

Compliance Certificate

To: Deutsche Trustee Company Ltd as Security Trustee

cc: Moody's Investor Services
Standard & Poor's Rating Services
Fitch Ratings Ltd
MBIA

From: Anglian Water Services Financing Plc (the "**Issuer**")
Anglian Water Services Limited ("**AWS**")

23 May 2014

Dear Sirs

Common Terms Agreement dated 30 July 2002 between, among others, the Issuer, AWS and Deutsche Trustee Co Ltd (the "Security Trustee") (the "Common Terms Agreement")

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

1. We refer to the Common Terms Agreement. This is a Compliance Certificate.
2. We confirm that in respect of the most recently occurring Calculation Date (31 March 2014) the financial ratios are:
 - (a) the Class A RAR is 67.7%;
 - (b) the Senior RAR is 79.6%;
 - (c) the Class A ICR is 3.7:1;
 - (d) the Class A PMICR is 1.9:1;
 - (e) the Senior PMICR is 1.6:1 and
 - (f) the ratio of Net Cash Flow minus Capital Maintenance Expenditure to Class A Debt Interest is 2.5:1(together the "**Ratios**").
3. We confirm that each of the above Ratios and each of the Senior Average PMICR and Class A Average PMICR have been calculated with respect to the Test Periods for which they are required to be calculated under the Common Terms Agreement and have not breached the Trigger Event Ratio Levels and have not caused Paragraph 20 (Ratios) of Part 2 of Schedule 7 (Events of Default) to be breached.

4. We set out below the computation of the Ratios set out in Paragraph 2 above for your information:

Interest Cover Ratios (ICR)

	Year to 31 Mar 14 £m
Income	1,170.4
Operating expenditure	<u>(450.5)</u>
Pre capital maintenance cashflows	719.9
Capital Maintenance Expenditure	(227.9)
IRC & CCD	(354.4)
Post-Maintenance cashflow for PMICR	365.5
Post-Maintenance cashflow for ratio (h)	492.0
Net Interest	(223.5)
Enhancement Capital Expenditure	(206.0)
Customer Rebates	(10.5)
Dividends	<u>(202.1)</u>
Pre-financing cashflows	(150.1)
Interest Payable on Senior Debt:	
Finance leases	(2.0)
Class A Bonds	(195.4)
MBIA wrap fees	(2.3)
Less Interest receivable	5.2
Total net senior debt interest	<u>(194.5)</u>
Interest Payable on Junior Debt	
Class B Bonds	<u>(29.0)</u>
Total Interest Payable	<u><u>(223.5)</u></u>
Interest Cover Ratios:	
Class A ICR	3.7:1
Senior PMICR	1.6:1
Class A PMICR	1.9:1
Ratio of Net Cash Flow minus Capital Maintenance Expenditure to Class A Debt Interest	2.5:1





Regulatory Asset Ratios (RAR)





	As at 31 Mar 14 £m
Class A gross debt:	
Finance leases	(52.0)
Class A	<u>(5,332.8)</u>
Total Class A Gross Debt	(5,384.8)
Less cash balances and Authorised investments	<u>676.2</u>
Total Class A Net Debt	(4,708.6)
Class B	(827.3)
Total Senior Net Debt	(5,535.9)
Regulatory Asset Value (RAV)	<u>6,954.4</u>
Regulatory Asset Ratios:	
Senior RAR	79.6%
Class A RAR	67.7%

5. We also confirm that:

- (a) no Default or Potential Trigger Event is outstanding; and
- (b) that AWS's insurances are being maintained in accordance with:
 - (i) Schedule 16 (Insurance) of the Common Terms Agreement; and
 - (ii) the provisions of the Finance Leases.

Yours faithfully,

Director 
 Director 
 Director 
 Director 

Director 
 Director 
 Director 
 Director 

For and on behalf of
 ANGLIAN WATER SERVICES
 FINANCING PLC

For and on behalf of
 ANGLIAN WATER SERVICES LIMITED