Registered number: 03727031

SHEFFIELD ENVIRONMENTAL SERVICES LIMITED

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

SHEFFIELD ENVIRONMENTAL SERVICES LIMITED

COMPANY INFORMATION

Directors	Christophe Bellynck Valérie Isabelle Marie Clavié Donald John Fraser Macphail Katherine Anne Swann
Company secretary	Benjamin Peter Lambert
Registered number	03727031
Registered office	210 Pentonville Road London N1 9JY
Independent auditor	Ernst & Young LLP No. 1 Colmore Square Birmingham B4 6HQ

SHEFFIELD ENVIRONMENTAL SERVICES LIMITED

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SHEFFIELD ENVIRONMENTAL SERVICES LIMITED

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

Introduction

The Directors present their Strategic report for the year ended 31 December 2021.

The principal activity of Sheffield Environmental Services Limited ("the Company") is to provide contract management services for Sheffield City Council ("SCC"), the Company's only customer, with respect to the Integrated Waste Management Contract. The contract commenced on 1 August 2001 and was initially a 30 year contract. However, in October 2004, the Company successfully negotiated a five year extension of the full contract with SCC and further to that, in June 2018 and March 2021, the Company successfully completed a further extension via a two stage process so that now the whole Integrated Waste Management Contract term ends in 2038. The Company receives operational and management services from Veolia ES Sheffield Limited ("VESS"), a Group fellow subsidiary.

The main objectives of the contract are to:

- provide recycling, residual waste and other ancillary collection services to the public across the City of Sheffield;
- provide heat via the District Energy ("DE") network to properties owned by both SCC and other third parties on behalf of VESS;
- construct a new ERF (completed in 2006);
- upgrade the five existing Household Waste Recycling Centres ("HWRCs").

The operational and management services for the contract activities are provided by VESS. In addition, VESS are also responsible for managing, operating and maintaining:

- the ERF which incinerates waste and in turn generates heat for the DE network and supplies electricity to the National Grid;
- the Materials Recovery Facility ("MRF"), which processes paper and card from kerbside collections;
- the vehicle workshop, which maintains the extensive fleet of collection and ancillary vehicles;
- the five HWRCs.

All operational and management costs are borne by VESS, and are then subsequently passed onto the Company via an operational and management recharge.

The only customer, SCC, pays a monthly fee based on a number of factors including tonnages processed, properties serviced and heat supplied via the DE network. The fee from SCC therefore varies depending on these factors, which in turn has a direct impact on resulting cash flows.

The Company is registered and domiciled in the United Kingdom.

The Company is part of the Veolia Group, ("the Group") which is defined as all companies under the control of the ultimate parent company, Veolia Environnement S.A., headquartered in Paris. The Company is also a member of the "UK&I group", a division of the Group, based in the UK and Ireland and involved in the provision of waste, water and energy services, and directly or indirectly under the ownership of Veolia UK Limited ("VUK").

Business review

The Directors consider the key operational performance indicators for the business to be the availability of the plant and the amount of waste incinerated. The plant availability in the year was 94.1% *(2020: 94.5%)* and total waste processed at the ERF was 236,556 tonnes *(2020: 239,481 tonnes)* in line with the lower availability. Of the total waste processed, 127,868 tonnes *(2020: 127,324 tonnes)* was SCC waste, with the remainder being supplemented by third parties and other UK&I group companies.

Revenue for the year ended 31 December 2021 was £31,323k *(2020: £30,349k)* with the increase primarily driven by indexation together with a one-off settlement of COVID-19 costs. Cost of sales for the year ended 31 December 2021 have decreased to £25,723k *(2020: £26,329k)*, mainly as the result of a one-off benefit from an accrual release relating to the prior year, as well as lower operational and management recharges from VESS. As a result, operating profit in 2021 has increased in the year to £5,600k *(2020: £4,020k)*.

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Business review (continued)

Despite showing an increase in profit before tax in the year, the Company has made a net loss, after taxation, of £179k *(2020: £256k)*. This is due to the Company recognising a tax charge in the year of £2,826k *(2020: £992k)*, as a result of the revaluation of deferred tax liabilities to the enacted future tax rate of 25%.

The level of debt reduced in the year due to scheduled repayments on both the senior and junior debt of £4,000k and £500k respectively, which resulted in a reduction in interest payable in the year to £2,966k *(2020: £3,284k)*.

The Company's performance is measured in relation to the total contribution to the Group, therefore the key financial performance indicators of the Company are defined by the Group. The key financial performance indicators as they would appear in the management review are as follows:

	2021	*2020*
	£000	*£000*
Revenue	**31,323**	*30,349*
Adjusted EBITDA	**8,928**	*7,518*
Adjusted EBITDA as a percentage of revenue	**28.5 %**	*24.8 %*
Adjusted 'current' EBIT	**5,600**	*4,020*

The definitions below are standard for the Group and do not necessarily imply that the Company has incurred such costs in the year:

- Adjusted EBITDA excludes charges arising from the creation of, or increase in, provisions and credits arising from the reduction in, or release of, provisions, restructuring costs and foreign exchange differences, and where appropriate, is adjusted for movements in financial assets in respect of the unwinding of the discount on the fair value and repayment of the asset in the year;
- Adjusted 'current' EBIT excludes restructuring costs, foreign exchange differences with no adjustments being made in respect of repayments on financial assets.

The Group uses these adjusted definitions for its own internal purposes as it is felt they better represent the ongoing business performance to management by focusing on cash generating factors within management's control. Refer to note 5 for a reconciliation of these key performance indicators to operating profit.

Section 172(1) Statement

The Directors have ensured compliance with their duties under s.172(1) in relation to the Company and the various stakeholders. These stakeholders include the employees, main customer, suppliers, local communities and relevant regulatory authorities.

The Directors have ensured that the strategy, values and policies of the UK&I group have been adopted by the Company, as well as Veolia's purpose which is to contribute to human progress by firmly committing to the UN Sustainable Development Goals to achieve a better and more sustainable future for all. It is with this aim in mind that Veolia sets itself the task of 'Resourcing the World' and the global vision to be the benchmark company for ecological transformation.

Aligning with Veolia's global vision, the Veolia group is committed to taking an active role in the fight against climate change. In September 2021, the Veolia group published its first Carbon Reduction Plan and Net Zero Strategy which commits to achieve Net Zero GHG emissions by 2050 at the latest.

Engagement with the Company's stakeholders has informed the way in which the Directors have discharged their duties and addressed the principal risks and uncertainties as detailed below. Where individual Directors are not directly involved in the processes described below, regular feedback and discussions are held with the relevant management teams.

Section 172(1) Statement (continued)

The Company has no direct employees, however the Directors recognise that the Company's long-term success is based on the commitment of the employees of the Operator. Through the UK&I group, the Operator provides employees with relevant training using both in-house and external providers. Employees are given access to Company and UK&I group information and updates via various channels including the intranet, webinars, Veolia TV and team meetings and engagement with staff takes place via employee surveys. Feedback from the annual employee 'Voice of Resourcers' survey is disaggregated by business line and function and reviewed by the UK&I Executive Committee. Information is benchmarked internally across the UK&I group as well as externally against peer companies. Action plans to address key themes are formalised and monitored throughout the year. The Company also engages with trade union representatives on site and via regular Joint Trade Union Forum meetings.

The Company has regular engagement with its main customer, including through meetings and provision of financial and operational reports, as required. For the wider UK&I group, customer relationships are managed as follows:

- Communication with commercial customers takes place via the Veolia Customer Hub supported where necessary by dedicated account managers;
- Customer management is also conducted through face to face meetings, annual service reviews and the provision of technical advice as required;
- Relationships with municipal customers are managed by regular, often monthly meetings together with quarterly or annual review processes where service obligations are assessed against contract targets;
- Customers are approached every year as part of the Net Promoter Score survey to provide feedback on the Company's services.

The UK&I group has a Supply Chain Team who are responsible for sourcing goods and services and managing the associated supply chain risk across the UK&I group. The Directors recognise that the smooth running of the Company relies on adequate, good quality and timely supplies of goods and services. Engagement with key suppliers includes both due diligence by the Supply Chain Team and putting in place appropriate terms and conditions.

The Supply Chain Team has a comprehensive business continuity plan in place. This looks to identify potential threats and their impact on the business. In addition, business continuity plans for key suppliers are reviewed to ensure that critical services are not disrupted.

Category plans ensure that the UK&I group is not dependent on single suppliers. Over 7,000 active suppliers exist in the UK&I group supplier database. The Supply Chain Team monitors the performance of key suppliers via appropriate KPIs and metrics depending on the goods and services supplied. Standard metrics include: health and safety performance, savings, continuous improvement and innovation, retrospective purchase orders and sustainability ratings. An annual due diligence of the UK&I group top 500 critical suppliers is performed to ensure that relevant insurance and operating certificates and permits are in place.

Mechanisms are in place for improving prompt payment performance. The UK&I group performs four automated payment runs per month, through the BACS system, to support the 'paid on time' KPI. The UK&I group payment practices and performance are available on the UK government website: *https://www.gov.uk/check-when-businesses-pay-invoices*

The UK&I group's IT strategy is based around the following four pillars: digitalisation of customer experience, improving IT experience for employees, moving to the Cloud and installation of a data-driven culture. It is underpinned by ensuring that both employees and customers have the right information to make informed decisions.

The UK&I group has introduced a remediation programme to improve employee experience allowing the Operator's workforce to securely work anytime, anywhere and on any device through the adoption of SaaS or PaaS type solutions. The implementation of an omnichannel approach for customers allows for direct contact on any channel and the customer portal provides access to key information. In addition, management has successfully moved any remaining hosted service fully to the Cloud from its own premise data centre.

Section 172(1) Statement (continued)

All of these pillars have a continuous improvement programme to ensure that the UK&I group continues to enhance the digital experience of its customers and employees. Moving forward the IT strategy is focused on the elimination of non-value-adding activities through automation and process redesign.

Due to the nature of the Company's activities, working with local communities and government bodies to promote all aspects of environmental, water and energy management remains integral to the operations of the business.

In deciding whether to propose any distributions to shareholders the Directors have given consideration to the needs of the Company's key stakeholders being customers, suppliers, employees and shareholders. Consequently, no dividend was paid in the year.

Principal risks and uncertainties

In common with all businesses, the Company recognises certain risk factors that are both external and internal to the Company. The Directors consider the principal risks and uncertainties to which the Company is exposed are intrinsic to the business it operates and its ability to provide the service for which it is contracted.

The following highlights some of the particular risks, but is not intended to be an extensive analysis of all risks affecting the business. Some risks may be unknown to the Company and other risks, currently regarded as immaterial, could turn out to be material. All of them have a potential to impact the Company's business, revenue, profits, assets, liquidity and capital resources adversely. The Board has approved that the Company manages the majority of these risks by utilising the resources and processes developed and operated within the UK&I group as whole. The Company's principal risks are set out below.

Contractual risk

The Company's business is conducted through contract-based service agreements. Therefore, the business may be adversely affected by a failure to perform in terms of the relevant contract. The UK&I group has a structured formal project authorisation and review procedure which aims to ensure legal, operational, technical and commercial risks are properly considered before the initial exchange of contracts, or significant contract alterations, with its customers.

Risks associated with meeting the terms of a contract are mitigated through on-going day to day management of the operations of the contract including tracking performance against budget and targets identified in the contract. Performance is reviewed monthly by operational management and members of the Board. Contracts identified to be at risk are subject to specific initiatives to improve performance. Larger contracts and business units are reviewed at a UK&I group level on a monthly basis.

The Company continued to work with its main customer, to manage any service changes needed as a direct result of COVID-19. In this respect, the government issued guidance, which encouraged contracting authorities to work pragmatically with suppliers (including the Company), and take a sensible approach to the application of contractual mechanisms, such as performance deductions, to ensure supplier business continuity. The Company did not incur any performance deductions as a direct result of COVID-19 during the year.

Business continuity

The UK&I group is accredited with ISO 22301 (Business Continuity Management) and the Company maintains a business continuity plan for each area of the operations, including the associated IT infrastructure, so should the unexpected happen, there is a predetermined plan in place to allow the business to recover and to continue servicing its customers with as little disruption as possible. These plans include sharing of site infrastructure within the UK&I group, the use of external suppliers who specialise in disaster recovery scenarios and leveraging other Group relationships.

The risk of loss of specialist personnel is also actively managed ensuring that annual performance development discussions are completed and that remuneration is benchmarked annually against industry standards.

Business continuity (continued)

The UK&I group acknowledges the need to ensure the ongoing effectiveness of its cybersecurity controls. Management has reviewed advice from the UK's National Cyber Security Centre ('NIST') and undertakes NIST-based risk assessments across all technical and organisational controls. Results of these assessments are used to apply a particular focus on resilience and recovery capabilities. The scope of assessment includes the following:

- Patch management services;
- Access controls;
- Edge and physical security;
- Log monitoring and analysis;
- Backup and recovery;
- Incident management;
- Phishing response;
- Third-party access;
- NCSC services;
- Staff awareness and education.

Any findings are added to the UK&I group continuous improvement plan, with opportunities for improvement flagged for priority treatment. These actions are in addition to the routine operation of the UK&I group's cybersecurity framework.

The UK&I group has also considered the impact of the conflict and related sanctions in Ukraine, Russia and Belarus. The main impact of this is likely to be an increase in costs related to chemicals, parts and certain fleet costs, as well as potential Supply Chain disruptions. The UK&I group is ensuring that there are sufficient levels of spare parts and chemicals required for continued operations, where necessary. In addition, critical parts are kept on sites to cover essential, planned and unplanned maintenance. At this stage, the UK&I group, including the Company, believes that there is access to supplies necessary to maintain operations, but will continue to monitor the situation.

Health and safety, quality and environment

Management are committed to the UK&I group's corporate, legal and social responsibilities for health and safety, quality and the environment.

The UK&I group adopts a proactive risk approach to health, safety and the wellbeing of its customers and colleagues. Staff are trained to a high level in accordance with recognised trade bodies, giving confidence that advice is both credible and current. This is guided by the suite of Veolia Minimum Requirements ("VMR") documents that go beyond the recognised legislative expectations for keeping people safe, protecting the environment, as well as providing high standards of service to customers.

The UK&I group is a key influencer with external agencies, such as the HSE and Environment Agency. The UK&I group belongs to the Environmental Services Association ("ESA") and is an active member of Waste Industry Safety and Health ("WISH") Forum, helping to drive up standards across the industry. Working with the ESA, the UK&I group plays a leading role in defining health and safety standards in the waste industry. Guidance published includes Risk Assessment, Competency & Mental Health.

Examples of the UK&I group's active risk strategy include:

Reversing Risk - Introduction of reversing cameras on refuse collection vehicles ("RCV") to address blind spots identified as an area of concern by staff and the public.

Safety Shoes - Development of a new safety shoe in conjunction with Back in Action UK to address injuries incurred by staff when getting in and out of a vehicle cab. This lighter and more comfortable shoe allows good ankle movement, reduces stress on joints and facilitates crews exiting the cab forwards meaning any potential hazards, such as cyclists or potholes can be seen.

Health and safety, quality and environment (continued)

In 2021, the UK&I group completed the first year of the VMR assurance programme using a three lines of defence model which covered over 195,000 VMR requirements:

- **First Line -** Monthly Site Managers VMR reviews;
- **Second Line -** VMR Audits undertaken by the QHSE team; and
- **Third Line -** External Audits of over 90 locations audited against VMR requirements and to maintain certification to ISO 9001 (Quality), ISO 14001 (Environmental) and ISO 45001 (Health and Safety)

The VMR programme has provided better visibility to understand how many requirements are being met across the business. Across the first and second lines of defence, over 96% of VMR requirements were met or have an improvement plan in place. This has enabled management to undertake detailed trend analysis, which along with the incident review process has enabled the UK&I group to develop business improvement plans as well as a risk based audit programme.

The UK&I group actively encourages staff to report close calls (near miss / safety concerns), as they enable management to take action to prevent accidents from occurring. In 2021, over 28,000 close calls were reported, which is a 41% increase from the previous year.

As 'normal' operations return following the COVID-19 pandemic, the UK&I group Reporting of Injuries, Diseases and Dangerous Occurrences Regulations ("RIDDOR"') statistics returned to 2019 levels. The UK&I group RIDDOR accidents relating to slips on snow and ice at the start of 2021 were impacted by a significant period of adverse weather as well as the mental health impact of lockdown measures introduced to reduce the spread of COVID-19. The last quarter of the year was impacted by a strain on resources, such as the national shortage of LGV drivers.

New systems and processes have enabled a comprehensive plan to embed a proactive safety culture and improvements going forward. The 2021 Safety Week campaign refreshed commitments to safe behaviours and the value of working as a team. It also recognised and promoted the benefits of warming up for work to reduce accidents.

Risks relating to the price of energy and commodities

The price the Company pays for its commodities such as the supply of energy and fuel can have a significant impact on its financial performance. The Company's contracts with its customers generally have indexing formulae to mitigate inflationary risks to its cost base. However, to the extent the Company is unable to increase its prices sufficiently or if there is a significant delay in being able to do so, such increases could impact the Company's performance by increasing costs and reducing profitability.

Financial risks

It is the Company's objective to manage its financial risks so as to minimise the adverse effects of fluctuations in the financial markets on its profits and cash flows. The Company utilises the resources of the UK&I group to implement risk controls and loss mitigation plans to manage exposure to these risks. The VUK Board, which certain of the Company's Directors are members of, review and agree policies for managing risks and they are summarised below:

- **Credit risk**
  The Company is exposed to counterparty risk in various areas of its operating activities and treasury activities.

  The Company participates in Group centralised treasury arrangements, with the UK&I group being in a net deposit position, and so shares banking and intercompany loan arrangements with the Group, VUK and other UK based Group fellow subsidiaries, which are also provided with support from VUK. As set out in the going concern section, the Company has assessed the credit risk of the Group and VUK and considers that they are well placed to provide support and facilitate the repayment of any debts as they fall due.

Financial risks (continued)

- **Credit risk (continued)**
  The Company has one main customer, SCC, a well-established and stable local authority client. For this risk to result in significant financial loss to the Company it would require this customer to fail to honour its contractual obligations. The likelihood of this is considered low given the nature of the Company's customer base.

  The UK&I group has a specific credit management team and procedures in place to monitor and recover customer debt. The carrying amount of trade and other debtors, and cash and cash equivalents represent the Company's maximum exposure to credit risk.

- **Interest rate risk**
  The Company both borrows and lends funds via VUK, at floating rates of interest, priced according to a GBP index based on Sterling Overnight Interbank Average Rates ("SONIA").

- **Liquidity risk**
  The Company, along with other entities within the UK&I group, is party to cash pooling arrangements with VUK, whereby each member deposits cash excesses and may borrow money in the form of short-term advances. Amounts are swept on a daily basis and held on overnight deposit with the Group. At the year end VUK was in a net surplus position. VUK has an additional overdraft facility with the Group which remains unutilised. Cash forecasts for the following five weeks are prepared weekly and submitted to the Group for review to ensure that the liquidity profile of the UK&I group is actively monitored. The Group has confirmed that the UK&I group will continue to have access to these balances as required for their activities.

- **Foreign exchange risk**
  The Company has limited exposure to foreign currency risk in its normal trading activities as it operates in the UK and all of its trade debtors and most of its purchases are denominated in pound sterling. At each reporting date, where necessary, all financial assets and financial liabilities are revalued and denominated in pound sterling.

This report was approved by the board on 26 August 2022 and signed on its behalf.

Valerie Clavie

Valerie Clavie (Aug 26, 2022 14:32 GMT+2)

Valérie Isabelle Marie Clavié
Director

Aug 26, 2022

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and the financial statements for the year ended 31 December 2021.

As permitted, certain information regarding the Company, including a review and analysis of the development and performance of the Company's business during the year, the Company's policies for employee and stakeholder engagement and a description of the principal risks and uncertainties facing the Company are contained within the Strategic report.

Results and dividends

The loss for the year, after taxation, amounted to £179k *(2020: £256k)*.

There were no dividends paid in the year under review *(2020: £nil)*.

Directors

The Directors who served during the year and to the date of this report were:

Christophe Bellynck
Valérie Isabelle Marie Clavié (appointed 30 June 2021)
Donald John Fraser Macphail
Katherine Anne Swann
David Andrew Gerrard (resigned 30 June 2021)

No Director has, or has had, a material interest in the Company, directly or indirectly at any time during the year.

Directors' indemnity

The Directors are entitled to be indemnified by the Company to the extent permitted by law in respect of losses arising out of, or in connection with, the execution of their powers, duties and responsibilities. Veolia Environnement S.A., the Company's ultimate parent company, maintains Directors' and Officers' liability insurance for the Directors in respect of their duties as directors. Such qualifying third party indemnity provision was in place throughout the period and remains in force as at the date of approving the Directors' report. Neither the indemnities nor the insurance provide cover in the event that the Director is proved to have acted fraudulently.

Going concern

The Company's Balance Sheet shows net assets of £3,584k *(2020: £3,763k)*, and at year end reported net current liabilities of £(5,380)k *(2020: £(5,827)k)*. The Company participates in the Group centralised treasury arrangements and so shares banking and intercompany loan arrangements with the Group, VUK and other UK based fellow subsidiaries. The Company is managed as part of the UK&I group and budgets and forecasts are prepared at that level. The UK&I group's forecasts and budgets identify that the UK&I group is expected to meet its liabilities as they fall due for the period through to 30 September 2023. A key assumption in the UK&I group's forecasts is the continuing availability of funds that are swept into the Group Treasury cash pooling arrangements and the intercompany loans provided by the Group to VUK and other UK based fellow subsidiaries.

VUK has received a letter of financial support from the UK&I group's ultimate parent company, Veolia Environnement S.A., which confirms that the Group, if required, will provide financial support to VUK for the period ending 30 September 2023. VUK has in turn provided a letter of support to the Company to confirm that VUK will, if required, provide financial support to the Company for the same duration as provided by the Group to VUK.

The Directors of VUK have considered information regarding the Group's ability to provide support to VUK. This information includes financial information for the six month period ended 30 June 2022. During the period the Group completed the acquisition of the entire share capital of Suez S.A. for €9.3 billion, funded through both a share capital increase and the sale of New Suez.

Going concern (continued)

The Group's credit outlook is considered to be stable. The results for the period ended 30 June 2022 showed a growth in EBITDA of 40.4%, at constant exchange rates, compared to the equivalent prior year period and an increase in the net debt position to €22.4 billion, largely due to the Suez acquisition. Cash and cash equivalents total €7.2 billion as of 30 June 2022, after the payment of two bond maturities in March totalling €1.1 billion. In addition, the Group has a €3 billion syndicated credit facility, plus a €2.5 billion facility inherited from Suez and bilateral credit facilities totalling €1 billion.

The Directors of the Company have made enquiries of the Directors of VUK to confirm that VUK has the ability to provide financial support, noting the financial position of the Group as described above.

Whilst there remains uncertainty about the impact of events in Ukraine, the Directors of the Company have concluded that, if required, the Group will be able to provide financial support to VUK, who in turn will be able to provide financial support to the Company, for the period through to 30 September 2023. Accordingly, the Directors are satisfied that they have a reasonable basis upon which to conclude that the Company is able to meet its liabilities as they fall due in the foreseeable future and that it remains appropriate to prepare the financial statements on a going concern basis.

Streamlined Energy and Carbon Reporting Framework Regulations

The Company is subject to the Streamlined Energy and Carbon Reporting Framework Regulations ("SECR"). Energy consumption and greenhouse gas ("GHG") emissions figures are reported relating to gas, electricity and transport, as well as an intensity ratio and information relating to energy efficiency actions.

Based on recommendations within the SECR legislation and the Company's nature of the business, the Directors consider the tonne of carbon dioxide equivalent ("tCO2e")/£k revenue intensity ratio as the best representation of its efficiency performance.

Both the Company and VESS are responsible for delivery of the contract requirements. As a result, it is not possible disclose the SECR figures on an individual entity basis. The information provided in the table below relates to the combined totals of both the Company and VESS. However, the "Total gross GHG emissions (tCO2e per £k revenue)", included in the table below, is based on the Company's revenue only.

Energy consumption figures

	2021 UK	*2020 UK*
Total energy consumption used to calculate GHG emissions (kWh)	**579,323,625**	*593,133,141*
Scope 1 (tCO2e) - Gas consumption, transport, process emissions	**95,159**	*101,278*
Scope 2 (tCO2e) - Electricity purchased	**275**	*171*
Scope 3 (tCO2e) - Business travels: rental cars or employee-owned vehicles where the Company is responsible for purchasing the fuel	**12**	*4*
Total gross GHG emissions (tCO2e)	**95,446**	*101,453*
Intensity Ratio (tCO2e total gross GHG emissions per £k revenue)	**3.07**	*3.34*

Streamlined Energy and Carbon Reporting Framework Regulations (continued)

The Energy and Carbon Reporting has been produced using the following methodology and assumptions:

GHG reporting Framework: GHG Protocol Corporate Standard.

Methodology used to calculate the total Energy consumption (kWh):

- As per Department for Environment, Food and Rural Affairs ("DEFRA") guidance, data for fuels, mileage and gas available in kg, L or m3 were converted to Gross Calorific Value ("GCV") kWh. The mileage data available in miles or km was converted to Net Calorific Value ("NCV") kWh. This has been added to the GCV kWh data from natural gas consumption and electricity consumption;
- Waste combustion data was translated into kWh equivalents using the average Calorific Value ("CV") calculated at the sites.

Emissions factors:

The Company has applied the following emission factors:

- UK government emission conversion factors for greenhouse gases, which can be accessed via the Government website at *https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2021*;
- Waste combustion factors report on two types of emissions:
  - Carbon Dioxide ("CO2"): The emission factor used for CO2 is 404 kg of fossil CO2/tonne of waste combusted, as recommended by the Environmental Service Association;
  - Nitrous Oxide ("N2O"): refer to Data section below;
- Intergovernmental Panel on Climate Change ("IPCC")'s Fourth Assessment Report ("AR4") was used to express the Global Warming Potential ("GWP") of methane (CH4) and N2O for a 100 year time-horizon. Within this assessment report, the GWP for CH4 is 25 and the GWP for N2O is 298;
- UK&I group has a company car policy in place and in line with the car industry standard, this imposes the use of vehicles emitting a maximum of grams of CO2 per kilometre of 129, known as 129g/km.

Data

- GHG information was calculated from the data gathered from the Group's Environmental Management System ("EMS"), implemented since 2002 and compatible with ISO 14001 standards;
- N2O relies on either the annual figures provided to the Pollution Inventory by the Company, or through internal measurements when the values are falling below the reporting thresholds to the Pollution Inventory;
- Business travel data was gathered from the UK&I group's internal business intelligence and expenses system.

Energy efficiency actions

The Company and VESS have implemented the following energy efficiency actions during the reporting year to 31 December 2021:

- At the Sheffield ERF all Variable Speed Drive devices were upgraded to improved efficiency versions;
- At the Sheffield MRF lighting was upgraded to Light Emitting Diode ("LED");
- As part of the municipal contract two electric charging points were installed in the car park, allowing the employees to charge their electric vehicles.

Streamlined Energy and Carbon Reporting Framework Regulations (continued)

Net zero target

The UK&I group is committed to achieving Net Zero by 2050. These objectives are also underpinned by the global vision of 'Ecological Transformation'.

The approach to meeting Net Zero emissions is based on actions detailed in the Net Zero Strategy, published in 2021, which presents an ambitious programme to decarbonise services essential to everyday life - waste, water and energy. This Strategy commits to reducing emissions from the operations that the UK&I group control, including Scope 1 and 2 emissions, whilst also continuing with the progress to reduce Scope 3 emissions.

Central to these plans is powering systems changes across the key sectors - waste, water and energy. The activities and actions are therefore underpinned by the following six commitments:

1. Reduce operational emissions;
2. Reduce process emissions;
3. Capture and offset remaining GHG emissions;
4. Work in partnership to reduce the emissions not under direct control;
5. Continue to improve the quality of the carbon reporting;
6. Continue to develop low carbon solutions for customers.

On 30 September 2021, the UK&I group released its Carbon reduction plan, based on the Net Zero Strategy, in order to comply with the Procurement Policy Note (PPN) 60/21.

Future developments

The Directors have considered the impact of the outbreak of the conflict and related sanctions in Ukraine, Russia and Belarus and remain confident of the ability of the Company to continue to meet its customer's demands.

Although cost inflation and potential disruption to supply chains are expected to remain in the short-term the Directors consider the Company, along with other members of the UK&I group, to be well placed in all aspects of the environmental, water and energy management industry.

Financial instruments

Financial instruments give rise to foreign currency, interest rate, credit, price and liquidity risk. Information on how these risks arise is set out in the Strategic report.

Due to the use of facilities from the Group, denominated in pound sterling, the Company has minimal exposure to external loans and overdrafts and has limited exposure to foreign exchange as all of its trade and most of its expenses are incurred in pound sterling. Other financial assets and liabilities, such as trade debtors and trade creditors, arise directly from the Company's operating activities.

The Company's borrowings and loans are all denominated in pound sterling and therefore the Company has no foreign currency exposure on its financing. The Company's borrowings are tied to SONIA with interest rates being reset each quarter. The Directors consider that SONIA rates will continue to be stable for the foreseeable future.

It is, and has been throughout the period under review, the Company's policy that no trading in speculative derivative financial instruments shall be undertaken.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Disclosure of information to the Auditor

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Under section 487(2) of the Companies Act 2006, Ernst & Young LLP will be deemed to have been reappointed as the auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 26 August 2022 and signed on its behalf.

Valerie Clavie
Valerie Clavie (Aug 26, 2022 14:32 GMT+2)
Valérie Isabelle Marie Clavié
Director

Aug 26, 2022

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors are responsible for preparing the Strategic report, the Directors' 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 the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SHEFFIELD ENVIRONMENTAL SERVICES LIMITED

Opinion

We have audited the financial statements of Sheffield Environmental Services Limited for the year ended 31 December 2021, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 21, 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 December 2021 and of its loss 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, 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.

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 the period through to 30 September 2023.

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.

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 within 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SHEFFIELD ENVIRONMENTAL SERVICES LIMITED (CONTINUED)

Opinion 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report 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 and 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 13, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SHEFFIELD ENVIRONMENTAL SERVICES LIMITED (CONTINUED)

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 entity 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 (FRS 101 and the Companies Act 2006) and compliance with the relevant direct and indirect tax regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, including health and safety, environmental and General Data Protection Regulation ("GDPR");
- We understood how Sheffield Environmental Services Limited is complying with those frameworks by making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas. We read the minutes of the UK&I Executive Committee, made inquiries of Legal and Internal Control departments to identify if there are matters where there is a risk of breach of such frameworks that could have a material adverse impact on the Company. We understood controls put in place by management to reduce the opportunities for fraudulent transactions;
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by internal team conversations, inquiry of management and review of the fraud assessment prepared by the UK&I group management. We understood that revenue, adjusted EBITDA and adjusted 'current' EBIT are the key performance measures for management and we considered that these could be most likely manipulated through the posting of manual journals to revenue. We reviewed manual journals to revenue and considered the nature of these transactions. For those that we did not consider to be in the normal course of business and were not of a trivial value we obtained evidence to support the validity of such adjustments. In addition, we selected a sample of items within contract assets and validated these either to cash paid or other evidence to demonstrate that the accounting was appropriate;
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures were as set out above. The results of our procedures did not identify any instances of irregularities, including fraud.

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.

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

Helen Hemming (Senior statutory auditor)

for and on behalf of
Ernst & Young LLP, Statutory auditor

Birmingham

01 September 2022

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £000	*2020* *£000*
Revenue	4	**31,323**	*30,349*
Cost of sales		**(25,723)**	*(26,329)*
Gross and operating profit	5	**5,600**	*4,020*
Interest receivable	8	**13**	*-*
Interest payable and similar charges	9	**(2,966)**	*(3,284)*
Profit before tax		**2,647**	*736*
Tax on profit	10	**(2,826)**	*(992)*
Loss for the financial year		**(179)**	*(256)*
Other comprehensive income		**-**	*-*
Total comprehensive loss for the year		**(179)**	*(256)*

SHEFFIELD ENVIRONMENTAL SERVICES LIMITED
REGISTERED NUMBER:03727031

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note		2021 £000		2020 £000
Fixed assets					
Intangible assets	12		**57,686**		*60,962*
Tangible fixed assets	13		**-**		-
			57,686		*60,962*
Current assets					
Debtors: amounts falling due within one year	14	**6,824**		*4,066*	
		6,824		*4,066*	
Creditors: amounts falling due within one year	15	**(12,204)**		*(9,893)*	
Net current liabilities			**(5,380)**		*(5,827)*
Total assets less current liabilities			**52,306**		*55,135*
Creditors: amounts falling due after more than one year	16		**(39,102)**		*(43,610)*
			13,204		*11,525*
Provisions for liabilities					
Deferred taxation	11	**(9,620)**		*(7,618)*	
Provisions	17	**-**		*(144)*	
			(9,620)		*(7,762)*
Net assets			**3,584**		*3,763*
Capital and reserves					
Called up share capital	18		**25,500**		*25,500*
Profit and loss account			**(21,916)**		*(21,737)*
			3,584		*3,763*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 August 2022.

Valerie Clavie
Valerie Clavie (Aug 26, 2022 14:32 GMT+2)

Valérie Isabelle Marie Clavié
Director

Aug 26, 2022

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2020	**25,500**	**(21,481)**	**4,019**
Comprehensive loss for the year			
Loss for the year	-	(256)	(256)
At 1 January 2021	**25,500**	**(21,737)**	**3,763**
Comprehensive loss for the year			
Loss for the year	-	(179)	(179)
At 31 December 2021	**25,500**	**(21,916)**	**3,584**

The notes on pages 20 to 37 form part of these financial statements.

1. General information

Sheffield Environmental Services Limited is a private company limited by shares, incorporated in England and Wales.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in pound sterling and all values are rounded to the nearest thousand pound sterling (£000) except when otherwise indicated.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

2. Accounting policies (continued)

2.3 Ultimate controlling party

The Company is consolidated in the consolidated financial statements of its ultimate parent company and controlling entity, Veolia Environnement S.A. (incorporated in France). Copies of the consolidated financial statements for Veolia Environnement S.A. are available from the registered office at 21 rue La Boétie, 75008 Paris, France.

In addition, the Company is also consolidated in the consolidated financial statements of Veolia Environmental Services (UK) Plc, an intermediate parent undertaking. Copies of the consolidated financial statements for Veolia Environmental Services (UK) Plc are available from the registered office at 210 Pentonville Road, London, N1 9JY.

2.4 Going concern

The Company's Balance Sheet shows net assets of £3,584k *(2020: £3,763k)*, and at year end reported net current liabilities of £(5,380)k *(2020: £(5,827)k)*. The Company participates in the Group centralised treasury arrangements and so shares banking and intercompany loan arrangements with the Group, VUK and other UK based fellow subsidiaries. The Company is managed as part of the UK&I group and budgets and forecasts are prepared at that level. The UK&I group's forecasts and budgets identify that the UK&I group is expected to meet its liabilities as they fall due for the period through to 30 September 2023. A key assumption in the UK&I group's forecasts is the continuing availability of funds that are swept into the Group Treasury cash pooling arrangements and the intercompany loans provided by the Group to VUK and other UK based fellow subsidiaries.

VUK has received a letter of financial support from the UK&I group's ultimate parent company, Veolia Environnement S.A., which confirms that the Group, if required, will provide financial support to VUK for the period ending 30 September 2023. VUK has in turn provided a letter of support to the Company to confirm that VUK will, if required, provide financial support to the Company for the same duration as provided by the Group to VUK.

The Directors of VUK have considered information regarding the Group's ability to provide support to VUK. This information includes financial information for the six month period ended 30 June 2022. During the period the Group completed the acquisition of the entire share capital of Suez S.A. for €9.3 billion, funded through both a share capital increase and the sale of New Suez.

The Group's credit outlook is considered to be stable. The results for the period ended 30 June 2022 showed a growth in EBITDA of 40.4%, at constant exchange rates, compared to the equivalent prior year period and an increase in the net debt position to €22.4 billion, largely due to the Suez acquisition. Cash and cash equivalents total €7.2 billion as of 30 June 2022, after the payment of two bond maturities in March totalling €1.1 billion. In addition, the Group has a €3 billion syndicated credit facility, plus a €2.5 billion facility inherited from Suez and bilateral credit facilities totalling €1 billion.

The Directors of the Company have made enquiries of the Directors of VUK to confirm that VUK has the ability to provide financial support, noting the financial position of the Group as described above.

Whilst there remains uncertainty about the impact of events in Ukraine, the Directors of the Company have concluded that, if required, the Group will be able to provide financial support to VUK, who in turn will be able to provide financial support to the Company, for the period through to 30 September 2023. Accordingly, the Directors are satisfied that they have a reasonable basis upon which to conclude that the Company is able to meet its liabilities as they fall due in the foreseeable future and that it remains appropriate to prepare the financial statements on a going concern basis.

2. Accounting policies (continued)

2.5 Accounting for service concession asset

In the course of its activities, the Company provides contract management services for waste management and disposal to a local authority in return for remuneration based on services rendered.

These services are generally managed by the Company under contracts entered into at the request of public bodies ("grantors") which retain some control of the service provided.

These concession arrangements involve the transfer of operating rights for a limited period, under the control of the local authority, using dedicated installations upgraded or built by the Company, or made available to it for a fee or for nil consideration. These contracts define the "public service obligations" in return for the remuneration. The remuneration is based on a contracted tariff for waste services for each contract year.

Contracts include price review clauses, which are mainly based on cost trends, inflation, changes in tax and/or other legislation. Certain review clauses also include changes in volumes and/or the occurrence of specific events changing the profitability of the contract.

Concession arrangements are recognised in accordance with IFRIC 12, Service Concession Arrangements.

Financial asset model

The financial asset model applies when the operator has an unconditional right to receive cash or another financial asset from the grantor in remuneration for concession services. The operator has such an unconditional right if the grantor contractually agrees the payment of:

- amounts specified or determined in the contract;
- the shortfall, if any, between the amounts received from users of the public services and amounts specified or determined in the contract.

Financial assets resulting from the application of IFRIC 12 are recognised in the Balance Sheet as financial assets receivable on concession arrangements within trade debtors receivable within one year and after more than one year, and are recognised at amortised cost. The financial asset receivable amount is reduced by any guaranteed lease payments to be made by the grantor over the contract term.

Intangible asset model

The intangible asset model applies where the operator is paid by the users or where the concession grantor has not provided a contractual guarantee in respect of the recoverable amount. The Company's intangible asset corresponds to the right granted by the concession grantor to the operator to receive revenue based on public usage of the concession services.

Intangible assets resulting from the application of IFRIC 12 are recorded in the Balance Sheet under the heading "Intangible assets" and are amortised on a straight line basis, generally over the contract term. Where the Company has guaranteed lease payments to be made to the grantor over the contract term these amounts are added to the intangible asset and a finance lease liability created.

Revenue from concession arrangements under the intangible asset model includes:

- income from the delivery of the contracted services (net of capital repayments received);
- revenue from the construction or upgrade of the infrastructure assets, recorded on a completion basis in accordance with IFRS 15.

2. Accounting policies (continued)

2.5 Accounting for service concession asset (continued)

The Company's concession arrangements have been recognised as intangible assets.

Where a profit sharing mechanism exists with the grantor and the profit sharing includes third party revenues (mostly electricity and recyclates) these are not deemed to be variable consideration under IFRS 15 and so any related payment due to the grantor is recognised.as cost of sales.

Details on the concession contract can be found in the Strategic report.

2.6 Revenue

Revenue is recognised in line with the achievement of performance obligations to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

With the exception of revenue under IFRIC 12, Service Concession Arrangements, the Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

The following criteria must also be met before revenue is recognised:

- revenue from district heating networks is recognised at the point it is supplied to the customer;
- revenue from providing services is recognised in the accounting period in which the services are rendered;
- where the Company gives a rebate or profit share to a customer based on the services provided directly to that customer, revenue is reduced for the amount of the rebate or profit share.

It should be noted that fees and taxes collected on behalf of local authorities are excluded from revenue when the Company does not bear the risk of payment default by third parties.

Revenue under IFRIC 12, Service Concession Arrangements, is explained in note 2.5.

The Company applies the practical expedient in paragraph 121 of IFRS 15 and does not disclose information about the remaining performance obligations that have original expected durations of one year or less.

2.7 Foreign currency translation

Functional and presentation currency

The Company's functional and presentation currency is pound sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2. Accounting policies (continued)

2.8 Interest receivable

Interest receivable consists of income from amounts owed by Group fellow subsidiaries.

2.9 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax assets and liabilities are not discounted.

2.11 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The estimated useful lives range as follows:

IFRIC 12 concession asset	-	Over the life of the contract (16.6 years remaining)
Software	-	3 to 5 years

Intangible assets are amortised on a straight-line basis over their useful life, usually the contract term to which they relate, unless another systematic amortisation basis better reflects the rate of consumption of the asset.

Assets in the course of development are not amortised during the development phase. On completion all assets will be transferred into the appropriate asset category and will be amortised per the stated accounting policy.

2. Accounting policies (continued)

2.11 Intangible assets *(continued)*

Expenditure incurred during the operation of a concession which aims to maintain operations at current capacity or cost is recognised in the Statement of Comprehensive Income as incurred. By exception, only where assets will enable the realisation of significant future economic benefit in relation to their cost will they be added to the concession asset. These additional assets will be amortised over the remaining contract term.

Interest on loans taken out specifically for concession assets under construction may be capitalised during the period of construction and included in the cost of intangible assets.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Freehold land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.
The estimated useful lives range as follows:

Plant and equipment	- 3 to 30 years, with majority being 5 to 10 years

Assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

Assets in the course of construction are not depreciated during the construction phase. On completion all assets will be transferred into the appropriate asset category and will be depreciated per the stated accounting policy.

Interest on loans taken out specifically for plant under construction may be capitalised during the period of construction and included in the cost of tangible fixed assets.

2.13 Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each Balance Sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit ("CGUs") to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each Balance Sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

Any reversal of an impairment loss is taken through the Statement of Comprehensive Income in the year.

2. Accounting policies (continued)

2.14 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are derecognised when they are discharged or when the contractual terms expire. Financial assets and liabilities are initially measured at fair value. Loans receivable or payable on demand are classed as short-term and hence are not discounted.

The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as financial assets subsequently measured at amortised cost.

Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Financial assets subsequently measured at amortised cost

These comprise loans and debtors which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade debtors), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment of financial assets

The Company recognises an allowance for expected credit losses ("ECLs") for all financial assets subsequently measured at amortised cost. The Company calculates ECLs by applying a provision matrix that takes into account the expected life of trade debtors and default rates for different customers. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. ECLs are recognised in two stages:

- for credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12 month ECL);
- for those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire or when it transfers the contractual rights to the cash flows from the financial asset in a transaction under which nearly all the rights and obligations inherent to ownership of the financial asset are transferred. Any interest created or retained by the Company in a financial asset is recognised separately as an asset or liability.

2. Accounting policies (continued)

2.14 Financial instruments (continued)

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance Sheet.

Derecognition of financial liabilities

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where 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, such an exchange or modification is treated as a derecognition of the original liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

2.15 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of Comprehensive Income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance Sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

Provisions giving rise to an outflow after more than one year are discounted if the impact is material. Discount rates reflect current assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recorded in the Statement of Comprehensive Income.

3. Judgment in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be appropriate under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates

The following assumptions involving estimates have had the most significant effect on amounts recognised in the financial statements:

- **Waste management contracts**
  In the normal course of business, accounting for contracts involving the collection and/or treatment of waste requires a number of key estimates to be made in determining amounts receivable and payable at the Balance Sheet date. The nature of these estimates will vary dependent on the nature of the contract, but may include, for example, estimates relating to treatment costs, disposal costs, volumes or prices.

- **Provisions**
  Management have had to make assumptions as to the timing and probable outcome of provisions as described in note 17.

Judgments

The following assumptions involving judgments have had the most significant effect on amounts recognised in the financial statements:

- **Concession accounting**
  Management have made the assessment on a number of factors in determining whether the selection of a mixed model or an intangible model is the most appropriate method of accounting for the assets identified as part of the contracts for concession services, as described in note 2.5. The most notable of these would be the assessment of the level of income guaranteed to be paid by the grantor under the contract. This assessment has a significant impact on the timing, and to a lesser effect the quantum, of the associated revenue in these contracts. Management have also made judgments in respect of the accounting treatment of one off payments made by grantors as either a reduction of concession asset, financial receivable or deferred revenue.

4. *Revenue*

An analysis of revenue by class of business is as follows:

	2021 £000	2020 £000
Sale of heat supply	**255**	*254*
Rendering of services	**30,872**	*30,095*
Construction revenue from concessions	**196**	-
	31,323	*30,349*

All revenue arose within the United Kingdom.

Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

	2021 £000	2020 £000
Receivables (included within trade debtors)	**2,855**	*2,457*
Contract assets	**1,735**	*1,609*
Contract liabilities	**(7,410)**	*(7,652)*
	(2,820)	*(3,586)*

Deferred revenue, recognised as contract liabilities due within one year, has subsequently been recognised as revenue during the following year.

Payment terms for contract assets relate to services provided up to 30 days prior to billing and are generally paid within normal contract terms of between 30-120 days of the invoice date.

5. Operating profit

	2021 £000	*2020* *£000*
Operating profit	**5,600**	*4,020*
Add back items charged/(credited) to operating profit	-	-
Adjusted 'current' EBIT	**5,600**	*4,020*
Add back items charged/(credited) to operating profit:		
Amortisation of intangible assets	**3,472**	*3,484*
Loss on disposal of intangible assets and tangible fixed assets	-	*12*
Movement on provisions, excluding restructuring costs	-	*2*
Add back items not passing through operating profit:		
Movement on provisions, excluding restructuring costs	**(144)**	-
Adjusted EBITDA	**8,928**	*7,518*

Auditor's remuneration of £12k *(2020: £10k)* was borne by a Group fellow subsidiary.

6. *Staff costs*

The Company has no employees other than the Directors (see note 7).

7. Directors' remuneration

The Directors are paid by, and perform services for, other companies within the Group alongside their services to this Company. Whilst not being paid by the Company, in 2021, the Directors' costs have been apportioned to the principal companies they serve within the UK&I group. Had the Directors' costs been recharged to all the companies those Directors serve, the Company would have incurred £16k (*2020: £57k*) of Directors emoluments, including £1k (*2020: £2k*) of pension contributions.

8. Interest receivable

	2021 £000	*2020* *£000*
Interest receivable from Group fellow subsidiaries	**13**	-

9. Interest payable and similar charges

	2021 £000	2020 £000
Interest payable to Group fellow subsidiaries	2,483	2,786
Bank and similar charges	483	498
	2,966	3,284

10. Taxation

	2021 £000	2020 £000
Corporation tax		
Current tax on profit for the year	823	461
Adjustments in respect of previous periods	1	1
Total current tax	824	462
Deferred tax		
Deferred tax - current year	(307)	(273)
Adjustments in respect of previous periods	-	1
Effect of changes to tax rates	2,309	802
Total deferred tax	2,002	530
Taxation on profit on ordinary activities	2,826	992

10. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2020 - higher than)* the standard rate of corporation tax in the UK of 19% *(2020 - 19%)*. The differences are explained below:

	2021 £000	*2020 £000*
Profit on ordinary activities before tax	**2,647**	*736*
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% *(2020: 19%)*	**503**	*140*
Effects of:		
Expenses not deductible for tax purposes	**13**	*16*
Adjustments to tax charge in respect of prior periods - current tax	**1**	*1*
Adjustments to tax charge in respect of prior periods - deferred tax	**-**	*1*
Difference between current and deferred tax rates	**-**	*32*
Effect of rate change on deferred tax	**2,309**	*802*
Total tax charge for the year	**2,826**	*992*

Factors that may affect future tax charges

Deferred tax assets and liabilities have been stated at the corporation tax rate of 25% *(2020: 19%)* reflecting the increase in the main UK corporation tax rate which will take effect from 1 April 2023. This rate was substantively enacted on 24 May 2021 and remained in force at the Balance Sheet date. This is on the basis that it is anticipated that the Company's deferred tax assets and liabilities will materially unwind after 1 April 2023.

11. Deferred taxation

	Accelerated capital allowances £000	**Other temporary differences £000**	**Total £000**
At 1 January 2021	**7,530**	**88**	**7,618**
Charge to profit or loss	**1,950**	**52**	**2,002**
At 31 December 2021	**9,480**	**140**	**9,620**

12. Intangible assets

	IFRIC 12 concession assets £000	Assets under development £000	Software £000	Total £000
Cost				
At 1 January 2021	128,290	-	37	128,327
Additions	-	196	-	196
At 31 December 2021	128,290	196	37	128,523
Amortisation and impairment				
At 1 January 2021	67,328	-	37	67,365
Charge for the year	3,472	-	-	3,472
At 31 December 2021	70,800	-	37	70,837
Net book value				
At 31 December 2021	57,490	196	-	57,686
At 31 December 2020	*60,962*	-	-	*60,962*

13. Tangible fixed assets

	Plant and equipment £000
Cost or valuation	
At 1 January 2021	8
At 31 December 2021	**8**
Depreciation and impairment	
At 1 January 2021	8
At 31 December 2021	**8**
Net book value	
At 31 December 2021	**-**
At 31 December 2020	*-*

14. Debtors: amounts falling due within one year

	2021 £000	*2020 £000*
Trade debtors	**2,855**	*2,457*
Short-term loans to Group fellow subsidiaries	**2,234**	-
Contract assets	**1,735**	*1,609*
	6,824	*4,066*

15. Creditors: amounts falling due within one year

		2021 £000	*2020 £000*
Amounts owed to Group fellow subsidiaries		**4,422**	*912*
Short-term loans from Group fellow subsidiaries	19	**4,838**	*6,456*
Corporation tax		**1,284**	*1,023*
Other taxation and social security		**1,259**	*1,260*
Contract liabilities		**258**	*242*
Accruals		**143**	*-*
		12,204	*9,893*

16. Creditors: amounts falling due after more than one year

		2021 £000	*2020 £000*
Contract liabilities		**7,152**	*7,410*
Long-term loans from Group fellow subsidiaries	19	**31,950**	*36,200*
		39,102	*43,610*

SCC made an £8,285k capital contribution, paid under a deed of variation, signed on 29 June 2018 to reduce its contract payments for services provided, back-dated with effect from 1 April 2018 through to the end of the contract. At 31 December 2021, the amounts included within contract liabilities in respect of this is £7,410k *(2020: £7,652k)*, of which £7,152k *(2020: £7,410k)* is due after more than one year.

17. Provisions

	Other provisions £000
At 1 January 2021	**144**
Utilised in the year	**(144)**
At 31 December 2021	**-**

The provision relating to costs associated with the contract extension with SCC was fully utilised in the year.

18. Share capital

	2021 £000	*2020 £000*
Allotted, called up and fully paid		
25,500,000 *(2020: 25,500,000)* ordinary shares of £1.00 each	**25,500**	*25,500*

19. Related party transactions

During the year the Company entered into transactions, in the ordinary course of business, with related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

Balances outstanding as at 31 December 2021 with all related parties are disclosed in notes 14, 15 and 16.

There were no trading transactions entered into during the year to 31 December 2021 with other related parties.

It should be noted that there has been an update in respect of the interest rates applied to any loans previously using London Interbank Overnight Rates ("LIBOR") as the interbank reference rate for the calculation of interest. Following enactment of EU regulation 2016/1011, which progressively led to the replacement of certain benchmark rates, the Veolia group has opted to replace LIBOR with SONIA as the interbank reference rate for calculation of interest on intercompany loans denominated in GBP (in line with market practice).

Details of loan balances with related parties are as follows:

Loans owed by related parties

Group fellow subsidiaries	Due within one year £000	Due after one year and within five years £000	Due after five years £000	Total £000	*2020 £000*
Veolia Environmental Services (UK) Plc	**4,264**	**12,750**	**16,450**	**33,464**	*37,527*
Veolia ES Aurora Limited	**574**	**2,000**	**750**	**3,324**	*3,835*
Group cash pooling	**-**	**-**	**-**	**-**	*1,294*
	4,838	**14,750**	**17,200**	**36,788**	*42,656*

Veolia Environmental Services (UK) Plc totalling £33,464k *(2020: £37,527k)*, including accrued interest of £514k *(2020: £577k)*, bears interest at 6.19%. Capital and interest is repaid in semi-annual instalments and the loan will be repaid in full by March 2029.

Veolia ES Aurora Limited loan totalling £3,324k *(2020: £3,835k)*, including accrued interest of £74k *(2020: £85k)*, bears interest at 9.00%. Capital and interest is repaid in semi-annual instalments and the loan will be repaid in full by March 2028.

20. Post balance sheet events

There have been no significant events affecting the Company since the year end.

21. Immediate parent and controlling party

The immediate parent company is Veolia ES Aurora Limited, a company incorporated in the UK.

Veolia Environmental Services (UK) Plc is an intermediate parent undertaking that prepares consolidated financial statements, including Sheffield Environmental Services Limited, that are publicly available. Copies of the consolidated financial statements for Veolia Environmental Services (UK) Plc are available from the registered office at 210 Pentonville Road, London, N1 9JY.

The ultimate parent and controlling company is Veolia Environnement S.A., a company incorporated in France. Consolidated financial statements are prepared by Veolia Environnement S.A. Copies of the consolidated financial statements for Veolia Environnement S.A. are available from the registered office at 21 rue La Boétie, 75008 Paris, France.