

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
ANNUAL REPORT AND ACCOUNTS
for the year ended 31 December 2020

Registered No. SC389555

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SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED

STRATEGIC REPORT

The directors present their Strategic Report on Scottish Power Energy Networks Holdings Limited (“the Company”) for the year ended 31 December 2020. This includes an overview of the Company’s structure, strategic outlook including 2020 performance, and principal risks and uncertainties.

STRATEGIC OUTLOOK

Introduction

The principal activity of the Company, registered company number SC389555, is that of a holding company for the Scottish Power Limited Energy Networks business (“Energy Networks”). This activity will continue for the foreseeable future.

The ultimate parent of the Company is Iberdrola, S.A. (“Iberdrola”) which is listed on the Madrid stock exchange. The immediate parent of the Company is Scottish Power UK plc (“SPUK”). Scottish Power Limited (“SPL”) is the United Kingdom (“UK”) holding company of the Scottish Power Limited Group (“ScottishPower”) of which the Company is a member.

Energy Networks owns three regulated electricity network businesses in the UK. These businesses are ‘asset-owner companies’, holding the regulated assets and electricity distribution and transmission licences, and are regulated monopolies. They own and operate the network of cables and power lines transporting electricity to around 3.5 million connected customers in the Central Belt and South of Scotland, Cheshire, Merseyside, North Shropshire and North Wales.

Operating review

The net profit for the year rose by £32.7 million to £259.2 million due to an increase in dividends received from the Company's subsidiaries.

In March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic, due to its rapid spread throughout the world. In common with many governments, the UK and devolved Governments put in place restrictive measures to contain the spread of the virus. These have been in place to various extents since March 2020 and are expected to endure in some form during 2021 and perhaps 2022. COVID-19 has not had a significant impact on the Company’s business operations and is not deemed to impact the conclusion that the Company will continue as a going concern.

Financial instruments

Treasury services are provided by SPL. ScottishPower has a risk policy within treasury and financing which is designed to ensure that the Company’s exposure to variability of cash flows and asset values due to fluctuations in market interest rates and exchange rates are minimised and managed at acceptable risk levels. Further details of the treasury and interest policy for ScottishPower and how it manages them is included in the most recent Annual Report and Accounts of SPL.

PRINCIPAL RISKS AND UNCERTAINTIES

In order to deliver its strategy, ScottishPower, and therefore the Company, are required to conduct business in a manner benefitting customers through balancing cost and risk while delivering shareholder value and protecting ScottishPower’s performance and reputation by prudently managing the risks inherent in the business. To maintain this strategic direction, ScottishPower develops and implements risk management policies and procedures, and promotes a robust control environment at all levels of the organisation. Further details of ScottishPower’s risk management practices can be found in the most recent Annual Report and Accounts of SPL.

The principal risks and uncertainties of ScottishPower relevant to the Company and those specific to the Company that may impact current and future operational and financial performance and the management of these risks are described below.

RISK	RESPONSE
Breach in cyber security and unwanted infiltration of ScottishPower’s IT infrastructure by internal and external parties impacting key infrastructure, networks or core systems.	Implementation of a cyber-risk policy which provides the framework for mitigation. Proactive approach to identifying where ScottishPower is vulnerable and addressing these points through technical solutions. Educating company employees and contractors as to how behaviour can reduce this risk. Embedding cyber security in all projects where appropriate.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
STRATEGIC REPORT *continued*

PRINCIPAL RISKS AND UNCERTAINTIES *continued*

RISK	RESPONSE
Material deterioration in the relatively stable and predictable UK regulatory and political environment, including any sudden changes of policy, or interventions outside established regulatory frameworks.	Positive and transparent engagement with all appropriate stakeholders to ensure that long-term regulatory stability and political consensus is maintained and public backing is secured for the necessary investment in the UK energy system. Providing stakeholders with evidence of the risks of ad hoc intervention in markets.
The potential for impairment in the value of investments.	Periodic review of operational financial performance of the subsidiaries and joint venture.

ENGAGING WITH STAKEHOLDERS

References to “ScottishPower” apply fully to the Energy Networks business, and therefore to the Company.

The importance of engaging with stakeholders

As part of the Iberdrola Group, ScottishPower is developing a responsible and sustainable energy model which focuses on the wellbeing of people, the protection of the environment and the economic and social progress in the communities in which ScottishPower operates. ScottishPower strongly believes that effective and meaningful engagement with stakeholders is key to promoting its success and values.

Meaningful engagement with stakeholder groups supports the ethos of section 172 of the Companies Act 2006 which states that directors should have regard to stakeholder interests when discharging their duty to promote, in good faith, the success of the Company for the benefit of its members as a whole. Details of how ScottishPower, Energy Networks and so the Company engages with its stakeholders, and how these activities influence the Company’s operations, are set out below.

Key stakeholders

The directors are fully aware of their duties under the Companies Act 2006, including as set out in section 172 of the same. The primary responsibility of the board of directors of the Company (“the Board”) is to supervise and make decisions as required in relation to the activities of the Company’s business and its subsidiaries, all as part of the Energy Networks business, in accordance at all times with the Energy Networks business corporate governance system and the provisions of all applicable legislation and regulations. The Board has the responsibility of carrying out the day-to-day management, effective administration and ordinary control of the Energy Networks business overall.

The Company’s key stakeholder is its shareholder. Notwithstanding this, as a holding company due to the governance framework described above, the Company also has indirect stakeholders, being the stakeholders of its subsidiary entities. The Company’s subsidiary entities have four key stakeholder categories: employees and energy customers; suppliers and contractors; government and regulators; and community and environment. Further details as to how ScottishPower, and therefore the Company and the Company’s subsidiaries, engages with these four stakeholder categories are provided in the most recent Annual Report and Accounts of SPL (“the SPL Accounts”).

Shareholders are important to the Company and ScottishPower. All shareholder management activities are carried out on ScottishPower’s behalf by its ultimate parent company, Iberdrola, which is listed on the Madrid Stock exchange. Iberdrola is committed to dialogue, proximity and actions in favour of shareholders. Iberdrola is one of the first companies in the world, to formalise a Shareholder Engagement Policy focusing upon two-way interaction with the shareholders in order to forge a sense of belonging and to encourage their engagement in the corporate life of Iberdrola. Iberdrola’s Shareholder Engagement Policy is published at <https://www.iberdrola.com/corporate-governance/corporate-governance-system/corporate-policies/shareholder-engagement-policy>.

Modern Slavery Statement

The term ‘modern slavery’ covers both slavery and human trafficking. ScottishPower is committed to human and labour rights and to eliminating modern slavery that could in any way be connected to its business. In accordance with the Modern Slavery Act 2015, ScottishPower has produced its own Modern Slavery Statement, which has been approved by the board of directors of SPL. This statement is published on the ScottishPower website at: www.scottishpower.com/pages/scottishpowers_modern_slavery_statement.aspx

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED

STRATEGIC REPORT *continued*

SECTION 172 STATEMENT

Statement by the directors in performance of their statutory duties in accordance with section 172 of the Companies Act 2006

The Companies (Miscellaneous) Reporting Regulations 2018 requires the directors of the Company to give a statement which describes how the directors have had regard to the matters set out in section 172(1) of the Companies Act 2006 when discharging their duty under that section.

The directors acknowledge and understand their duties and responsibilities, including that, under section 172 of the Companies Act 2006, a director of a company must act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

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

The delivery of the strategy of the Energy Networks business, of which the Company is the principal parent company, requires the Energy Networks business to conduct business in a manner benefitting customers through balancing cost and risk while delivering shareholder value and protecting the performance and reputation of the Energy Networks business by prudently managing risks inherent in the business. In carrying out this strategy, the directors' duties under section 172 of the Companies Act 2006 have been considered.

The directors strongly believe that effective and meaningful engagement with stakeholders is key to promoting the success of the Company. Details of the Company's key stakeholders (both direct and indirect) and how the Company engages with them are as follows:

- **Shareholder:** details of how the Company interacts with its shareholder are described in the 'Engaging with stakeholders' section of the Strategic Report on page 2.
- **Customers:** details of how ScottishPower, and so Energy Networks and the Company, assesses broader customer service measures are explained in the 'Energy customers' sub-section of the Strategic Report of the SPL Accounts, on page 31.
- **Employees:** details of how ScottishPower, and so Energy Networks and the Company, engages with its employees are set out in the 'Employees' sub-section of the Strategic Report of the SPL Accounts, on page 26.
- **Communities and the environment:** details of how ScottishPower, and so Energy Networks and the Company, engages with communities and considers the environment are set out in the 'Community and environment' section of the Strategic Report of the SPL Accounts, on page 33.
- **Suppliers and contractors:** details of how ScottishPower, and so Energy Networks and the Company, engages with its suppliers are set out in the 'Suppliers and contractors' sub-section of the Strategic Report of the SPL Accounts, on page 33.
- **Government and regulators:** details of how ScottishPower, and so Energy Networks and the Company, engages with governments and regulators are set out in the 'Government and regulators' section of the Strategic Report of the SPL Accounts, on page 33.

The directors, both individually and together as a board, consider that the decisions taken during the year ended 31 December 2020 in discharging the function of the Board were in conformance with their duty under section 172 of the Companies Act 2006.

The Board are assisted in considering key stakeholders (direct and indirect) as part of the decision-making process by including stakeholder considerations in board papers as appropriate, and board papers are carefully reviewed and considered by all directors.



ON BEHALF OF THE BOARD

Frank Mitchell

Director

25th May 2021

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their report and audited Accounts for the year ended 31 December 2020.

INFORMATION CONTAINED WITHIN THE STRATEGIC REPORT

The directors have chosen to disclose information on the following, required by Companies Act 2006 to be included in the Directors' Report, within the Strategic Report, found on pages 1 to 3:

- information on financial risk management and policies; and
- information regarding future developments of the Company.

RESULTS AND DIVIDEND

The net profit for the year amounted to £259.2 million (2019 £226.5 million). A dividend of £259.9 million was paid during the year (2019 £227.0 million).

DIRECTORS

The directors who held office during the year were as follows:

Armando Martínez Martínez (Chairman, non-independent, non-executive director)

Frank Mitchell (Chief Executive Officer)

Wendy Barnes (Independent, non-executive director) (resigned 6 May 2020)

Mónica Grau Domene (Independent, non-executive director) (appointed 18 November 2020)

Professor Dame Lesley Anne Glover (Independent, non-executive director)

Antonio Espinosa de los Monteros Herrera (Non-independent, non-executive director) (resigned 30 December 2020)

Alison McGregor (Independent, non-executive director)

José Izaguirre Nazar (Non-independent, non-executive director) (resigned 10 July 2020)

José Ignacio Sánchez-Galán García-Tabernero (Non-independent, non-executive director) (appointed 12 October 2020)

Scott Mathieson (Non-independent, executive director) (resigned 17 November 2020)

Marc Rossi (Non-independent, executive director) (appointed 10 July 2020, resigned 23 November 2020)

As at the date of this report, there have been no changes to the composition of the Board since the year end.

DIRECTORS' INDEMNITY

In terms of the Company's Articles of Association, a qualifying third-party indemnity provision is in force for the benefit of all the directors of the Company and has been in force during the financial year.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORTS AND ACCOUNTS

The directors are responsible for preparing the Annual Reports and Accounts 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 (Generally Accepted Accounting Practice), including Financial Reporting Standard 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 the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant, reliable and prudent;
- state whether applicable UK accounting standards 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 the 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.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
DIRECTORS' REPORT *continued*

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORTS AND ACCOUNTS *continued*

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

The directors are responsible for the maintenance and integrity of the corporate and financial information relating to the Company that is included on the ScottishPower website. Legislation in the UK governing the preparation and dissemination of the financial statements differ from legislation in other jurisdictions.

Disclosure of information to auditor

Each of the directors in office as at the date of this Annual Report and Accounts confirms that:

- so far as he or she is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

AUDITOR

KPMG LLP was re-appointed as the auditor of the Company for the year ended 31 December 2021.

ON BEHALF OF THE BOARD



Frank Mitchell
Director

25th May 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED

Opinion

We have audited the financial statements of Scottish Power Energy Networks Holdings Limited ("the company") for the year ended 31 December 2020 which comprise the Balance Sheet, Income Statement and Statement of Comprehensive Income, Statement of Changes in Equity, Cash Flow Statement, and related notes, including the accounting policies in Note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and internal audit and inspection of policy documentation as to the company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the company's channel for "whistleblowing" that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all material accounting entries in the period to supporting documentation.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED *continued*

Fraud and breaches of laws and regulations – ability to detect *continued*

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on pages 4 and 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED *continued***

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



**Philip Charles (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

319 St. Vincent Street

Glasgow

G2 5AS

26 May 2021

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
BALANCE SHEET
at 31 December 2020

	Notes	2020 £m	2019 £m
ASSETS			
NON-CURRENT ASSETS			
Investments in subsidiaries	3	1,823.5	1,823.5
NON-CURRENT ASSETS		1,823.5	1,823.5
CURRENT ASSETS			
Current tax asset		0.2	0.1
CURRENT ASSETS		0.2	0.1
TOTAL ASSETS		1,823.7	1,823.6
EQUITY AND LIABILITIES			
EQUITY			
Of shareholders of the parent		1,807.6	1,808.3
Share capital	4, 5	1,804.3	1,804.3
Retained earnings	5	3.3	4.0
TOTAL EQUITY		1,807.6	1,808.3
CURRENT LIABILITIES			
Loans and other borrowings	6	15.8	15.0
Trade and other payables	7	0.3	0.3
CURRENT LIABILITIES		16.1	15.3
TOTAL LIABILITIES		16.1	15.3
TOTAL EQUITY AND LIABILITIES		1,823.7	1,823.6

Approved by the Board and signed on its behalf on 25th May 2021.



Frank Mitchell
Director

The accompanying Notes 1 to 14 are an integral part of the balance sheet at 31 December 2020.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
INCOME STATEMENT AND STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2020

	Notes	2020 £m	2019 £m
External services		(0.6)	(0.2)
OPERATING LOSS		(0.6)	(0.2)
Dividends received		259.9	226.9
Finance costs	8	(0.3)	(0.3)
PROFIT BEFORE TAX		259.0	226.4
Income tax	9	0.2	0.1
NET PROFIT FOR THE YEAR		259.2	226.5

Net profit for both years is wholly attributable to the equity holder of Scottish Power Energy Networks Holdings Limited.

Net profit for both years comprises total comprehensive income.

All results relate to continuing operations.

The accompanying Notes 1 to 14 are an integral part of the income statement and statement of comprehensive income for the year ended 31 December 2020.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2020

	Share capital £m	Retained earnings £m	Total equity £m
At 1 January 2019	1,804.3	4.5	1,808.8
Total comprehensive income for the year	-	226.5	226.5
Dividends	-	(227.0)	(227.0)
At 1 January 2020	1,804.3	4.0	1,808.3
Total comprehensive income for the year	-	259.2	259.2
Dividends	-	(259.9)	(259.9)
At 31 December 2020	1,804.3	3.3	1,807.6

The accompanying Notes 1 to 14 are an integral part of the statement of changes in equity for the year ended 31 December 2020.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
CASH FLOW STATEMENT
for the year ended 31 December 2020

	2020	2019
	£m	£m
Cash flows from operating activities		
Profit before tax	259.0	226.4
Adjustments for:		
Finance costs	0.3	0.3
Dividends received	(259.9)	(226.9)
Income taxes received	0.1	0.1
Dividends received	259.9	226.9
Net cash flows from operating activities (i)	259.4	226.8
Cash flows from financing activities		
Increase in amounts due to Iberdrola group companies - current loans payable	0.8	0.4
Dividends paid to the Company's equity holder	(259.9)	(227.0)
Interest paid	(0.3)	(0.2)
Net cash flows from financing activities (ii)	(259.4)	(226.8)
Net increase in cash and cash equivalents (i)+(ii)	-	-
Cash and cash equivalents at beginning of year	-	-
Cash and cash equivalents at end of year	-	-

The accompanying Notes 1 to 14 are an integral part of the cash flow statement for the year ended 31 December 2020.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS
31 December 2020

1 BASIS OF PREPARATION

A COMPANY INFORMATION

Scottish Power Energy Networks Holdings Limited ("the Company"), registered company number SC389555, is a private company limited by shares, incorporated in Scotland and its registered address is 320 St. Vincent Street, Glasgow, Scotland, G2 5AD.

B BASIS OF PREPARATION

B1 BASIS OF PREPARATION OF THE ACCOUNTS

The Company is required by law to prepare accounts and to deliver them to the Registrar of Companies. The Accounts are prepared in accordance with the Accounting Policies set out in Note 2. Monetary amounts are presented in pounds Sterling and are rounded to the nearest hundred thousand unless otherwise indicated. The Accounts are prepared on the historical cost basis apart from certain financial assets and liabilities which are measured at fair value.

The Accounts contain information about Scottish Power Energy Networks Holdings Limited as an individual company and do not contain consolidated financial information as the parent of subsidiary companies or an investor in a joint venture. The Company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated accounts as it and its subsidiary undertakings and joint venture are included by full consolidation in the consolidated accounts of Iberdrola, S.A..

The Accounts have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company has applied the recognition, measurement and disclosure requirements of International Accounting Standards ("IAS") in conformity with the requirements of the Companies Act 2006 (refer to Note 1C1) including newly effective International Financial Reporting Standards ("IFRS") for the year ended 31 December 2020 (refer to Note 1C2), but has made amendments where necessary in order to comply with the Companies Act 2006 and has set out below where FRS 101 disclosure exemptions have been taken.

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

- reconciliation of movements of liabilities to cash flows arising from financing activities;
- disclosures in respect of transactions with wholly owned subsidiaries of Iberdrola, S.A.;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRS pronouncements; and
- disclosures in respect of the compensation of key management personnel.

As the consolidated financial statements of Iberdrola, S.A. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of certain disclosures required by IFRS 13 'Fair Value Measurement' and the disclosures required by IFRS 7 'Financial Instruments: Disclosures'.

B2 GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report on pages 1 to 3.

The Company's balance sheet presents net current liabilities of £15.9 million as at 31 December 2020. The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Company is part of the ScottishPower Group which is a significant component of Iberdrola, one of the world's largest integrated utilities. The Company participates in a UK treasury function operated by the Company's intermediate parent company, Scottish Power Limited. The UK treasury function works closely with Iberdrola to manage the Company's funding requirements through the global treasury function. Scottish Power UK plc ("SPUK"), an immediate subsidiary of Scottish Power Limited, has indicated its intention to provide the Company with the funding it requires, through the UK treasury function and utilising its committed facilities with Scottish Power Limited, for the period from the date of these financial statements to at least 31 December 2022. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Throughout the year, and up to the date of signing, the economic environment has been affected by the global COVID-19 pandemic, however, due to the nature of the Company's core activities, the direct effects on cash flows are expected to be limited.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS *continued*
31 December 2020

1 BASIS OF PREPARATION *continued*

B BASIS OF PREPARATION *continued*

B2 GOING CONCERN *continued*

For the purposes of the directors' assessment of the Company's going concern position, and to satisfy them of the Company's ability to pay its liabilities as they fall due, the directors have prepared a company cash flow forecast for the period to 31 December 2022 which indicates that, after taking account of severe but plausible downsides including the impact of the COVID-19 pandemic, the Company's existing resources and facilities and the support noted above from SPUK are sufficient to enable it to trade and pay its liabilities as they fall due for the forecast period.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for the period to 31 December 2022 and therefore have prepared the financial statements on a going concern basis.

C ACCOUNTING STANDARDS

C1 IMPACT OF BREXIT

After the end of the Brexit transition period (31 December 2020) the UK ceased to be subject to European Union ("EU") law. Under the European Union (Withdrawal) Act 2018, all existing IFRSs adopted by the EU at that time have been 'frozen' into UK law thus were considered as in force in the UK at the end of the transition period. Adoptions, interpretations and amendments of IFRS adopted by the EU after the end of the transition period will no longer apply in the UK. For subsequent financial years, companies must use UK-adopted IFRS. At the end of the transition period, those standards will be identical to the EU-adopted IFRS in force on that date, but subsequently the UK has established its own endorsement process to adopt UK-adopted IFRS, interpretations and amendments of IFRS. For the year ended 31 December 2020, UK companies therefore have the option to use any standards which have been adopted for use within the UK in addition to the frozen EU-adopted IFRS.

In previous years, the Accounts have been prepared in accordance with FRS 101 applying the recognition, measurement and disclosure requirements of IFRS as adopted by the EU at the date of approval of the Accounts and which were mandatory for each financial year. In line with the above, the Accounts for the year ended 31 December 2020 have been prepared in accordance with FRS 101 applying the 'frozen' IFRS as adopted by the EU in accordance with the International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019. The Accounts for financial year beginning 1 January 2021, will be prepared in accordance with FRS 101 applying the recognition, measurement and disclosure requirements of IFRS as adopted by the UK.

The changes in the way that IFRS are described as a result of the UK's exit from the EU, including the move to UK-adopted IFRS for accounting periods starting on or after 1 January 2021, do not represent a change in the basis of preparation which would necessitate a prior year restatement.

C2 IMPACT OF NEW IFRS

As noted above, these Accounts have been prepared in accordance with FRS 101. In preparing these Accounts, the Company has applied all relevant IASs, IFRSs and International Financial Reporting Interpretations Committee interpretations ("IFRICs") (collectively referred to as "IFRS") that have been adopted by the EU/UK as of the date of approval of these Accounts and that are mandatory for the financial year ended 31 December 2020.

For the year ended 31 December 2020, the Company has applied the following amendments for the first time:

Standard	Note
• Amendments to References to the Conceptual Framework in IFRS Standards	(a)
• Amendments to IFRS 3 'Business Combinations: Definition of a Business'	(a)
• Amendments to IAS 1 'Presentation of Financial Statements' and IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors': 'Definition of Material'	(a)
• Amendments to IFRS 9 'Financial Instruments'; IAS 39 'Financial Instruments: Recognition and Measurement'; and IFRS 7 'Financial Instruments: Disclosures': 'Interest Rate Benchmark Reform'	(a)

(a) The application of these pronouncements has not had a material impact on the Company's accounting policies, financial position or performance.

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS *continued*
31 December 2020

2 JUDGEMENTS, ESTIMATION UNCERTAINTIES AND ACCOUNTING POLICIES

In determining and applying accounting policies, judgement is often required in respect of items which have a significant effect on the reported amounts of assets, liabilities, income and expenses recognised in the financial statements. Other than those involving estimates, the Company has no such judgements. At 31 December 2020, there are no assumptions made about the future and other major sources of estimation uncertainty which have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities in the next financial year.

The principal accounting policies applied in preparing the Company's Accounts are set out below.

A FINANCIAL INSTRUMENTS

B TAXATION

C INVESTMENTS

A FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A1 FINANCIAL LIABILITIES

A1.1 RECOGNITION AND INITIAL MEASUREMENT

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

A1.2 CLASSIFICATION AND SUBSEQUENT MEASUREMENT

Financial liabilities are classified as measured at amortised cost. Financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in the income statement. Any gain or loss on derecognition is also recognised in the income statement.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees, or costs that are an integral part of the effective interest rate. The effective interest charge is included as Finance costs in the income statement.

(a) Derecognition

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, the original liability is derecognised and a new liability recognised. The difference in their respective carrying amounts is recognised in the income statement.

B TAXATION

Assets and liabilities for current tax are calculated using the tax rates that have been enacted, or substantively enacted, at the balance sheet date.

Tax on the profit or loss for the year comprises current tax. Tax is recognised in the income statement 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. For income tax arising on dividends, the related tax is recognised in the income statement, consistently with the transactions that generated the distributable profits.

C INVESTMENTS

The Company's investments in subsidiaries and joint ventures are stated in the balance sheet at cost, or fair value of shares issued as consideration where applicable. Dividends from subsidiaries are recognised when the right to receive the dividend is established.

3 INVESTMENTS

(a) Movements in investments

Subsidiary
undertakings
shares
£m

At 1 January 2019, 1 January 2020 and 31 December 2020

1,823.5

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS *continued*
31 December 2020

3 INVESTMENTS *continued*

(b) Subsidiaries and joint ventures

The table below set out details of the subsidiaries and joint ventures of the Company at 31 December. All entities are direct holdings unless specified.

Name	Principal activities	Registered office and country of incorporation (see Note (i))	Equity interest in ordinary shares	
			2020	2019
Subsidiaries				
SP Distribution plc	Ownership and operation of distribution network within the ScottishPower area	(A)	100%	100%
SP Manweb plc	Ownership and operation of distribution network within the Mersey and North Wales area	(B)	100% (ii)	100%
SP Network Connections Limited	Design and construction of utility connections	(B)	100% (iii)	100%
SP Power Systems Limited	Provision of asset management services	(A)	100%	100%
SP Transmission plc	Ownership and operation of transmission network within the ScottishPower area	(A)	100%	100%
Manweb Services Limited	Operation of a private electricity distribution network	(B)	100% (iii)	100%
Joint venture				
NGET/SPT Upgrades Limited	Operation of offshore High Voltage Direct Current ("HVDC") West Coast transmission link	(C)	50% (iii)	50%

(i) The registered offices of the subsidiaries and joint venture are as listed below, along with their countries of incorporation. Where a company's registered office is in England it is registered in England and Wales.

(A) 320 St. Vincent Street, Glasgow, Scotland, G2 5AD

(B) 3 Prenton Way, Prenton, CH43 3ET, England

(C) 1-3 Strand, London, WC2N 5EH, England

(ii) At 31 December 2020 and 31 December 2019, the Company held 599,999,999 of the 600,000,000 shares in issue for this entity. The remaining one share in this Company is held by another ScottishPower company.

(iii) These entities are held indirectly.

4 SHARE CAPITAL

	2020	2019
	£m	£m
Allotted, called up and fully paid shares:		
1,804,257,993 ordinary shares of £1 each (2019 1,804,257,993)	1,804.3	1,804.3

(a) Holders of these ordinary shares are entitled to dividends as declared from time to time; amounts on the capitalisation of profits and reserves; and notice and attendance at general meetings of the Company, with every member entitled to one vote on a show of hands and on a poll one vote for every share held

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS *continued*
31 December 2020

5 ANALYSIS OF MOVEMENTS IN EQUITY ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY

	Share capital £m	Retained earnings (Note (a)) £m	Total equity £m
At 1 January 2019	1,804.3	4.5	1,808.8
Profit for the year attributable to equity holder of the Company	-	226.5	226.5
Dividends	-	(227.0)	(227.0)
At 1 January 2020	1,804.3	4.0	1,808.3
Profit for the year attributable to equity holder of the Company	-	259.2	259.2
Dividends	-	(259.9)	(259.9)
At 31 December 2020	1,804.3	3.3	1,807.6

(a) Retained earnings comprise the cumulative balance of profits and losses recognised in the financial statements as adjusted for transactions with shareholders, principally dividends.

6 LOANS AND OTHER BORROWINGS

Instrument	Interest rate*	Maturity	2020 £m	2019 £m
Loans with Iberdrola group companies	Base + 1%	On demand	15.8	15.0

* Base – Bank of England Base Rate

7 TRADE AND OTHER PAYABLES

	2020 £m	2019 £m
Current trade and other payables:		
Payables due to Iberdrola group companies - interest	0.3	0.3

8 FINANCE COSTS

	2020 £m	2019 £m
Interest on amounts due to Iberdrola group companies	0.3	0.3

9 INCOME TAX

	2020 £m	2019 £m
Current tax:		
UK Corporation Tax	(0.2)	(0.1)
Income tax credit for the year	(0.2)	(0.1)

The tax credit on profit for the year varied from the standard rate of UK Corporation Tax applicable to the Company as follows:

	2020 £m	2019 £m
Corporation Tax at 19% (2019 19%)	49.2	43.0
Dividends from subsidiaries	(49.4)	(43.1)
Income tax credit for the year	(0.2)	(0.1)

Legislation was previously enacted to reduce the UK rate of Corporation Tax to 17% on 1 April 2020. Further legislation was enacted on 22 July 2020 under the Finance Act 2020 that maintains the 19% UK Corporation Tax rate. The 19% rate applies from 1 April 2020. In the 3 March 2021 Budget, the Chancellor of the Exchequer announced that the UK tax rate will increase to 25% from 1 April 2023.

10 EMPLOYEE INFORMATION

The Company has no employees (2019 none). Details of directors' remuneration are set out in Note 13(a).

SCOTTISH POWER ENERGY NETWORKS HOLDINGS LIMITED
NOTES TO ACCOUNTS *continued*
31 December 2020

11 DIVIDENDS

	2020	2019	2020	2019
	pence per ordinary share	pence per ordinary share	£m	£m
Interim dividend paid	14.4	12.6	259.9	227.0

12 CONTINGENT LIABILITIES

Debt guarantees

As part of an Iberdrola group restructuring exercise to achieve legal separation of SPUK's businesses pursuant to the provision of the Utilities Act 2000, the Company has provided indemnities to its subsidiaries, SP Transmission plc ("SPT") and SP Distribution plc ("SPD"), against any and all calls made under guarantees provided by those companies in relation to certain borrowings of SPUK. SPD, SPT and other subsidiary companies of SPUK have provided guarantees to external lenders of SPUK for debt existing in that company at 1 October 2001. The value of debt guaranteed by these companies, which was still outstanding at 31 December 2020, was £1,057.1 million (2019 £1,052.2 million).

13 RELATED PARTY TRANSACTIONS

(a) Directors' remuneration

The remuneration of the directors that provided qualifying services to the Company is shown below. As these directors are remunerated for their work for Energy Networks, it has not been possible to apportion the remuneration specifically in respect of services to this Company. Of the eleven directors in office during the year (2019 eight), two (2019 two) were remunerated directly by the Company. The remaining directors were remunerated by other ScottishPower group companies in both years.

	2020	2019
	£000	£000
Aggregate remuneration in respect of qualifying services	1,375	1,410
Number of directors who exercised share options	2	1
Number of directors who received shares under a long-term incentive scheme	3	2
Number of directors accruing retirement benefits under a defined benefit scheme	2	1
Highest paid director	£000	£000
Aggregate remuneration	830	839
Accrued pension benefits	101	99

- (i) The highest paid director received shares under a long-term incentive scheme during both years.
(ii) The highest paid director exercised share options during both years.

(b) Ultimate and immediate parent company

The immediate parent company is SPUK. The registered office of SPUK is 320 St. Vincent Street, Glasgow, G2 5AD.

The directors regard Iberdrola, S.A. as the ultimate parent company, which is also the parent company of the largest group in which the results of the Company are consolidated. The parent company of the smallest group in which the results of the Company are consolidated is SPUK.

Copies of the consolidated Accounts of Iberdrola, S.A. may be obtained from Iberdrola, S.A., at its registered office, Torre Iberdrola, Plaza Euskadi 5, 48009, Bilbao, Spain. Copies of the consolidated Accounts of SPUK may be obtained from its registered office, 320 St. Vincent Street, Glasgow, G2 5AD.

In addition to the parent undertakings above, the Company's other related undertakings are disclosed in Note 3.

14 AUDITOR REMUNERATION

	2020	2019
	£000	£000
Audit of the Company's annual accounts	16	9