<b>£m</b>	£m
Profit for the financial year	<b>94.0</b>	138.5
<b>Other comprehensive income</b>		
<b>Items that will be reclassified subsequently to profit or loss:</b>		
(Loss)/Gain on effective portion of cashflow hedges	<b>(1.5)</b>	0.2
Taxation on cashflow hedges	<b>0.4</b>	
<b>Other comprehensive (loss)/income</b>	<b>(1.1)</b>	0.2
<b>Total comprehensive income relating to the financial year</b>	<b>92.9</b>	138.7

# Southern Electric Power Distribution plc

## Balance Sheet as at 31 March 2024

	Note	2024 £m	2023 £m
<b>Non current assets</b>			
Property, plant and equipment	8	4,250.6	3,974.9
Intangible assets	9	59.6	55.4
		<b>4,310.2</b>	<b>4,030.3</b>
<b>Current assets</b>			
Stocks	10	0.3	0.3
Debtors	11	145.0	334.0
Cash and cash equivalents	12	11.1	7.1
Derivative financial assets	20	-	0.3
<b>Total current assets</b>		<b>156.4</b>	<b>341.7</b>
<b>Current liabilities</b>			
<b>Creditors:</b> amounts falling due within one year	13	(230.7)	(321.0)
Provisions for liabilities	15	-	-
<b>Total current liabilities</b>		<b>(230.7)</b>	<b>(321.0)</b>
<b>Net current assets/(liabilities)</b>		<b>(74.3)</b>	<b>20.7</b>
<b>Total assets less current liabilities</b>		<b>4,235.9</b>	<b>4,051.0</b>
<b>Creditors:</b> amounts falling due after more than one year			
Derivative Financial Liabilities	20	(0.2)	-
Deferred taxation	17	(319.2)	(305.7)
<b>Net assets</b>		<b>1,411.1</b>	<b>1,316.3</b>
<b>Capital and reserves</b>			
Called up share capital	18	107.9	107.9
Profit and loss account		1,304.1	1,208.2
Hedge reserve		(0.9)	0.2
<b>Equity Shareholders' funds</b>		<b>1,411.1</b>	<b>1,316.3</b>

These Financial Statements were approved by the Directors on 24 July 2024 and signed on their behalf by:

  
Din Manuelpillai (Jul 24, 2024 16:22 GMT+1)

Dinesh Manuelpillai  
Director  
Company registered number: 04094290

# Southern Electric Power Distribution plc

## Statement of Changes in Equity for the year ended 31 March 2024

	Share capital £m	Retained earnings £m	Hedge reserve £m	Total equity £m
<b>Balance at 1 April 2022</b>	<b>107.9</b>	<b>1,068.5</b>	-	<b>1,176.4</b>
Profit for the year	-	138.5	-	138.5
Other comprehensive income	-	-	0.2	0.2
<b>Total comprehensive income for the year</b>	-	<b>138.5</b>	<b>0.2</b>	<b>138.7</b>
Credit in respect of employee share schemes	-	1.2	-	1.2
<b>Balance at 31 March 2023</b>	<b>107.9</b>	<b>1,208.2</b>	<b>0.2</b>	<b>1,316.3</b>
<b>Balance at 1 April 2023</b>	<b>107.9</b>	<b>1,208.2</b>	<b>0.2</b>	<b>1,316.3</b>
Profit for the year	-	94.0	-	94.0
Other comprehensive Loss	-	-	(1.1)	(1.1)
<b>Total comprehensive income for the year</b>	-	<b>94.0</b>	<b>(1.1)</b>	<b>92.9</b>
Credit in respect of employee share schemes	-	1.9	-	1.9
<b>Balance at 31 March 2024</b>	<b>107.9</b>	<b>1,304.1</b>	<b>(0.9)</b>	<b>1,411.1</b>

# Southern Electric Power Distribution plc

## Cash Flow Statement for the year ended 31 March 2024

	Note	2024 £m	2023 £m
<b>Operating profit</b>		<b>193.7</b>	252.7
Depreciation on property, plant and equipment	8	121.8	115.0
Amortisation of intangible assets	9	7.4	7.8
Charge in respect of employee share awards	4	1.9	1.2
Gain on disposal of property, plant and equipment		-	(0.6)
Customer contributions and capital grants released		(7.3)	(8.3)
<b>Cash generated from operations before working capital movements</b>		<b>317.5</b>	367.8
Decrease/(increase) in debtors		15.6	(36.5)
Increase/(decrease) in creditors		98.5	123.0
Increase/(decrease) in intercompany		66.6	(73.1)
Decrease/(increase) in stock		-	(0.2)
Increase/(decrease) in provisions		-	(0.1)
<b>Cash generated from operations</b>		<b>498.2</b>	380.9
Net Interest paid		(61.3)	(67.1)
Net taxation		(23.7)	(22.2)
<b>Net cash from operating activities</b>		<b>413.2</b>	291.6
Purchase of property, plant and equipment		(396.1)	(289.9)
Purchase of intangible assets		(11.6)	(9.5)
Proceeds from sale of property, plant and equipment		-	0.6
<b>Net cash used in investing activities</b>		<b>(407.7)</b>	(298.8)
Other financing income	5	0.1	-
Movement in finance derivatives		(1.5)	-
New borrowings	22	-	300.0
Repayment of borrowings	22	(0.1)	(300.1)
<b>Net cash from financing activities</b>		<b>(1.5)</b>	(0.1)
<b>Net Increase/(decrease) in cash and cash equivalents</b>		<b>4.0</b>	(7.3)
<b>Reconciliation of net cash flow to movement in net funds</b>			
Increase/(decrease) in cash in the year		4.0	(7.3)
Net cash at start of the year		7.1	14.4
<b>Net cash at end of the year</b>		<b>11.1</b>	7.1



# Southern Electric Power Distribution plc

## Notes on the Financial Statements for the year ended 31 March 2024

### 1 Significant accounting policies

The Company is a public company incorporated, domiciled, and registered, in England. Its registration number is 04094290, and registered office is No.1 Forbury Place, 43 Forbury Road Reading, RG1 3JH, United Kingdom.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's Financial Statements.

#### Basis of preparation

The Financial Statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 (Reduced Disclosures) ("FRS 101") as issued by the Financial Reporting Council.

In these Financial Statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- The effect of new, but not yet effective, IFRSs;
- Related party disclosures; and
- Comparative period reconciliations for property, plant and equipment, intangible assets and share capital.

As the consolidated Financial Statements of SSE plc include the equivalent disclosure, the Company has also taken advantage of the exemptions, under FRS 101, available in respect of the following disclosures:

- Certain disclosures, required by IAS 36 *Impairment of assets*, in respect of the impairment of goodwill and intangible assets;
- Certain disclosures, required by IFRS 13 *Fair Value Measurement* and IFRS 7 *Financial Instruments Disclosure* and IFRS 15 *Revenue from Contracts from Customers*; and
- Certain disclosures, required by IFRS 16 *Leases*.

In preparing the financial statements, the Company has considered the impact of climate change, taking into account the relevant disclosures in the Strategic Report. These considerations included the capital expenditure planned in order to deliver the Group's £20.5bn 'Net Zero Acceleration Programme PLUS' (NZAP+) by 2027 and the potential impact adverse weather could have on our network infrastructure, particularly when forecasting cashflows, assessing useful economic lives and looking for indicators of impairment.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements. There are no new standards, interpretations and amendments effective for the first time from 1 April 2023 which have had a material effect on the financial statements.

The Directors consider that the Company has adequate resources to continue in operational existence for the period to 31 December 2025. The Financial Statements are therefore prepared on a going concern basis. In making their assessment, the Directors have considered future cash flows, including sensitivities on future cashflow projections, and the level of headroom on long-term loans and bonds for the period to 31 December 2025.

Additional cash flow modelling, including the impact of periods of reduced demand and stressed conditions on the Company's ability to refinance maturing debt, was carried out against which operational and financial mitigants were also considered. This cash flow modelling displays the potential prospective impact on the financial position of the Company for the foreseeable future, based on plausible downside scenarios which may materialise over the coming period.

The Company is in a net current liability position of £74.3m as at the financial year end and therefore, the Directors have also considered the arm's length intercompany funding from other companies with the SSE plc Group and the Group's commitment not to request repayment of intergroup funding, unless the Company has the reserves to do so for the period to 31 December 2025. In managing the liquidity of the Company, the Directors look to blend intergroup and external debt to create a balance of maturity, term and rate.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 1 Significant accounting policies *(continued)*

#### **Basis of preparation *(continued)***

The financial statements are prepared on a going concern basis which has been supported by the provision of a parental letter of support from SSE plc. The Group letter of support confirms that the Group will provide support to 31 December 2025 where required. The Directors are satisfied that the Group has the ability to provide this support, should it be required.

In assessing the financial strength of the letter of support provided, the directors considered the cash and cash equivalents balance of £1,035.9m at 31 March 2024, and the undrawn committed bank facilities of £2.75bn maintained by the Group, including £1.0bn expiring in February 2025. The Directors have taken into account the Group's credit rating and the successful issuance of £1.1bn of long term funding in the 23/24 financial year being a €750m 8 year Green Bond at 4.0% in August 2023 and a 20 year £500m Green Bond at a coupon of 5.5% in January 2024. As well as taking account of the factors noted, the going concern conclusion is arrived at after applying stress testing sensitivities to the Group's cash flow and funding projections through to 31 December 2025, including removal of proceeds from unconfirmed future divestments, negative and positive sensitivities on operating cash flows and uncommitted capex and other adjustments.

Having reviewed the financial strength of the Group, the directors are satisfied that the Group, and the Company itself, will remain funded for foreseeable future. The Directors have therefore concluded it is appropriate for the financial statements to be prepared on a going concern basis.

#### **Revenue**

##### *Use of Electricity Networks*

Revenue from use of electricity networks is derived from the allowed revenue as defined by the parameters in the relevant electricity distribution licence, which informs the tariffs set.

Electricity distribution revenue recognised is based on the volume of electricity distributed "over time", as use of the distribution service is determined by the customer, and the set customer tariff. Where this revenue differs from the allowed revenue, there may be an over- or under-recovery of revenue which will be reflected in future financial year's allowed revenue as set out in the regulatory licence. No accounting adjustments are therefore made for over- or under-recoveries in the year that they arise as they are contingent on future events (being the distribution of electricity in a future period). The over or under recovery adjustment is recognised in the subsequent period when included within the tariffs that form allowed revenue under the regulatory agreement.

The Company is responsible for recovering industry charges for supplier failures from customers under Ofgem's Supplier of Last Resort scheme. The Company's policy is to recognise revenue for recovered amounts when the Company is entitled to invoice customers through its regulated use of system tariff. The Company recognises its obligation to pay amounts recovered to eligible suppliers when the Company is entitled to invoice customers through its regulated use of system tariff.

##### *Network contracted services*

Where the Company has an ongoing obligation to provide contracted services (such as for distribution network connections), revenues are recognised 'over time' consistent with the customer receiving and consuming the benefits of that service across the expected contractual service period. Any assets constructed in order to deliver the service are capitalised and depreciated over their useful life. Payments are typically received from customers in advance of providing the contracted service and are deferred on balance sheet.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 1 Significant accounting policies *(continued)*

#### Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the profit and loss account except for differences arising on the retranslation of qualifying cash flow hedges, which are recognised in other comprehensive income.

#### Research

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred.

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A net deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

#### Property, plant and equipment

Property, plant and equipment (PPE) is stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is charged to the profit and loss account on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment and is included within distribution costs in the profit and loss account. Land is not depreciated. The estimated useful lives are as follows:

	<b>Years</b>
Network assets:	
Underground and subsea cables, overhead lines	5 to 80
Non-operational assets:	
Buildings	5 to 80
Fixtures, equipment, plant and machinery, vehicles and mobile plant	5 to 10

Assets held under leasing arrangements are recognised as right-of-use assets and are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

An item of PPE is derecognised on disposal. Where no future economic benefits are expected to arise from the continued use of an item of PPE, the asset is fully written off.

Expenditure incurred to replace a component of a property, plant and equipment that is accounted for separately is capitalised. Other subsequent expenditure is capitalised only when it increases the future economic benefits of the PPE to which it relates.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 1 Significant accounting policies *(continued)*

#### **Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Included within intangible assets are application software license fees, software development work, software upgrades and purchased PC software packages. Amortisation is charged on a straight line basis over 10 years and is included within distribution costs in the profit and loss account.

#### **Capitalised interest**

Interest directly attributable to the acquisition, construction or production of major capital projects, which are projects that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use, and depreciated as part of the total cost over the useful life of the asset.

#### **Leases**

At lease commencement date, the Company recognises a right-of-use-asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability and any lease payments made in advance of the lease commencement date.

The Company depreciates the right-of-use assets on a straight line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the Company's incremental borrowing rate.

#### **Impairment review**

The carrying amounts of the Company's PPE and other intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, or where there are indications that a previously recognised impairment loss has reduced. For PPE and other intangible assets that have previously been identified as exhibiting indications of impairment, the review of impairment will be performed annually until there is sufficient evidence to confirm that any potential impairment loss has been appropriately recognised, or until previously recognised impairment losses have been fully written back.

For assets subject to impairment testing, the asset's carrying value is compared to the asset's recoverable amount. The recoverable amount is determined to be the higher of the fair value less costs to sell (FVLCS) and the value-in-use (VIU) of the asset.

If the carrying amount of the asset exceeds its recoverable amount, an impairment charge will be recognised immediately in the profit and loss account. Reversals of previous impairment charges are recognised if the recoverable amount of the asset significantly exceeds the carrying amount.

#### **Customer contributions**

Customer and regulatory contributions towards construction are recorded as deferred income and released to the profit and loss account over the estimated life used in calculating contributions. Deferred income includes customer contributions towards new connections, which are released over the estimated useful economic life of the connection asset.

#### **Government grants**

Government grants towards innovation projects are recognised as income over the period necessary to match them with the related costs, for which they are intended to compensate, on a systematic basis. Grants related to income are presented separately as other income in the profit and loss account. Capital grants are recorded as deferred income and released to the profit and loss account over the estimated life of the asset.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 1 Significant accounting policies *(continued)*

#### Trade receivables

Trade receivables do not carry any interest and are measured at cost less an appropriate allowance for lifetime expected credit losses ("ECL").

At the end of each reporting period a review of the allowance for impairment of trade receivables (or bad debt provision) is performed. Trade receivables do not contain any significant financing elements, and therefore ECL are measured using the simplified approach, as permitted by IFRS 9. A provision matrix is utilised to estimate the lifetime expected credit losses, based on the age, status and risk of each class of receivable, which is updated periodically to include changes to both forward-looking and historical inputs. An allowance for impairment of trade and other receivables is established when there is evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

#### Stocks

Stocks are stated at the lower of cost and net realisable value.

#### Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### Pensions

Some of the Company's employees are members of a Group wide defined benefit pension plan. As there is no contractual agreement or stated Group policy for charging the net defined benefit cost of the plan to participating entities, the net defined benefit cost of the pension plan is recognised fully by the sponsoring employer, which is another member of the Group. The Company then recognises a cost equal to its contribution payable for the period, including deficit repair contributions. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

#### Equity and equity-related compensation benefits

SSE plc, the ultimate parent of the Company, operates a number of All Employee Share Schemes as described in the Remuneration Policy Report of the Group. These schemes enable Group employees to acquire shares of the ultimate parent company. The employees of the Company are entitled, where applicable, to participate in these schemes. The Company has not been charged the cash cost of acquiring shares on behalf of its employees, as this cost is borne by the ultimate parent company. Where the fair value of the options granted has been measured, the Company has recognised the expense as if the share based payments related to the Company's own shares.

The exercise prices of the sharesave scheme are set at a discount to market price at the date of the grant. The fair value of the sharesave scheme option granted is measured at the grant date by use of an option pricing model. The fair value of the options granted is recognised as an expense on a straight line basis over the period that the scheme vests. Estimates are updated at each balance sheet date with any adjustment in respect of the current and prior years being recognised in the profit and loss account.

The costs associated with the other main employee schemes, the Share Incentive Plan and the Deferred Bonus Scheme, are recognised over the period to which they relate.

#### Derivative financial instruments and hedging

Derivative financial instruments are recognised at fair value. The gain or loss on re-measurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 1 Significant accounting policies *(continued)*

#### Cash and cash equivalents

Cash and cash equivalents represents amounts received from Distribution Network Operators / National Grid in line with annual Ofgem Funding Directions for Innovation projects, and security deposits received from customers in respect of connections projects. The use of Innovation related cash is restricted and can only be used for the purpose of the project. Security deposit cash is ring fenced and held on behalf of National Grid until either returned to the customer on completion of the project or matured in respect of customer cancellation. The balances are not remitted to SSE plc as part of the Group's central treasury operations. Any non-restricted cash generated by the Company is remitted to or obtained from the Group or SSE Services PLC.

#### Significant judgements and estimates

There are no significant judgements or estimates in the year.

### 2 Analysis of Revenue

An analysis of the Company's revenue by business segment is set out below:

	General use of electricity networks £m	Network connections services £m	Out of area network activity £m	Metering income £m	Other revenue £m	Total £m
<b>Distribution revenue at 31 March 2024</b>	<b>625.2</b>	<b>21.1</b>	<b>31.5</b>	<b>3.4</b>	-	<b>681.2</b>
Distribution revenue at 31 March 2023	742.9	19.0	27.6	3.7	8.0	801.2

The existence of each segment is fundamental to the successful operation of the distribution network. Each segment has similar economic characteristics and therefore the Directors assess the Company has one reportable operating segment. The Company generates revenue for the construction, maintenance and renovation of the distribution network in the south of England, responsible for the supply of electricity to over 3.1 million homes and businesses. The Company also provides electricity connections providing essential and safe access to the distribution network. Each segment represents an essential element of the network, allowing customers to gain and maintain supply of electricity and therefore the Directors assess that the Company has one reportable operating segment. As such, the Company does not place reliance with any single key customer.

The Company recognised other income relating to government grants of £nil in the year (2023: £0.3m). This does not equate to other revenue denoted in the analysis above.

### 3 Expenses and auditor's remuneration

Operating profit is arrived at after charging/(crediting):

	2024 £m	2023 £m
Depreciation of property, plant and equipment (note 8)	121.8	115.0
Amortisation of intangible assets (note 9)	7.4	7.8
Lease charges (i)	0.1	0.6
Release of deferred income in relation to customer contributions and capital grants	(7.8)	(8.3)
Government grants related to income	-	(0.3)
Net management fees in respect of services provided by Group companies	45.5	57.5
Research costs	4.7	6.6
Gain on sale of property, plant and equipment	-	(0.6)

(i) Represents the expense of leases with a duration of 12 months or less, leases deemed to be "low value" and variable lease payments which do not depend on an index or rate with £0.1m (2023: £0.6m) charged in the current year.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 3 Expenses and auditor's remuneration *(continued)*

The Company incurred £0.2m of external audit fees (2023: £0.2m). Included within this are audit related assurance service fees of £0.02m (2023: £0.02m).

### 4 Staff costs and numbers

	2024 £m	2023 £m
Staff costs:		
Wages and salaries	134.4	115.6
Social security costs	16.4	14.6
Share based remuneration	1.9	1.2
Pension costs (note 19)	35.6	53.3
	<u>188.3</u>	<u>184.7</u>
Less charged as capital expenditure	(68.2)	(64.9)
	<u>120.1</u>	<u>119.8</u>

#### Employee numbers

	2024 Number	2023 Number
Customer facing	951	923
Support staff	1,566	1,456
Numbers employed at 31 March	<u>2,517</u>	<u>2,379</u>

#### Average employee numbers

	2024 Number	2023 Number
Customer facing	935	931
Support staff	1,517	1,436
The monthly average number of people employed by the Company during the year	<u>2,452</u>	<u>2,367</u>

	2024 £m	2023 £m
Directors' remuneration	<u>5.0</u>	<u>8.1</u>

The total remuneration received by the Directors for qualifying and non-qualifying services including amounts paid and receivable under long term incentive schemes during the year was £5.0m (2023: £8.1m). The total attributable to the highest paid Director is £1.8m (2023: £3.2m). The above value is for 16 Directors (2023: 11), 10 of whom were remunerated via another Group Company in the year. A value of services to the Company for these Directors cannot be determined, therefore the above value reflects the remuneration received for services to the SSE Group as a whole.

The aggregate of amounts paid and receivable under long term incentive schemes for Directors is £1.8m (2023: £4.7m), of which £0.9m (2023: £2.2m) is due to the highest paid Director. Total Company pension contributions of £0.2m (2023: £0.1m) were made to a money purchase scheme on behalf of the Directors.

10 (2023: 9) Directors exercised share options in the parent's shares during the year.

The highest paid Director exercised and received shares under a long-term incentive scheme in the year.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 5 Interest receivable and similar income

	2024 £m	2023 £m
Other income receivable	0.1	0.1
Interest receivable from Group companies	4.3	2.8
	<u>4.4</u>	<u>2.9</u>

### 6 Interest payable and similar charges

	2024 £m	2023 £m
Interest payable to Group companies	27.0	20.5
Bank loans and overdrafts	50.7	61.5
Interest on lease liabilities	0.1	0.1
Foreign exchange translation	1.0	-
	<u>78.8</u>	<u>82.1</u>

### 7 Taxation

	2024 £m	2023 £m
UK corporation tax		
Current tax on income for the period	12.7	22.1
Adjustment in respect of prior periods	(1.3)	1.1
<b>Total current tax charge</b>	<u>11.4</u>	<u>23.2</u>
Deferred tax (see note 17):		
Origination and reversal of temporary differences	17.2	10.3
Adjustment in respect of prior periods	(3.3)	(1.8)
Effect of change in tax rate	-	3.3
<b>Total deferred tax</b>	<u>13.9</u>	<u>11.8</u>
<b>Total tax on profit</b>	<u>25.3</u>	<u>35.0</u>

The difference between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2024 £m	2023 £m
Profit before taxation	<u>119.3</u>	<u>173.5</u>
Tax on profit at standard UK corporation tax rate of 25% (2023: 19%)	29.8	33.0
Effects of:		
Adjustment in respect of previous periods	(4.6)	(0.6)
Expenses not deductible for tax purposes	-	0.2
Other items	0.1	(0.9)
Effect of change in tax rate	-	3.3
<b>Total tax charge for year</b>	<u>25.3</u>	<u>35.0</u>



# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 7 Taxation *(continued)*

The Company's profits are taxed at the standard rate of UK corporation tax of 25% for the year to 31 March 2024 (2023: 19%). There are no announced or enacted changes in corporation tax rates in the year-ended 31 March 2024.

The Spring Finance Bill 2023 introduced legislation, initially as a temporary measure but then being made permanent in the Autumn Statement, to allow 'Full Expensing' of 100% General Pool plant and machinery, alongside 50% for Special Rate Pool plant and machinery. These changes significantly increase the deductions for Capital Allowances on capital expenditure incurred from 1 April 2023.

### 8 Property, plant and equipment

	Network assets £m	Assets under the course of construction (AUC) £m	Land and buildings £m	Vehicles and miscellaneous equipment £m	Total £m
<b>Cost:</b>					
At 1 April 2023	6,642.8	72.7	2.7	132.0	6,850.2
Additions	-	397.5	0.1	-	397.6
Transfers from AUC to fully commissioned	355.8	(360.2)	0.2	4.2	-
Disposal	(6.7)	(0.1)	-	-	(6.8)
<b>At 31 March 2024</b>	<b>6,991.9</b>	<b>109.9</b>	<b>3.0</b>	<b>136.2</b>	<b>7,241.0</b>
<b>Depreciation:</b>					
At 1 April 2023	(2,756.7)	-	(0.4)	(118.2)	(2,875.3)
Charge for the year	(116.5)	-	(0.1)	(5.2)	(121.8)
Disposal	6.7	-	-	-	6.7
<b>At 31 March 2024</b>	<b>(2,866.5)</b>	<b>-</b>	<b>(0.5)</b>	<b>(123.4)</b>	<b>(2,990.4)</b>
<b>Net book value:</b>					
<b>At 31 March 2024</b>	<b>4,125.4</b>	<b>109.9</b>	<b>2.5</b>	<b>12.8</b>	<b>4,250.6</b>
At 31 March 2023	3,886.1	72.7	2.3	13.8	3,974.9

The above property, plant and equipment includes £6.3m (2023: £6.3m) capitalised interest at 31 March 2024. No interest was capitalised in the current year (2023: nil). This is depreciated annually according to the useful economic life of the asset to which the capitalised interest relates.

Land and buildings includes £1.7m of land which is not depreciated.

# Southern Electric Power Distribution plc

Notes on the Financial Statements *(continued)*  
for the year ended 31 March 2024

## 8 Property, plant and equipment *(continued)*

Included in the above line items are right-of use assets over the following:

	Network assets £m	Land and buildings £m	Total £m
<b>Cost:</b>			
At 1 April 2023	6.7	1.0	7.7
Additions	-	0.1	0.1
Disposals	(6.7)	-	(6.7)
<b>At 31 March 2024</b>	<b>-</b>	<b>1.1</b>	<b>1.1</b>
<b>Depreciation:</b>			
At 1 April 2023	(6.7)	(0.3)	(7.0)
Charge for the year	-	(0.1)	(0.1)
Disposals	6.7	-	6.7
<b>At 31 March 2024</b>	<b>-</b>	<b>(0.4)</b>	<b>(0.4)</b>
<b>Net book value:</b>			
<b>At 31 March 2024</b>	<b>-</b>	<b>0.7</b>	<b>0.7</b>
At 31 March 2023	-	0.7	0.7

## 9 Intangible assets

	Assets in development £m	IT Software £m	Total £m
<b>Cost:</b>			
At 1 April 2023	26.7	65.9	92.6
Additions	11.6	-	11.6
Transfers to fully commissioned assets	(27.0)	27.0	-
<b>At 31 March 2024</b>	<b>11.3</b>	<b>92.9</b>	<b>104.2</b>
<b>Amortisation:</b>			
At 1 April 2023	-	(37.2)	(37.2)
Charge for the year	-	(7.4)	(7.4)
<b>At 31 March 2024</b>	<b>-</b>	<b>(44.6)</b>	<b>(44.6)</b>
<b>Net book value:</b>			
<b>At 31 March 2024</b>	<b>11.3</b>	<b>48.3</b>	<b>59.6</b>
At 31 March 2023	26.7	28.7	55.4

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 10 Stocks

	<b>2024</b>	2023
	<b>£m</b>	£m
Raw Materials	<b>0.3</b>	0.3

### 11 Debtors

	<b>2024</b>	2023
	<b>£m</b>	£m
Trade debtors	<b>46.8</b>	55.9
Amounts owed by Group undertakings	<b>0.2</b>	173.6
Prepayments and accrued income	<b>73.7</b>	76.0
Contract related receivables	<b>23.8</b>	28.5
Corporation tax debtor	<b>0.5</b>	-
	<b>145.0</b>	334.0

Contract related receivables relate to costs incurred on non-capital networks projects. These projects are performed at the customer's request and are paid for in full directly by the customer. The projects are partially completed at the financial year end, the costs being recognised as contract related receivables and the related income received from the customer being held within contract related liabilities at the balance sheet date.

### 12 Cash and cash equivalents

	<b>2024</b>	2023
	<b>£m</b>	£m
Restricted cash	<b>11.1</b>	7.1

Cash and cash equivalents consists of amounts received to fund Innovation projects as well as security deposits received from customers in respect of DUOS and Connections activity. Innovation cash is received from DNOs to fund the Transition project which is set up under Ofgem's Networks Innovation Competition funding. These bank accounts contain amounts received from DNOs / National Grid in line with annual Ofgem Funding Directions. The use of the cash is restricted and can only be used for the purpose of the project. Security deposit cash is held for customer connections projects and is ring fenced. The money is either returned to the customer on completion of the connection or matured in respect of cancellation. The restricted cash balance has not been remitted to SSE plc as part of the Group's central treasury operations. Any non-restricted cash generated by the Company is remitted to or obtained from the Group or SSE Services plc.

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

	<b>2024</b>	2023
	<b>£m</b>	£m
Trade creditors	<b>27.8</b>	14.9
Amounts owed to Group undertakings	<b>69.9</b>	187.3
Other creditors	<b>38.2</b>	39.5
Accruals	<b>53.6</b>	43.9
Derivative financial liabilities (note 20)	<b>0.9</b>	-
Contract related liabilities (i)	<b>40.2</b>	35.3
Obligations under leases	<b>0.1</b>	0.1
	<b>230.7</b>	321.0

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 13 Creditors: amounts falling due within one year *(continued)*

(i) Current contract related liabilities include customer contributions of £7.8m (2023: £8.4m). Revenue recognised in the reporting period of £7.5m was included in contract liabilities at the beginning of the period.

The amounts owed to Group undertakings include amounts advanced to the Company by its ultimate parent SSE plc. Interest on these balances is charged at 4.87% (2023: 4.03%).

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

	2024 £m	2023 £m
Loans and borrowings (note 16)	843.4	839.8
Loans due to ultimate parent (note 16)	900.0	900.0
Contract related liabilities (i)	761.0	688.2
Obligations under leases	1.0	1.0
	<u>2,505.4</u>	<u>2,429.0</u>

(i) Non-current contract related liabilities include customer contributions of £92.3m (2023: £91.2m).

The amounts owed to Group undertakings include amounts advanced to the Company by its ultimate parent SSE plc. Interest on these balances is charged at 4.87% (2023: 4.03%).

### 15 Provisions for other liabilities

	2024 £m	2023 £m
At 1 April 2023	-	0.1
Additions in the year	-	-
Utilised during the year	-	(0.1)
<b>At 31 March 2024</b>	<u>-</u>	<u>-</u>

The prior year provision related to an insurance claim limited to the Company's excess on an insurance policy which was fully utilised in the year.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 16 Interest bearing loans and borrowings

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings which are held at amortised cost.

#### Analysis of Borrowings

	2024 Weighted Average Interest Rate	2024 Face value £m	2024 Fair value £m	2024 Carrying amount £m	2023 Weighted Average Interest Rate	2023 Face value £m	2023 Fair value £m	2023 Carrying amount £m
<b>Non-Current</b>								
4.75% Loan Stock repayable to SSE plc on 31 March 2028	4.75%	300.0	293.6	300.0	4.75%	300.0	294.3	300.0
<b>Between two and five years</b>		300.0	293.6	300.0		300.0	294.3	300.0
5.50% Eurobond repayable on 7 June 2032	5.50%	350.0	368.1	350.1	5.50%	350.0	364.1	350.1
2.125% Loan Stock repayable to SSE plc on 29 September 2034	2.13%	400.0	301.5	400.0	2.13%	400.0	303.2	400.0
4.625% Eurobond repayable on 20 February 2037	4.63%	325.0	312.4	324.3	4.63%	325.0	301.2	324.2
4.454% Index Linked Bond repayable on 27 February 2044	4.45%	169.4	212.6	169.0	4.45%	165.9	190.4	165.5
2.125% Loan Stock repayable to SSE plc on 31 March 2036	2.13%	200.0	151.5	200.0	2.13%	200.0	153.9	200.0
<b>Over five years</b>		1,444.4	1,346.1	1,443.4		1,440.9	1,312.8	1,439.8
<b>Total non-current borrowings</b>		1,744.4	1,639.7	1,743.4		1,740.9	1,607.1	1,739.8
<b>Total borrowings</b>		1,744.4	1,639.7	1,743.4		1,740.9	1,607.1	1,739.8

The effective interest rate is equal to the weighted average interest rate for all borrowings.

### 17 Deferred Taxation

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2024 £m	2023 £m	2024 £m	2023 £m	2024 £m	2023 £m
Accelerated capital allowances	-	-	319.6	305.7	319.6	305.7
Other timing differences	-	-	(0.1)	-	(0.1)	-
Fair value movement on financial instruments	-	-	(0.3)	-	(0.3)	-
<b>Net tax liabilities</b>	-	-	319.2	305.7	319.2	305.7

	1 April 2023 £m	Recognised in income £m	Recognised in equity £m	31 March 2024 £m
Movement in deferred tax during the year	305.7	13.9	(0.4)	319.2
	1 April 2022 £m	Recognised in income £m	Recognised in equity £m	31 March 2023 £m
Movement in deferred tax during prior year	293.9	11.8	-	305.7

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 18 Equity

#### Share Capital

	£m
Equity:	
Allotted, called up and fully paid:	
As at 1 April 2023: 107,850,000 ordinary shares of £1 each	107.9
<b>As at 31 March 2024: 107,850,000 ordinary shares of £1 each</b>	<b>107.9</b>

#### Hedge Reserve

The hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedge derivative instruments related to hedged transactions that have not yet occurred.

### 19 Pensions

8% (2023: 10%) of the Company's employees are members of the Southern Electric Pension Scheme which provides defined benefits based on final pensionable pay. As there is no contractual agreement or stated Group policy for charging the net defined benefit cost of the plan to participating entities, the net defined benefit cost of the pension plan is recognised fully by the sponsoring employer, which is another member of the Group.

New employees can join a personal pension scheme which is a money purchase scheme with the Company matching the members' contributions up to a maximum of 6% of salary. The scheme is managed by Aviva.

The Company's share of the total contribution payable to the pension schemes during the year was £26.3m (2023: £23.2m). In addition to this, the Company incurred a further charge, payable to SSE Services plc, of £9.3m (2023: £30.1m), which related to its share of the Southern Electric Pension Scheme's deficit repair contributions for the year ended 31 March 2024.

### 20 Derivatives and financial instruments

The Group's Treasury department is responsible for managing the banking and liquidity requirements of the Company, risk management relating to interest rate and foreign exchange exposures, and for managing the credit risk relating to the banking counterparties with which it transacts. Short term liquidity is reviewed daily by the department while longer term liquidity position is reviewed on a regular basis by the Group Board. The department's operations are governed by policies determined by the Group Board and any breaches of these policies are reported to the Tax and Treasury Committee and the Group's Audit Committee. The Group's policy is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to either the Group or Company's reputation.

The Group holds committed bank facilities of £3.5bn at 31 March 2024 of which £2.75bn could be made available to the Company if required. The Directors have considered sensitivities on future cashflow projections and given the facilities available, including those held at Group and Company level, the Directors have concluded that the Company has sufficient headroom to continue as a going concern.

#### (i) Currency risk

Exposure to currency rate risk arises in the normal course of the Company's business and derivative financial instruments are entered into to hedge exposure to this risk.

The Company presents its Financial Statements in Sterling but also conducts business in foreign currencies. As a result, it is subject to foreign currency exchange risk arising from exchange rate movements which will be reflected in the Company's transaction costs.

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### 20 Derivatives and financial instruments *(continued)*

#### (i) Currency risk *(continued)*

The Company's policy is to use forward contracts to manage its exposures to foreign exchange risk. All such exposures are transactional in nature and relate primarily to procurement contracts. The policy is to seek to hedge 100% of its currency requirements arising under all committed contracts.

#### (ii) Interest rate risk

Exposure to interest rate risk arises in the normal course of the Company's business. Interest rate risk derives from the Company's exposure to changes in value of an asset or liability or future cash flows through changes in interest rates. Derivative financial instruments are entered into to hedge exposure to risk. 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.

The Company's policy is to manage this risk by stipulating that a minimum of 50% of borrowings be subject to fixed rates of interest, either directly through the debt instruments themselves or through the use of derivative financial instruments. Such instruments include interest rate swaps. These practices serve to reduce the volatility of the Company's financial performance.

Although interest rate derivatives are primarily used to hedge risk relating to current borrowings, under certain circumstances they may also be used to hedge future borrowings. Any such pre-hedging is unwound at the time of pricing the underlying debt, either through cash settlement on a net present value basis or by transacting offsetting trades.

The impact of a change in interest rates is dependent on the specific details of the financial asset or liability in question. Changes in fixed rate financial assets and liabilities, which account for the majority of cash, loans and borrowings, are not measured at fair value through the profit and loss account. In addition to this, changes to fixed-to-floating hedging instruments which are recorded under cash flow hedge accounting also do not impact the profit and loss account. Changes in variable rate instruments and hedging instruments and hedged items recorded under fair value hedge accounting are recorded through the profit and loss account. The exposure measured is therefore based on variable rate debt and instruments.

#### (iii) Fair values

The fair values of the Company's financial assets and financial liabilities, and the carrying amounts in the balance sheet are analysed below. Balances included in the analysis of primary financial assets and liabilities include cash and cash equivalents, loans and borrowings, trade debtors and trade creditors, all of which are disclosed separately.

#### Summary fair values

The fair values of the primary financial assets and liabilities together with their carrying values are as follows:

	2024 Carrying value £m	2024 Fair value £m	2023 Carrying value £m	2023 Fair value £m
<b>Financial Assets</b>				
Trade and intercompany debtors	47.0	47.0	229.5	229.5
Derivative financial assets	-	-	0.3	0.3
<b>Financial Liabilities</b>				
Trade and intercompany creditors	97.7	97.7	202.2	202.2
Derivative financial liabilities	1.1	1.1	-	-
Long-term bonds	843.4	893.1	839.8	855.7
Loan stock	900.0	746.6	900.0	751.4

# Southern Electric Power Distribution plc

Notes on the Financial Statements *(continued)*  
for the year ended 31 March 2024

## 20 Derivatives and financial instruments *(continued)*

Fair values have been determined with reference to closing market prices. Unless otherwise stated, carrying value approximates fair value.

### Financial and operating derivative instruments – disclosure

For disclosure purposes, derivative financial instruments are classified as financing derivatives. The Company only utilise financing derivatives in the form of cash flow foreign exchange hedges and non-hedge accounted (MTM) foreign exchange contracts. Non-hedge accounted contracts are treated as held for trading (MTM). The carrying value is the same as the fair value for all instruments. All balances are stated gross of associated deferred taxation.

#### Basis of determining fair value

Closing rate market values have been used to determine the fair values of the interest rate and denominated long-term fixed rate debt. Estimates applied reflect management's best estimates of these factors.

## 21 Capital commitments

	2024 £m	2023 £m
Contracted but not provided for	<u>103.7</u>	<u>57.3</u>

## 22 Net debt

### Reconciliation of movements in financing liabilities

	At 31 March 2023 £m	Financing cash flows			Non-cash movements			At 31 March 2024 £m
		New borrowing £m	Repayment of borrowings £m	Repayment of lease creditor £m	Lease Liabilities £m	Re- classification £m	Other £m	
Loan Stock	900.0	-	-	-	-	-	-	900.0
Index Linked Bond	165.5	-	-	-	-	-	3.5	169.0
Fixed rate Eurobonds	674.3	-	-	-	-	-	0.1	674.4
<b>Total long-term borrowings</b>	<b>1,739.8</b>	-	-	-	-	-	<b>3.6</b>	<b>1,743.4</b>
Loan Stock	-	-	-	-	-	-	-	-
Lease liabilities	1.1	-	-	(0.1)	-	-	-	1.0
<b>Total loans and borrowings</b>	<b>1,740.9</b>	-	-	<b>(0.1)</b>	<b>0.1</b>	-	<b>3.5</b>	<b>1,744.4</b>



# Southern Electric Power Distribution plc

Notes on the Financial Statements *(continued)*  
for the year ended 31 March 2024

## 22 Net debt *(continued)*

### Reconciliation of movements in financing liabilities *(continued)*

	Financing cash flows				Non-cash movements			At 31 March 2023 £m
	At 31 March 2022 £m	New borrowing £m	Repayment of borrowings £m	Repayment of lease creditor £m	Lease Liabilities £m	Re- classification £m	Other £m	
Loan Stock Index Linked Bond Fixed rate Eurobonds	600.0	300	-	-	-	-	-	900.0
Total long-term borrowings	1,419.3	300	-	-	-	-	20.5	1739.8
Loan Stock	300	-	(300)	-	-	-	-	-
Total short-term borrowings	(300)	-	(300)	-	-	-	-	-
Lease liabilities	1.1	-	-	(0.1)	0.1	-	-	1.1
Total loans and borrowings	1,720.4	300	(300.0)	(0.1)	0.1	-	20.5	1,740.9

## 23 Related undertakings

The related undertakings in which the Company has a shareholding are listed below:

Company Name	Relation	Country of incorporation	Registered address (key)	2024 Holding %	2023 Holding %	Principal activity
Electralink Limited	Investment	England and Wales	A	<b>8.79</b>	8.79	Data Transfer Service Operator
DCUSA Limited	Investment	England and Wales	A	<b>1.69</b>	1.69	Billing Framework Operator
Smart Energy Code Company Limited	Investment	England and Wales	B	<b>0.33</b>	0.33	Smart Metering Implementation Management
Retail Energy Code Company Limited	Investment	England and Wales	C	<b>0.01</b>	0.01	Management of Retail Energy Code

### Registered Address Key

#### Address

Northumberland House, 303 - 306 High Holborn, London, England, WC1V 7J  
77 Gracechurch Street, London, England, EC3V 0AS  
27 Old Gloucester Street, London, England, WC1N 3AX

#### Reference

A  
B  
C

# Southern Electric Power Distribution plc

## Notes on the Financial Statements *(continued)* for the year ended 31 March 2024

### **23 Related undertakings *(continued)***

The Company received a dividend of £0.1m from Electralink Limited in the year.

The Directors have reviewed the recoverability of the carrying value of the investments at 31 March 2024 and are satisfied that the carrying amount is not more than the recoverable amount.

### **24 Ultimate parent company**

The Company is a subsidiary of SSE plc, which is the ultimate parent company and is registered in Scotland. The largest and smallest Group in which the results of the Company are consolidated is that headed by SSE plc. The consolidated Financial Statements of the Group (which include those of the Company) are available from the Company Secretary, SSE plc, Inveralmond House, 200 Dunkeld Road, Perth, PH1 3AQ or by accessing the Company's website at [www.sse.com](http://www.sse.com).

On 3 April 2023 Scottish and Southern Energy Power Distribution Limited transferred its shareholding in the Company to SSEN Distribution Limited (a fellow Group undertaking within the SSE plc Group), from this date SSEN Distribution Limited is the immediate controlling company of the Company.