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NORTHERN ELECTRIC plc

HALF-YEARLY FINANCIAL REPORT FOR THE SIX MONTHS ENDED 30 JUNE 2023

INTERIM MANAGEMENT REPORT

Cautionary Statement

This interim management report has been prepared solely to provide additional information to shareholders to assess the business and strategies of Northern Electric plc (the "Company") and its subsidiaries (together the "Group") and should not be relied on by any other party or for any other purpose.

Business Model

The Company is part of the Northern Powergrid Holdings Company and its subsidiaries group of companies (the "Northern Powergrid Group") and its principal activity during the six months to 30 June 2023 was to act as a holding company, with its main operating subsidiaries being Northern Powergrid (Northeast) plc ("Northern Powergrid"), Integrated Utility Services Limited ("IUS") and Northern Powergrid Metering Limited ("Metering").

Northern Powergrid distributes electricity to approximately 1.6 million customers connected to its electricity distribution network in the North East of England and is an authorised distributor under the Electricity Act 1989. IUS provides engineering contracting services to various clients and Metering rents meters to energy suppliers.

Results for the six months ended 30 June 2023

During the period ended 30 June 2023, the Group made a profit after tax of £66.9 million; this was £10.9 million higher than the 6 months ended 30 June 2022 and was mainly as a result of higher gross margins and lower net operating expenses.

IUS continued to operate its engineering contracting business with revenues higher than the 6 months ended 30 June 2022.

Metering continued to deliver a satisfactory performance in terms of the contracts secured with energy suppliers for the provision of smart meters in the United Kingdom and also to develop further opportunities with other energy suppliers.

Revenue

Revenue at £283.0 million was £15.3 million higher than for the six months ended 30 June 2022 mainly due to higher distribution use of system tariffs and the recovery of amounts paid under the supplier of last resort process, as well as increased contracting and metering revenues.

Cash flow

Cash and cash equivalents as at 30 June 2023 were £217.8 million, representing an decrease of £50.9 million when compared with the position at 31 December 2022. This compares with an increase of £361.0 million in the comparative six month period, primarily due to the financing undertaken with a new bond issued in April 2022.

The Group has access to a £100 million revolving credit facility provided by Barclays Bank plc, Lloyds Bank plc, HSBC UK Bank plc and Royal Bank of Canada. The Group entered into a new Facility Agreement in December 2021 for a period of three years, with two 1-year extension options, the first of which was exercised in 2022.

In addition, the Group has access to short-term borrowing facilities provided by Yorkshire Electricity Group plc, a related party, and to a £19.0 million overdraft facility provided by Lloyds Bank plc.

Dividends

No ordinary dividends were paid in the period resulting in £66.9 million being transferred to reserves.

Related party transactions

The Company provides certain corporate functions to the Northern Powergrid Group.

Further details of the related party transactions entered into by the Group and the Company and changes therein are included in Note 7 to this half-yearly financial report.

Principal risks and uncertainties

Information concerning the principal long-term risks and uncertainties and the internal control system are included in the Group's latest annual reports and accounts for the year to 31 December 2022, which is available at www.northernpowergrid.com.

It is anticpated that these risks will continue to be the principal risks facing the business for the remaining six months of 2023.

Going concern

In the Group's latest annual reports and accounts for the year to 31 December 2022 the directors set out a number of factors they took into account when they considered continuing to adopt the going concern basis in preparing those annual reports and accounts. The directors confirm that no events have occurred during the six months to 30 June 2023, which alter the view expressed in the annual reports and accounts to 31 December 2022.

Future strategy and objectives

The Company will continue to develop its business as a holding company in a manner that concentrates on the Group's principal activities of electricity distribution, engineering contracting and the rental of meters to energy suppliers.

Responsibility Statement

The board of directors confirm that to the best of their knowledge:

- (a) the condensed set of financial statements, which has been prepared in accordance with IAS 34, gives a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation as a whole as required by Disclosure and Transparency Rules ("DTR") 4.2.4R for the six months to 30 June 2022;
- (b) the interim management report contains a fair review of the information required by DTR 4.2.7R; and
- (c) the interim management report includes a fair review of the information required by DTR 4.2.8R.

By order of the board

A P Jones Director

14 September 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS - SIX MONTHS ENDED 30 JUNE 2022

	6 Months ended 30	6 Months ended 30
	June 2023	June 2022
	(unaudited)	(unaudited)
	(unadanca)	(unaddited)
	£m	£m
Revenue	283.0	267.7
Cost of sales	(41.0)	(31.6)
Gross profit	242.0	236.1
Operating expenses	(133.9)	(141.8)
Operating expenses	(155.9)	(141.6)
Operating profit	108.1	94.3
Other (losses)/gains	(0.1)	0.3
Finance income	7.7	1.0
Finance costs	(26.2)	(24.8)
Profit before tax	89.5	70.8
	22.02	
Income tax expense	(22.6)	(14.8)
Profit from ordinary activities after tax	66.9	56.0

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME - SIX MONTHS ENDED 30 JUNE 2022

	6 Months	6 Months
	ended 30	ended 30
	June 2023	June 2022
	(unaudited)	(unaudited)
	£m	£m
PROFIT FOR THE PERIOD	66.9	56.0
OTHER COMPREHENSIVE INCOME		
Items that will not be reclassified subsequently to profit or loss:		
Employee benefit obligation	6.3	20.9
Income tax relating to items of other comprehensive income	(1.6)	(5.2)
	4.7	15.7
Items that may be reclassified subsequently to profit or loss:		
Cash flow hedge	3.0	11.8
Income tax relating to items of other comprehensive income	(0.8)	(3.0)
	2.2	8.8
OTHER COMPREHENSIVE INCOME FOR THE YEAR,		
NET OF INCOME TAX	6.9	24.5
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	73.8	80.5

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION - SIX MONTHS ENDED 30 JUNE 2022

	30 June	31
	2023	December 2022
	(unaudited)	
AGGPMG	£m	£m
ASSETS NON CURRENT ASSETS		
NON-CURRENT ASSETS	47.1	47.2
Intangible assets	47.1 3,098.0	47.3 3,059.2
Property, plant and equipment Right of use asset	12.8	12.8
Investments	4.7	4.0
Pension asset	164.3	151.5
Derivative asset	21.2	18.9
Trade and other receivables	4.2	4.1
	3,352.3	3,297.8
CURRENT ASSETS		
Inventories	26.8	25.7
Trade and other receivables	157.1	94.3
Contract assets	7.4	5.8
Tax receivable	-	1.1
Derivative asset	3.5	2.8
Cash and cash equivalents	217.8	268.7
	412.6	398.4
TOTAL ASSETS	3,764.9	3,696.2
EQUITY		
SHAREHOLDERS' EQUITY		
Share capital	72.2	72.2
Share premium account	158.7	158.7
Hedging reserves	18.5	16.3
Other reserves	6.2	6.2
Retained earnings	1,216.2	1,144.6
TOTAL EQUITY	1,471.8	1,398.0

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION - SIX MONTHS ENDED 30 JUNE 2022

	30 June	31 December
	2023	2022
	(unaudited)	
	£m	£m
LIABILITIES		
NON-CURRENT LIABILITIES		
Deferred revenue	658.5	652.5
Borrowings	1,172.1	1,193.1
Lease liability	9.8	9.8
Deferred tax	166.4	163.2
Provisions	1.9	1.9
	2,008.7	2,020.5
CURRENT LIABILITIES		
Trade and other payables	143.4	117.4
Deferred revenue	29.9	29.3
Borrowings	103.8	125.1
Lease liability	3.4	3.4
Tax payable	1.4	_
Provisions	2.5	2.5
	284.4	277.7
TOTAL LIABILITIES	2,293.1	2,298.2
TOTAL EQUITY AND LIABILITIES	3,764.9	3,696.2

The interim financial statements were approved by the board of directors and authorised for issue on 14 September 2023 and were signed on its behalf by:

A P Jones Director

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY - SIX MONTHS ENDED 30 JUNE 2022

		Share				
	Share	Premium	Other	Hedging	Retained	
	Capital	Account	Reserves	Reserves	Earnings	Total
	£m	£m	£m	£m	£m	£m
Balance at						
1 January 2023	72.2	158.7	6.2	16.3	1,144.6	1,398.0
Profit for the period						
(unaudited)	-	-	-	-	66.9	66.9
Other comprehensive						
income (unaudited)	-	-	-	2.2	4.7	6.9
Balance at						
30 June 2023	72.2	158.7	6.2	18.5	1,216.2	1,471.8
						,
		Share				
	Share	Premium	Other	Hedging	Retained	
	Capital	Account	Reserves	Reserves	Earnings	Total
	£m	£m	£m	£m	£m	£m
	LIII	LIII	2111	LIII	2111	LIII
Balance at						
1 January 2022	72.2	158.7	6.2	0.9	1,228.3	1,466.3
Profit for the period	, 2,2	10017	0.2	0.5	1,220.0	1,100.0
(unaudited)	_	_	_	_	56.0	56.0
Other comprehensive					20.0	20.0
income (unaudited)	_	_	_	8.8	15.7	24.5
(-01,	
Balance at						
30 June 2022	72.2	158.7	6.2	9.7	1,300.0	1,546.8
		Share				
	Share	Premium	Other	Hedging	Retained	
	Capital	Account	Reserves	Reserves	Earnings	Total
	£m	£m	£m	£m	£m	£m
Balance at						
1 January 2022	72.2	158.7	6.2	0.9	1,228.3	1,466.3
Profit for the period	-	-	-	-	105.4	105.4
Other comprehensive						
income	-	_	-	15.4	(74.2)	(58.8)
Dividends	-	-	-	-	(114.9)	(114.9)
D.I.						
Balance at 31 December 2022	72.2	1507	<i>(</i>)	16.2	1 144 4	1 200 n
31 December 2022	72.2	158.7	6.2	16.3	1,144.6	1,398.0

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	6 Months	6 Months
	ended 30	ended 30
	June 2023	June 2022
	(unaudited) £m	(unaudited) £m
Cash flows from operating activities	£III	LIII
Profit for the year	66.9	56.0
Depreciation and amortisation	81.5	79.8
Amortisation of deferred revenue	(15.0)	(14.5)
(Loss)/profit on disposal of property, plant and	` /	•
equipment	0.1	(0.3)
Retirement benefit obligation	(3.6)	(1.9)
Finance income	(7.7)	(1.0)
Finance costs	26.2	24.8
Income tax expense	22.6	14.8
	171.0	157.7
Increase in inventories	(1.4)	(2.2)
Decrease/(increase) in trade and other receivables	10.0	(3.4)
Increase in contract assets	(1.6)	(0.2)
Increase/(decrease) in trade and other payables	1.0	(6.0)
Decrease in provisions	(0.1)	(1.6)
Cash generated from operations	178.9	144.3
Net interest paid	(31.4)	(25.9)
Tax paid	(19.5)	(17.6)
Net cash from operating activities	128.0	100.8
Investing activities		
Investing activities Proceeds from disposal of property, plant and		
equipment	-	0.3
Purchase of property, plant and equipment	(102.0)	(116.4)
Purchase of intangible assets	(5.3)	(3.1)
Amounts loaned to group companies	(73.2)	-
Receipt of customer contributions	33.2	23.8
Net cash used in investing activities	(147.3)	(95.4)
Financing activities		
Issue of long-term borrowings	_	346.3
Repayment of long-term borrowings	(19.5)	5 10.5
Repayment of short-term borrowings	(10.1)	_
Movement in loans from group undertakings	-	12.1
Lease payment	(2.0)	(2.8)
Net cash (used in)/generated by financing activities	(31.6)	355.6
Net increase/(decrease) in cash and cash equivalents	(50.9)	361.0
Cash and cash equivalents at beginning of period	268.7	42.1

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Cash and cash equivalents at end of period	217.8	403.1

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The information included within these condensed financial statements that refer to the year ended 31 December 2022, does not constitute statutory accounts as defined in section 434 of the Companies Act 2006. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditor reported on those accounts and that report was unqualified, did not draw attention to any matters by way of emphasis and did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

2. ACCOUNTING POLICIES

Basis of preparation

The annual financial statements of the Group are prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board ("IASB"). The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting', as adopted by the IASB.

Going concern

In the Group's latest annual reports and accounts for the year to 31 December 2022 the directors set out a number of factors they took into account when they considered continuing to adopt the going concern basis in preparing those annual reports and accounts. The directors confirm that no events have occurred during the six months to 30 June 2023, which alter the view expressed in the annual reports and accounts to 31 December 2022.

Changes in accounting policy

The Company's accounting policies and methods of computation are the same as the accounting policies which are described in the Company's financial statements for the year ended 31 December 2022, with the only changes being outlined below.

Application of new and revised IFRS

None of the standards, interpretations and amendments which are effective for periods beginning 1 January 2023 has had a material effect on the financial statements:

- Amendments to IFRS 17 Insurance contracts;
- Amendments to IAS 1 disclosure of accounting policies;
- Amendments to IAS 8 definition of accounting estimates; and
- Amendments to IAS 12 deferred tax on leases and decommission obligations.

3. SEGMENTAL ANALYSIS

The Group operates in three principal areas of activity, those of the distribution of electricity, engineering contracting and smart meter rental in the United Kingdom.

The Group is separated unto the following segments:

Distribution: Northern Powergrid (Northeast) plc Contracting: Integrated Utility Services Limited

Metering: Northern Powergrid Metering Services Limited

Other: Includes support activities and consolidation adjustments

The following is an analysis of the Group's revenue and results by reportable segment in the six months ended 30 June 2023 (unaudited):

	Distribution £m	Contracting £m	Metering £m	Other £m	Total £m
		,,,,,,			
REVENUE					•0•
External sales	219.2	20.2	43.1	0.5	283.0
Inter-segment sales	1.5	3.1		(4.6)	
Total Revenue	220.7	23.3	43.1	(4.1)	283.0
SEGMENT RESULTS Operating					
profit/(loss)	84.8	1.0	17.5	4.8	108.1
Other losses					(0.1) 7.7
Finance income Finance costs					(26.2)
Profit before tax					89.5
OTHER INFORMATION					
INFORMATION Capital additions	84.4	0.1	36.6		121.1
Depreciation and	07.4	0.1	30.0	-	121.1
amortisation Amortisation of	56.6	0.1	25.7	(0.9)	81.5
deferred revenue	(15.0)	<u> </u>	-		(15.0)

External sales to the E.ON group in the six months ended 30 June 2023 represented 20.76% of revenue within the Distribution segment.

External sales to British Gas Ltd in the six months ended 30 June 2023 represented 12.48% of revenue within the Distribution segment.

3. SEGMENTAL ANALYSIS (CONTINUED)

The following is an analysis of the Group's revenue and results by reportable segment in the six months ended 30 June 2022 (unaudited):

	Distribution £m	Contracting £m	Metering £m	Other £m	Total £m
REVENUE External sales Inter-segment sales	212.1 0.2	8.8 5.8	42.5	4.3 (6.0)	267.7
Total Revenue	212.3	14.6	42.5	(1.7)	267.7
SEGMENT RESULTS Operating profit	73.1	(0.1)	14.8	6.5	94.3
Other gains Finance income Finance costs					0.3 1.0 (24.8)
Profit before tax					70.8
OTHER INFORMATION					
Capital additions	91.2	-	26.6	-	117.8
Depreciation and amortisation Amortisation of	54.5	0.3	26.0	(1.0)	79.8
deferred revenue	(14.5)		<u>-</u>	<u>-</u>	(14.5)

External sales to E.ON group in the six months ended 30 June 2022 represented 20.76% of revenue within the Distribution segment.

External sales to British Gas Ltd in the six months ended 30 June 2022 represented 12.48% of revenue within the Distribution segment.

Sales and purchases between the different segments are made at commercial prices.

3. SEGMENTAL ANALYSIS (CONTINUED)

The accounting policies of the reportable segments are the same as the Group's accounting policies which are described in the Group's latest annual financial statements. The segment results represent the profit earned by each segment without allocation of the share of profits of joint ventures, associates, finance income and finance costs and income tax expense.

Segment net assets	30 June 2023 Unaudited £m	31 December 2022 £m
Distribution Contracting Metering Other	1,893.9 (3.5) 340.3 (77.8)	2,167.4 4.3 109.8 110.7
Total net assets by segment Unallocated net corporate liabilities	2,152.9 (681.1)	2,392.2 (994.2)
Total net assets	1,471.8	1,398.0

4. INCOME TAX EXPENSE

Tax for the six-month period ended 30 June 2023 is charged at 25.3% (six months ended 30 June 2022: 20.9%). This is higher than the standard rate of corporation tax in the UK and represents the best estimate of the average annual effective tax rate expected for the full year, as applied to the pre-tax income of the six-month period

	6 months	6 months
	ended	ended
	30 June 2023	30 June 2022
	Unaudited	Unaudited
	£m	£m
Current tax	21.8	14.3
Deferred tax	0.8	0.5
Total income tax expense	22.6	14.8

The Autumn Statement 2022 confirmed the increased rate of corporation tax from 19% to 25% from 1 April 2023. Deferred tax balances are therefore measured at 25% at 30 June 2023 (six months ended 30 June 2022: 25%).

There is no uncertainty over the acceptable income tax treatment. Should any uncertainties arise, the Company will apply adopted amendments to IFRIC 23.

5. RETIREMENT BENEFIT SCHEMES

The defined benefit obligation as at 30 June 2023 is calculated on a year-to-date basis, using the annual actuarial valuation as at 31 December 2022. The latest triennial valuation carried out by AON was on the 31 March 2022 and was concluded in 2023. There have not been any significant fluctuations or one-time events since that time that would require adjustment to the actuarial assumptions made at June 2023.

6. FINANCIAL INSTRUMENTS

Except as detailed in the following table, the directors consider that the carrying value amounts of financial assets and financial liabilities are approximately equal to their fair values:

	Carryii	ng value	Fair value	
	•	31		31
	30 June	December	30 June	December
	2023	2022	2023	2022
	Unaudited		Unaudited	
	£m	£m	£m	£m
Financial liabilities				
Short-term loan	53.6	63.6	53.6	63.6
Bond 2035 – 5.125% (Northern				
Electric Finance plc)	149.5	153.5	141.0	150.1
Bond 2049 – 2.750% (Northern				
Electric Finance plc)	148.0	150.1	95.0	100.5
Bond 2052 – 3.25% (Northern				
Electric Finance plc)	349.3	354.9	242.3	259.8
Bond 2062 – 1.875% (Northern				
Powergrid (Northeast) plc)	295.0	297.6	139.3	154.3
Amortising loan 2026 - 2.5041%*	155.4	174.9	157.3	173.5
EIB Loan 2027 – 2.564% (Northern				
Powergrid (Northeast) plc	121.7	120.1	104.4	103.3
Cumulative preference shares	3.4	3.4	132.3	139.0
	1,275.9	1,318.1	1,065.2	1,144.1

^{*2026 £218}m Amortising Loan is 80% swapped at a fixed rate of 2.4455%, with the remaining 20% floating at SONIA plus 1.55%.

7. RELATED PARTY TRANSACTIONS

Group

Transactions entered into with related parties and balances outstanding were as follows:

Related party Six months ended 30 June	Sales to related parties £m	Purchases from related parties £m	Amounts owed (to)/from related parties £m	Borrowings (to)/from related parties £m	Finance income/ (costs) from/(to) related parties £m
2023: Northern Powergrid	10.0	7.6			
(Yorkshire) plc Yorkshire Electricity Group	18.0	7.6	72.2	-	(1.0)
plc			73.2	_ _	(1.0)
	18.0	7.6	73.2		(1.0)
Six months ended 30 June 2022:					
Northern Powergrid Limited	-	-	-	-	(3.1)
Northern Powergrid (Yorkshire) plc Vehicle Lease and Service	14.0	8.1	-	-	-
Limited	-	3.1	-	-	(0.1)
Northern Powergrid Holding Company Volkshire Floatricity Crown	-	-	-	102.9	(2.9)
Yorkshire Electricity Group plc				(343.4)	(1.0)
	14.0	11.2		(240.5)	(7.1)

7. RELATED PARTY TRANSACTIONS (CONTINUED)

Group - continued

	Sales to related parties £m	Purchases from related parties £m	Amounts owed to related parties £m	Borrowings to/(from) related parties £m	Finance income/ (costs) from/(to) related parties £m
Related party					
Year ended					
<i>31 December 2022:</i>					
Integrated Utility Services Limited					
(registered in Eire)	2.4	3.0	_	_	_
CE Gas Ltd	0.2	-	_	_	_
Northern Powergrid	¥ - <u>—</u>				
Limited	-	-	-	-	-
Northern Powergrid	22.2	10.6			
(Yorkshire) plc Vehicle Lease and	32.3	10.6	-	-	-
Service Limited	_	5.2	_	_	1.0
Yorkshire Electricity		J.2			1.0
Group plc				253.3	2.9
	34.9	18.8		253.3	3.9

Sales and purchases from related parties were made at commercial prices.

Interest on loans to/from Group companies is charged at a commercial rate.

7. RELATED PARTY TRANSACTIONS (CONTINUED)

Company

Transactions entered into with related parties and balances outstanding were as follows:

Related party Six months ended 30 June	Sales to related parties £m	Purchases from related parties £m	Borrowings (to)/from related parties £m	Finance income/ (costs) from/(to) related parties £m
2023: Integrated Utility Services				
Limited	0.1	-	-	-
Northern Powergrid Limited	-	-	-	(3.1)
Yorkshire Electricity Group plc	<u>-</u>		31.8	0.6
-	0.1		31.8	(2.5)
Six months ended 30 June 2022:				
Integrated Utility Services Limited Northern Powergrid	0.1	0.1	-	-
Limited	-	-	-	(3.1)
Northern Powergrid (Northeast) plc	2.4	-	-	-
Northern Powergrid (Yorkshire) plc	1.0	-	-	-
Yorkshire Electricity Group plc			17.6	0.1
<u>-</u>	3.5	0.1	17.6	(3.0)

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

7. RELATED PARTY TRANSACTIONS (CONTINUED)

Company – continued

	Sales to related parties £m	Purchases from related parties £m	Amounts owed to related parties £m	Borrowings (to)/from related parties £m	Finance income/ (costs) from/(to) related parties £m
Related party					
Year ended 31 December 2022: Integrated Utility Services					
Limited	_	_	_	_	_
CE Gas Limited	0.2	_	_	_	_
Northern Powergrid	0.2				
Limited	_	_	_	-	_
Northern Powergrid					
(Northeast) plc	4.2	-	-	-	27.7
Northern Powergrid					
(Yorkshire) plc	2.1	-	-	-	-
Vehicle Lease and Service					4.0
Limited	-	-	-	-	1.0
Northern Powergrid					75.0
Metering Limited	-	-	-	-	75.0
Northern Transport Finance Limited	_	_	_	_	3.2
Northern Electric Properties	_	_	_	_	5.2
Limited	_	_	_	_	9.0
Northern Electric & Gas					7.0
Limited	-	_	_	_	-
Yorkshire Electricity Group					
plc				18.1	0.4
	6.5			18.1	116.3

Sales and purchases from related parties were made at commercial prices.

Interest on loans to/from Group companies is charged at a commercial rate.