



Tideway

**BOARD LEADERSHIP,
TRANSPARENCY
AND GOVERNANCE**

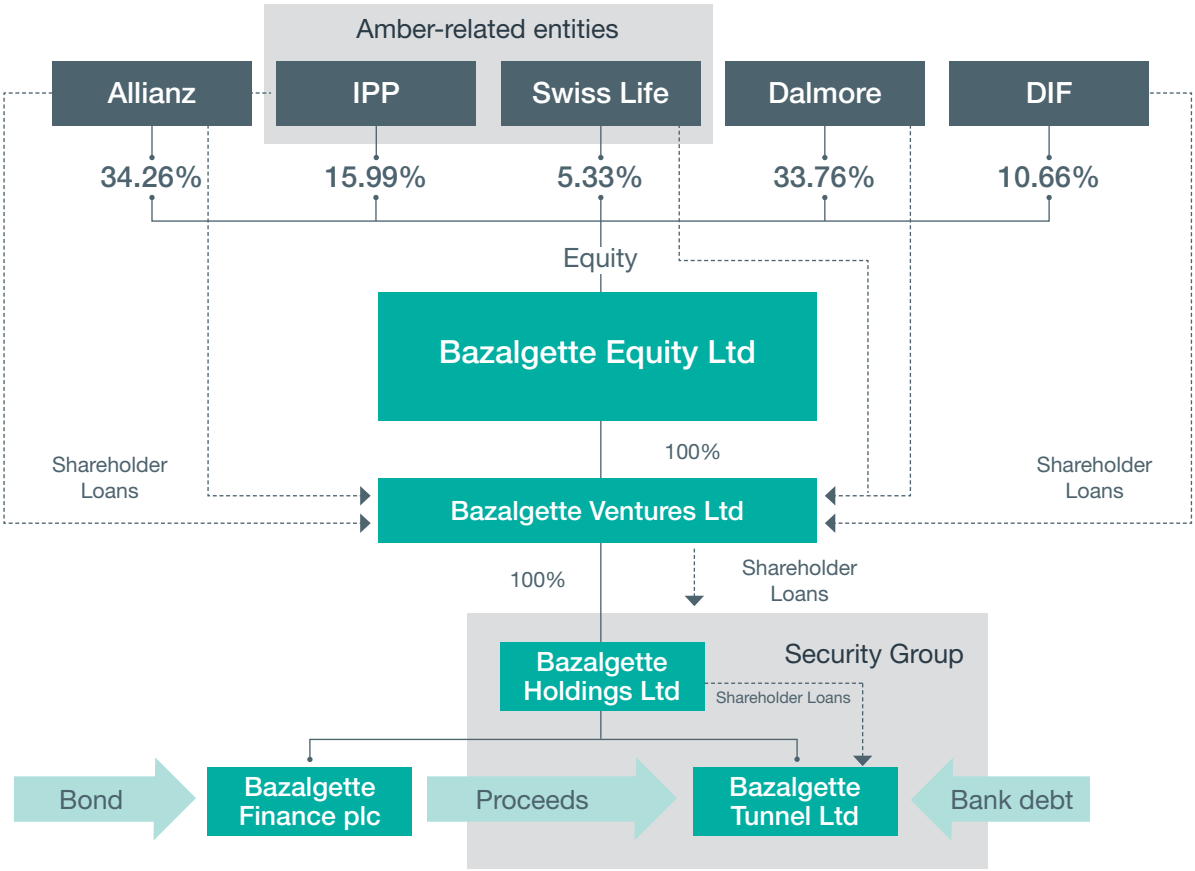
**HOLDING COMPANY PRINCIPLES
JUNE 2019**

Board Leadership, Transparency and Governance

Holding Company Principles

Bazalgette Tunnel Limited, trading under the name of Tideway, operates as an independent regulated water company, licenced to design, build, commission and maintain the Thames Tideway Tunnel. We have continued to operate an effective governance framework for the Tideway group. We are committed to achieving the highest standards of corporate governance and this report details how we meet the principles outlined in Ofwat’s publication (April 2014): Board leadership, transparency and governance – holding company principles.

Figure 1:
Structure of the
Tideway group
of companies



TIDEWAY GROUP STRUCTURE

Bazalgette Tunnel Limited is a separate self-standing, independent utility. Bazalgette Tunnel Limited is part of a group of companies. Its immediate parent company is Bazalgette Holdings Limited, which is in turn wholly

owned by Bazalgette Ventures Limited, and its ultimate holding company is Bazalgette Equity Limited. The structure of the Tideway group of companies is shown in Figure 1 and the role of each company is described in Table 1.

Name	Registration Number	Place of Registration	Description
Bazalgette Tunnel Limited	9553573	England and Wales	The Infrastructure Provider entity licenced by Ofwat to design, build, commission and maintain the regulated assets of the Thames Tideway Tunnel. It lies within the security ring-fence.
Bazalgette Holdings Limited	9553510	England and Wales	Bazalgette Tunnel Limited's immediate holding company, established to act as the vehicle where the Secretary of State would inject funds if required. It lies within the security ring-fence.
Bazalgette Ventures Limited	9553461	England and Wales	The holding company of Bazalgette Holdings Limited. It was established to act as the vehicle for shareholder loan funding.
Bazalgette Equity Limited	9553394	England and Wales	The ultimate holding company of the group. It was established to act as the vehicle for shareholder share capital funding.
Bazalgette Finance plc	9698014	England and Wales	A sister company of Bazalgette Tunnel Limited and financing subsidiary of Bazalgette Holdings Limited established to be the issuer of listed bonds. It will on-lend the proceeds of any bond issuance to Bazalgette Tunnel Limited.

Table 1:
The role of each company

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OUR OWNERS

The Company is owned by a consortium of investors. Further information on our equity investors and the equity interests of each as at June 2019 is summarised in Table 2.

Table 2:
Shareholder description and effective equity interests

Shareholder and Shareholding	Description
Allianz Infrastructure Luxembourg I S.a.r.l. 34.26%	The Allianz Group is a leading global financial services group, active in insurance and asset management. In fiscal year 2018 the Allianz Group achieved total revenues of approx. €130.6bn. It is one of the world's largest asset managers, with third party assets under management in excess of €1.4 trillion. The investment in Tideway is funded from the balance sheets of various Allianz Group insurance companies.
Dalmore Capital 14 GP Limited 33.76%	Dalmore is an independent fund manager based in London, with over £5bn of investors' funds under management and a sole focus on the infrastructure sector. For its investment in Tideway, Dalmore established a single purpose fund which has secured commitments from some of the UK's leading pension funds, as well as from a number of European infrastructure investors.
IPP (Bazalgette) Limited 15.99% Bazalgette (Investments) Limited 5.33% (Both Amber related entities)	Amber is a leading international infrastructure specialist, providing asset management and advisory services. Amber's core business focuses on sourcing, developing, advising on, investing in and managing infrastructure assets with skills and experience spanning a broad range of infrastructure sectors and geographies. Amber manages five investment funds, including International Public Partnerships Limited (IPP, a London Stock Exchange listed infrastructure company) for over 2,000 public and private sector investors, with assets under management of over £2.5bn. Amber manages the IPP and Swiss Life Holding AG (Swiss Life) investments in Tideway which are held through IPP (Bazalgette) Limited and Bazalgette (Investments) Limited respectively. Swiss Life Asset Managers has more than 160 years of experience in managing the assets of Swiss Life Group. Together with insurance mandates, total assets under management stood at CHF 232.6bn as of 31 December 2018.
DIF Bid Co Limited 10.66%	DIF is an independent fund management company with c€5.6bn of funds raised. Through seven investment funds, DIF invests in high-quality infrastructure assets that generate long-term, stable cash-flows, including Public Private Partnership projects (PPP/PFI/P3), renewable energy projects and other core infrastructure projects in the telecoms, transport and energy sectors in Europe, North America and Australia. DIF Management Holding BV directly or indirectly owns and/or manages all of the DIF entities in the corporate structure above Bazalgette Equity Limited. DIF Management UK Limited is the topmost UK company in the DIF corporate structure. The source of DIF's share of equity funding for the project comprises long term pension fund, insurance and fund of funds investors.

Condition K undertakings in respect of Bazalgette Tunnel Limited have been provided by the ten entities listed in Table 3. Those undertakings are required by the Project Licence and are from entities which are considered an "ultimate controller" of Bazalgette Tunnel Limited. Bazalgette Tunnel Limited has written to each of those entities to advise that in order to ensure that it complies with the Project Licence obligation to procure from each Ultimate Controller a legally enforceable

undertaking, it is essential that it is kept abreast of any change of ownership, control or influence that might affect the assessment of which entities satisfy the definition of "ultimate controller".

Each shareholder also provides Bazalgette Tunnel Limited an updated and certified structure chart on a six monthly basis. Common directorships across the Tideway group of companies supports information flow between the companies.

No.	Entity	Type of Undertaking
1	Allianz Infrastructure Luxembourg I S.a.r.l.	Ultimate Controller
2	Dalmore Capital Limited	Ultimate Controller
3	Dalmore Capital 14 GP Limited	Ultimate Controller
4	Amber Infrastructure Group Holdings Limited	Ultimate Controller
5	International Public Partnerships Limited	Ultimate Controller
6	Hunt FS Holdings I, LLC	Ultimate Controller
7	DIF Management Holding BV	Ultimate Controller
8	DIF Management UK Limited	Ultimate Controller
9	Bazalgette Equity Limited	UK Holding Company
10	Bazalgette Finance PLC	Tideway Financing Company

Table 3:
Entities providing
Condition K
undertakings

FINANCING

Bazalgette Holdings Limited and its immediate subsidiaries consolidated group (Bazalgette Tunnel Limited and Bazalgette Finance Plc) are 'ring-fenced' from the rest of the Tideway group by way of a whole business securitisation. The securitisation has further enhanced the ring-fencing provisions already in our Project Licence. The sole business of Bazalgette Tunnel Limited's immediate holding company, Bazalgette Holdings Limited, is holding the shares of Bazalgette Tunnel Limited and Bazalgette Finance plc. Bazalgette Finance plc has been established to be the issuer of bonds. It on-lends the proceeds of bond issuance to Bazalgette Tunnel Limited, which guarantees the debt raised by Bazalgette Finance plc. The Tideway group's financing structure is similar to that of other regulated UK water companies, and it aims to provide the Tideway group with access to the long-term capital markets. In 2016 Bazalgette Finance plc established its multi-currency bond programme, which is listed on the regulated market of the London Stock Exchange. Loan transactions are entered into directly by Bazalgette Tunnel Limited. Access to both the institutional loan market and the long term bond market increases the resilience of the group and ultimately results in a lower cost of capital, which will benefit customers.

At the point of Licence Award in August 2015, the shareholders committed a total of £1,274 million in equity, split between £509.7m ordinary shares and £764.5m shareholder loans. This has been paid up in full, in line with the equity-first approach to financing. Part of the shareholder loan has been repaid and the outstanding balance at 31 March 2019 was £711m.

Since Licence Award the Tideway group has raised £2.525 billion of long term debt finance. A significant proportion of this has been on a deferred basis, which enables Tideway to de-risk its financing plan and secure the best possible borrowing terms by locking in committed debt funding at current market rates and managing negative carry costs associated with pre-funding.

Bazalgette Tunnel entered into a £700m deferred draw loan with the European Investment Bank in 2016 and a further £100m deferred draw loan with an institutional investor in 2017. It also issued £300m of US private placement loan notes in 2017. In addition, Bazalgette Tunnel Limited has access to a £750m revolving credit facility (which has not been drawn to date).

Bazalgette Finance plc has issued £1,425 million bonds under its listed programme to date, of which £325m in the past year. Of this, £900m bonds have been issued as deferred purchase bonds, with settlement dates between June 2018 and May 2023. These transactions meant that as at 31 March 2019, Tideway has secured total committed debt funding of £3,025m, of which £1,185m has been settled and the funds have been received and £1,840m is still undrawn. Tideway has reached a point of strong financial resilience, where sufficient liquidity has been secured to cover construction costs.

The revised cost estimate announced in April 2019 adds less than £100m to the long term financing needs at current gearing targets, which is well within the available £500m revolving credit facility.

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The bonds issued since November 2017 have been designated as “green bonds” following the publication of the Tideway’s Green Bond Framework. Tideway retained S&P Global Ratings to provide a Green Evaluation for the bond programme and for bond series issued under the programme.

A green evaluation produces a relative green impact score for debt instruments financing environmental beneficial projects and is a second opinion aligned with the Green Bond Principles. This was S&P’s first public green evaluation in the UK and it achieved the highest S&P mitigation score to date and the joint-highest overall score of E1 - 95/100. The Green Bond Framework and the Green Evaluation have been published on our website.

We have since published a Green Bond Report to inform investors of the allocation of proceeds and impact of the project.

As the bonds are listed on the regulated market of the London Stock Exchange, Tideway must comply with the Market Abuse Regulation to the extent that it applies.

An integral part of the Tideway group’s financing strategy is to maintain an investment grade credit rating. All the bonds issued to date have been rated Baa1 and BBB+ by Moody’s and Fitch, respectively. Additionally, Moody’s has assigned Tideway a Baa1 Corporate Family Rating, and the revolving credit facility has been rated BBB+ by Fitch.

Table 4:

Table 4 set out the funds committed by each shareholder (now all paid in full)

Allianz Infrastructure Luxembourg I S.a.r.l.	IPP (Bazalgette) Limited	Bazalgette (Investments) Limited	Dalmore Capital 14 GP Limited	DIF Bid Co Limited	Total
£436,015,416	£207,362,010	£67,965,671	£432,928,818	£129,909,588	£1,274,181,503

HOLDING COMPANY DIRECTORS

The Board of Bazalgette Tunnel Limited comprises six independent non-executive directors (including the independent Chairman) which makes the independent directors the largest single group on the Board.

Each shareholder controlling 10% or more of the ordinary shares of Bazalgette Equity Limited and loan notes of Bazalgette Ventures Limited is entitled to appoint one Director to the Boards of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited. Each shareholder controlling 20% or more of the ordinary shares of Bazalgette Equity Limited and loan notes of Bazalgette Ventures Limited is entitled to appoint a second Director to the Boards of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited.

The directors of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited as at June 2019 are shown in Table 5.

Those directors denoted “*” are also directors of Bazalgette Tunnel Limited. Their interests in Bazalgette Equity Limited, Bazalgette Ventures Limited and

Bazalgette Holdings Limited are fully disclosed at the level of Bazalgette Tunnel Limited. All directors of each of the Tideway group of companies are required to complete and return to the Company Secretary self-declaration of interest forms in order for the Company Secretary to keep a register of interests.

The limited nature of the Shareholder Reserved Matters requiring shareholder approval are set clearly articulated in Table 6 and ensure that the board of the regulated company, Bazalgette Tunnel Limited is the leading company both in terms of accountability and legitimacy. Furthermore, the Shareholders’ Agreement entered into on Licence Award contains legally binding on-going commitments to maintaining an independent board and ensuring Bazalgette Tunnel Limited can make strategic and risk management decisions. The significant independent representation and limited reserved matters help ensure that the Bazalgette Tunnel Limited Board is independent and in control of the regulated business and able to operate in a sustainable way in line with the long-term nature of the sector.

Table 5:

Tideway group companies Boards of Directors

Shareholder	No. of Directors	Directors
Allianz	2	Andrew Cox* and Scott McGregor
Amber	2	Gavin Tait* and Amanda Woods
Dalmore	2	Alistair Ray* and Joseph Philipsz
DIF	1	Angela Roshier*

SHAREHOLDER RESERVED MATTERS

There are a limited number of matters reserved by Bazalgette Tunnel Limited's Board for approval by shareholders. Table 6 below describes the shareholder

reserved discretions (requiring approval of shareholders holding 75% of equity interest). Table 7 describes the shareholder reserved discretions requiring approval of shareholders holding 90% of equity interest.

Table 6:

Shareholder Reserved Matters requiring 75% approval

Shareholder and shareholding	Description
General corporate	General corporate matters relating to the issue of any shares in any Tideway group company.
Incurring of commitments, liabilities etc.	Incurring of commitments, liabilities etc. unless contemplated by the annual Business Plan or Budget.
Acquisitions or disposals	Disposals, acquisitions and capital expenditure over £50 million or not contemplated by the annual Business Plan or Budget.
Accounts, auditor	The change of the company accounting reference date, the removal or appointment of auditor's and any change to the accounting policies except where required as a consequence of a change in IFRS, GAAP or law.
Manner of carrying on business	<p>Entering into or materially changing a material contract to the extent not contemplated by the annual Business Plan or Budget.</p> <p>Substantial alteration in the nature of the business or cessation of the business.</p> <p>Approval of or making amendments to the Project Licence, Business Plan or Budget, which would result in additional expenditure or indebtedness over £50 million.</p> <p>Entering into any guarantee in excess of £50 million.</p> <p>The appointment or removal of an Executive Director to the Board, as recommended by the Nominations Committee.</p> <p>The conduct of litigation and claims involving any Tideway group company where the potential liability may exceed £50 million.</p> <p>Any material submission or application to Ofwat, whether pursuant to the Project Licence or otherwise.</p> <p>Any request that Ofwat refer a matter to the Competition and Markets Authority. The submission of any material tax claim, disclaimer, election or consent.</p> <p>The issuances or withdrawal of notices pursuant to the Government Support Package.</p> <p>The replacement of a Main Works Contractor, System Integrator or Project Manager during the Construction Period.</p> <p>The appointment of a Tideway representative to the Liaison Committee and any voting in relation to material variations to the scope of the project.</p> <p>The approval of or entry into a related party transaction.</p>

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Table 7:
*Shareholder
Reserved Matters
requiring 90%
approval*

Shareholder and shareholding	Description
Partnership, joint venture or other agreement	Entering into any partnership, JV or other profit sharing agreement in excess of the materiality threshold.
Articles and board composition	A change to the articles, acting contrary to the articles and a change to the Board composition requirements in the Shareholders' Agreement.
Share denomination	Any consolidation or re-denomination of any shares.
Share redemptions or buybacks	The redemption or purchase by Bazalgette Equity Limited, Bazalgette Ventures Limited or Bazalgette Holdings Limited of any share or the reduction of its share capital or any uncalled or unpaid liability in respect thereof, capital redemption reserve or share premium account.
Winding-up or liquidation	Any proposal for the winding-up or liquidation of Bazalgette Equity Limited, Bazalgette Ventures Limited or Bazalgette Holdings Limited.
Control of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited	Any arrangement whereby the directors no longer determine the general policy, scope of activity and operation or major decisions of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited.
Paying up of share capital or debentures	The paying up of any share capital or debenture or debenture stock of Bazalgette Equity Limited, Bazalgette Ventures Limited or Bazalgette Holdings Limited by way of capitalisation or application of any profits or reserves.
Schemes or arrangement and demergers	The proposal of any compromise or arrangement within the meaning of section 895 of the Companies Act 2006 or any arrangement pursuant to which Bazalgette Equity Limited, Bazalgette Ventures Limited or Bazalgette Holdings Limited is to make a distribution of the kind described in section 1075 of the Corporation Tax Act 2010.

HOLDING COMPANY GOVERNANCE

The board of Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited are committed to best practice in corporate governance and have demonstrated that commitment through the matters discussed above (i.e. maintaining an independent board at the regulated company level and the limited reserved matters) as well as ensuring that governance related matters are considered at each board meeting. In addition, the holding companies benefit from the governance training provided for the common directors of the regulated entity.

To date, there have been no material issues identified or disclosed by Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited to

Bazalgette Tunnel Limited. The common directorships across the group of companies, regular briefings/ training and regular board meetings provide sufficient opportunity for such issues to be identified and disclosed should they arise in future.

In addition, the Tideway group of companies benefit from responsible and transparent governance arrangements set out in the Shareholders' Agreement entered into on Licence Award.

Bazalgette Equity Limited, Bazalgette Ventures Limited and Bazalgette Holdings Limited will continue to monitor best practice in corporate governance and will describe any material changes to its processes as appropriate in future years.