

UIL Finance Limited

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 30 JUNE 2017

UIL Finance Limited

REPORT AND ACCOUNTS for the year ended 30 June 2017

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UIL Finance Limited

COMPANY DIRECTORY

Registered Office	34 Bermudiana Road Hamilton HM 11 Bermuda
Directors	Peter Burrows, AO (Chairman) Alison Hill Warren McLeland Christopher Samuel David Shillson Eric Stobart
Company Number	39479
Legal Entity Identifier	213800JPJWZ5P3QJX538
Auditor	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL United Kingdom
Date of Formation	17 January 2007
Nature of Business	Closed end investment company
Ordinary Shareholder and Parent Company	UIL Limited

UIL Finance Limited

STRATEGIC REVIEW

The Strategic Review is designed to provide shareholders with an insight into the operations of the Company during the period. In particular, it gives information on:

- the Company's objective and investment policy;
- the regulatory and competitive environment within which the Company operates;
- the Board's strategy for achieving its stated objectives;
- principal risks and risk management; and
- key performance indicators.

Objective

The Company's investment objective is to finance and fund the final capital entitlements of the ZDP shares.

Investment policy

The Company seeks to fund the final capital entitlements of the ZDP shares by lending current asset funds to its parent company, UIL Limited.

Regulatory and competitive environment

The Company is obliged to comply with Bermuda law, the Listing Rules of the Financial Conduct Authority and International Financial Reporting Standards ("IFRS") as adopted by the European Union. The Company is exempt from taxation, except insofar as it is withheld from income received. Under Bermuda law, the Company may not distribute income by way of a dividend unless, after distribution of the dividend, the realisable value of the Company's assets would be greater than the aggregate of its liabilities.

ICM Investment Management Limited ("ICMIM") is the Alternative Investment Fund Manager of UIL Limited and joint investment manager with ICM Limited ("ICM"). ICMIM acted as company secretary during the year ended 30 June 2017 and ICM was appointed to this role in place of ICMIM with effect from 1 July 2017.

Strategy for achieving objectives

The Company's performance in pursuing its objective is based on the ability of its parent company to repay the intra-group loan to the Company. UIL Limited has provided an undertaking to provide sufficient funds to the Company to meet each redemption as it falls due.

Principal risks

The principal underlying risk of the Company continues to relate to its ability to repay the ZDP shares when they fall due. This is dependent on the asset performance of the parent company. At 30 June 2017, the parent company had net assets of £245,984,000 (2016: £218,844,000) after providing for amounts due to ZDP shareholders. Details of the ZDP shares are set out in note 7 to the accounts.

A further risk faced by the Company is that of a regulatory nature. A regulatory or legal breach could lead to financial penalties or a qualified audit report. The Company uses all reasonable efforts to ensure that the Company adheres to the relevant statutory and regulatory requirements.

Key Performance Indicators

The Board assesses the Company's success in pursuing its objectives in the ability to provide for the amounts due to the ZDP shareholders.

This Strategic Review was approved by the Board of Directors on 19 September 2017.

ICM Limited
Company Secretary

UIL Finance Limited

REPORT OF THE DIRECTORS

The Directors present their report and the financial statements of the Company for the year ended 30 June 2017.

Principal activity and status

UIL Finance Limited (the "Company") is a Bermuda exempted, closed ended investment company with company registration number 39479. The Company's issued zero dividend preference ("ZDP") shares are listed on the standard segment of the main market of the London Stock Exchange.

Corporate Governance

Bermuda does not have its own corporate governance code and, as a Bermuda incorporated company, the Company is not required to comply with the UK Corporate Governance Code issued by the Financial Reporting Council (the "Code"). However, it is the Company's policy to comply with best practice on good corporate governance and maintain the same level of governance as UK listed investment companies. The Board has therefore considered the principles set out in the AIC Code of Corporate Governance (the "AIC Code") and the relevant provisions of the Code.

Except as disclosed below, the Company complied throughout the year with the recommendations of the AIC Code and the relevant provisions of the Code. The provisions of the Code regarding the role of chief executive and on Directors' remuneration are not relevant to the Company and are not reported on further.

In view of the requirement of the Bye-Laws that all Directors retire by rotation, the Board considers that it is not appropriate for the Directors to be appointed for specified terms as recommended by the AIC Code. However, in accordance with provision B.7.1 of the Code and principle 3 of the AIC Code, all Directors are subject to election by shareholders at the first annual general meeting following their appointment, and to re-election thereafter at intervals of no more than three years. Any Director serving beyond nine years is required to seek annual re-election. The Board of Directors does not consider it is necessary to appoint a Senior Independent Director.

Results and Dividends

The results for the year are set out in the attached accounts which are prepared on a going concern basis (see note 13).

The Company has not declared a dividend in respect of the year ended 30 June 2017.

Placing of 2020 ZDP Shares

On 14 July 2016 the Company placed 14 million 2020 ZDP Shares at 128p per share with certain institutional and other investors (including 3,225,815 new 2020 ZDP Shares with UIL Limited) raising gross proceeds of £17.9 million.

Redemption of the 2016 ZDP shares

The outstanding 32,546,966 2016 ZDP Shares were redeemed in full on 31 October 2016 at 192.78p per share.

Directors

The following Directors held office throughout the year, unless otherwise stated:

Peter Burrows (Chairman)

Alison Hill

Warren McLeland

Christopher Samuel

David Shillson

Eric Stobart

Directors' Disclosures

At 30 June 2017, no Director had any interest in the Company's shares (2016: none). No Director acquired or disposed of any interest in the shares in the Company during the year or since the year end.

Re-election of Directors

Ms Hill will retire by rotation at the forthcoming AGM and Mr Stobart, having been a Director for over 9 years, also will be seeking re-election at the forthcoming AGM. Mr McLeland and Mr Shillson retire annually and will do so at the forthcoming AGM. All four Directors, being eligible, offer themselves for re-election.

The Board has considered the re-election of all the Directors individually and has reviewed the composition of the Board as a whole and borne in mind the need for a proper balance of skills and experience. Following an appraisal of the performance of each of the Directors, the Board believes that these Directors make a valuable contribution based on their individual skills, knowledge and experience. They have commitment to their roles and the Board believes that their re-election would be in the best interests of the Company.

Each Director has signed a letter of appointment setting out the terms of their engagement as a Director, but does not have a service agreement with the Company.

Board Meetings

The Board meets at least twice a year to consider strategic affairs and to approve the interim report and the annual report and accounts. In view of the nature of the Company's business the Board does not consider it necessary to appoint a separate audit committee or nominations committee.

Directors' Remuneration

No Director received or is entitled to receive any remuneration from the Company.

Statement of Changes in Equity

There were no movements in equity attributable to equity holders and a statement of changes in equity has therefore not been prepared.

Cash Flow

There were no cash flows in the period and therefore a cash flow statement has not been prepared.

Viability statement

In accordance with the provisions of the UK Corporate Governance Code, published by the Financial Reporting Council in September 2014 (the "Code"), the Directors have assessed the prospects of the Company over the next three financial years. The Directors have determined that a three year period is a reasonable time horizon to consider the continuing viability of the Company, given the current regulatory environment, as they do not expect there to be any significant change to the current principal risks and to the mitigating controls in place over this period.

In its assessment of the viability of the Company, the Directors have considered the Company's principal risk and uncertainty, that UIL Limited, its parent company might not be able to repay its loan from the Company.

After review, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the next three financial years.

Share Capital

Full details of the changes to the Company's authorised and issued share capital during the year can be found in note 8 to the accounts.

Ordinary shares of UIL Limited

Ordinary shares of UIL Limited rank behind the ZDP shares on a winding up of the Company and UIL Limited, together referred to as the Group (save for any undistributed revenue reserves of UIL Limited on a winding up).

Auditor

KPMG LLP ("KPMG") was the Company's auditor for the year ended 30 June 2017 and was responsible for the audit of these accounts.

Audit fees relating to the year amounted to £4,000 (2016: £4,000) and were settled by the parent company, UIL Limited.

No fees were paid or payable to KPMG for non-audit work for the year under review (2016: £nil).

By order of the Board

**ICM Limited,
Secretary
19 September 2017**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES
in respect of the Annual Report and Financial Statements**

The Directors are responsible for preparing the Report and Accounts and the Company financial statements in accordance with applicable law and regulations.

The Directors are required under Bermudan law to prepare Company financial statements for each financial year. The Company financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and applicable law.

Under Bermudan company law the financial statements are required to give a true and fair view of the state of affairs of the Company and of their profit or loss for that period. In preparing each of the Company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with IFRS as adopted by the EU;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Bermuda Companies Act (1981). They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

RESPONSIBILITY STATEMENT OF THE DIRECTORS IN RESPECT OF THE ANNUAL FINANCIAL REPORT

We confirm to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the annual report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces.

We consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

Approved by the Board on 19 September 2017 and signed on its behalf by:

Peter Burrows
Chairman

UIL Finance Limited

INCOME STATEMENT

		Year to 30 June 2017 £'000s	Year to 30 June 2016 £'000s
	Note		
Interest income	2	12,697	12,745
Total income		12,697	12,745
Other expenses		-	-
Profit before finance costs and taxation		12,697	12,745
Finance costs	3	(12,697)	(12,745)
Profit before tax		-	-
Taxation		-	-
Profit for the year		-	-
Earnings per share – pence		-	-

The Company does not have any income or expense that is not included in the profit for the year and therefore the profit for the year is also the total comprehensive income for the year, as defined in International Accounting Standard 1 (revised).

All items in the above statement are derived from continuing operations.

UIL Finance Limited

BALANCE SHEET

At 30 June	Note	2017 £'000s	2016 £'000s
Current assets			
Other receivables	6	173,778	206,373
Current liabilities			
Zero dividend preference shares	7	-	(61,327)
Total assets less current liabilities		173,778	145,046
Non-current liabilities			
Zero dividend preference shares	7	(173,778)	(145,046)
Net assets		-	-
Equity attributable to equity holders			
Ordinary share capital	8	-	-

Approved by the Board on 19 September 2017 and signed on its behalf by

Peter Burrows
Chairman

Eric Stobart
Director

NOTES TO THE ACCOUNTS for the year to 30 June 2017

1. Accounting policies

The Company is an investment company incorporated in Bermuda on 17 January 2007. The accounting policies below are unchanged from the previous year.

(a) Basis of accounting

The financial statements of the Company have been prepared on a going concern basis in accordance with International Financial Reporting Standards as adopted by the European Union, which comprise standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards Committee that remain in effect.

A Statement of Changes in Equity has not been presented as there is no movement in the current or prior period.

At the date of authorisation of these Accounts, the following standards and interpretations have not been applied in these Accounts since they were in issue but not yet effective:

International Accounting Standards (IAS/IFRS)	Effective date for accounting periods starting on or after
IFRS 9 Financial Instruments	1 January 2018

The Directors have chosen not to early adopt these standards and interpretations as they do not anticipate that they would have a material impact on the Company's Accounts in the period of initial application.

(b) Zero dividend preference shares

The ZDP shares, due to be redeemed on 31 October 2018, 2020 and 2022, at a redemption value of 160.52 pence per share, 154.90 pence per share and 146.99 pence per share respectively, have been classified as liabilities, as they represent an obligation on behalf of the Company to deliver to their holders a fixed and determinable amount at the redemption date. They are accordingly accounted for at amortised cost, using the effective interest method. Under Bermuda company law ZDP shares are recognised as share capital in the Company.

(c) Cash flow statement

There were no cash flows in the period or in the prior year and therefore a cash flow statement has not been prepared. All transaction movements were through the intra-group loan account.

(d) Foreign currency

The functional and reporting currency is pounds sterling because the Company's ZDP share capital was raised, and will be repaid, in pounds sterling, and has been lent to, and will be repaid, by the parent company, in that currency.

(e) Interest income

Interest on debt is accrued on a time basis using the effective interest method.

(f) Expenses

The Company incurs no expenses other than finance costs. The Directors are not entitled to receive any remuneration and all other expenses relating to the Company are paid in full by the parent company.

(g) Finance costs

Finance costs are accounted for on an effective interest method.

UIL Finance Limited

NOTES TO THE ACCOUNTS (CONTINUED)

(h) Inter company loan

UIL Limited has agreed to place the Company in sufficient funds to enable the Company to pay the capital entitlement of each class of ZDP share on their respective redemption dates. The amount owed in the accounts is based on the entitlements of the ZDP shareholders at the relevant date.

2. Interest income

	2017	2016
	£'000s	£'000s
Loan to parent company - interest receivable	12,697	12,745

3. Finance costs

	2017	2016
	£'000s	£'000s
ZDP shares	12,697	12,745

4. Earnings per share

The calculation of earnings per share is based on a profit after tax for the period of £nil (2016: £nil) and a weighted average number of 10 ordinary shares in issue during the year (2016: 10 ordinary shares in issue during the year).

5. Dividends

There were no dividends paid or declared in respect of the year.

6. Other receivables

	2017	2016
	£'000s	£'000s
Loan to parent company - UIL Limited	173,778	206,373

The loan is repayable on demand.

NOTES TO THE ACCOUNTS (CONTINUED)

7. Zero dividend preference shares

	30 June 2017 £'000s	30 June 2016 £'000s
ZDP shares – current liabilities		
2016 ZDP shares	-	61,327
ZDP shares – non-current liabilities		
2018 ZDP shares	72,622	67,548
2020 ZDP shares	48,704	28,134
2022 ZDP shares	52,452	49,364
	173,778	145,046
Total ZDP shares liabilities	173,778	206,373

Authorised ZDP shares of the Company at 30 June 2017 and 30 June 2016 are as follows:

	Number	£'000s
2016 ZDP shares of 10p each	45,046,966	4,505
2018 ZDP shares of 5.9319p each	70,198,945	4,164
2020 ZDP shares of 6.0514p each	50,000,000	3,026
2022 ZDP shares of 5.3180p each	78,117,685	4,154

ZDP shares issued by the Company are as follows:

30 June 2017	2016		2018		2020		2022		Total
	Number	£'000s	Number	£'000s	Number	£'000s	Number	£'000s	£'000s
Balance at 30 June 2016	32,546,966	61,327	49,842,413	67,548	25,000,000	28,134	50,000,000	49,364	206,373
Issue of ZDP shares	-	-	-	-	14,000,000	17,920	-	-	17,920
Issue costs of ZDP shares	-	-	-	-	-	(345)	-	(123)	(468)
Redemption of 2016 ZDP shares	(32,546,966)	(62,744)	-	-	-	-	-	-	(62,744)
Finance costs	-	1,417	-	5,074	-	2,995	-	3,211	12,697
Balance at 30 June 2017	-	-	49,842,413	72,622	39,000,000	48,704	50,000,000	52,452	173,778

NOTES TO THE ACCOUNTS (CONTINUED)

7. Zero dividend preference shares (continued)

30 June 2016	2016 Number	£'000s	2018 Number	£'000s	2020 Number	£'000s	2022 Number	£'000s	Total £'000s
Balance at 30 June 2015	47,500,000	83,493	49,842,413	62,816	25,000,000	26,132	-	-	172,441
Issue of ZDP shares	-	-	-	-	-	-	50,000,000	50,000	50,000
Issue costs of ZDP shares	-	-	-	-	-	-	-	(696)	(696)
Conversion of 2016 ZDP shares	(14,953,034)	(28,117)	-	-	-	-	-	-	(28,117)
Finance costs	-	5,951	-	4,732	-	2,002	-	60	12,745
Balance at 30 June 2016	32,546,966	61,327	49,842,413	67,548	25,000,000	28,134	50,000,000	49,364	206,373

On 1 July 2016, UIL Finance Limited announced plans to issue up to 14m 2020 ZDP shares pursuant to the Placing Programme at a price of 128p per 2020 ZDP Share. The 14m 2020 ZDP shares were admitted to the Official List and to trading and dealings on the London Stock Exchange on 14 July 2016. A total of 10,774,185 new 2020 ZDP shares were placed with certain institutional investors at a price of 128p per 2020 ZDP share and the remaining 3,225,815 new 2020 ZDP shares were acquired by UIL Limited at a price of 128p per 2020 ZDP share, raising gross proceeds of £17.9m. UIL Limited held the 2020 ZDP shares for investment purposes in accordance with its investment policy. In the year UIL Limited sold all the 3,225,815 ZDP shares in the open market.

UIL Limited held 9,000,788 2022 ZDP shares as at 30 June 2016. In the year UIL Limited sold all the 9,000,788 2022 ZDP shares in the open market.

On 31 October 2016 the remaining 32,546,966 2016 ZDP shares that were in issue, inclusive of 503,008 2016 ZDP shares purchased in the open market in the period by UIL Limited, were redeemed at 192.78p per 2016 ZDP share.

2018 ZDP shares

Based on the initial entitlement of a 2018 ZDP share of 100p on 26 January 2012, a 2018 ZDP share will have a final capital entitlement at the end of its life on 31 October 2018 of 160.52p equating to a 7.25% per annum gross redemption yield. The capital entitlement (excluding issue costs) per 2018 ZDP share at 30 June 2017 was 146.19p (2016: 136.31p).

2020 ZDP shares

Based on the initial entitlement of a 2020 ZDP share of 100p on 31 July 2014, a 2020 ZDP share will have a final capital entitlement at the end of its life on 31 October 2020 of 154.90p equating to a 7.25% per annum gross redemption yield. The capital entitlement (excluding issue costs) per 2020 ZDP share at 30 June 2017 was 122.64p (2016: 114.35p).

2022 ZDP shares

Based on the initial entitlement of a 2022 ZDP share of 100p on 23 June 2016, a 2022 ZDP share will have a final capital entitlement at the end of its life on 31 October 2022 of 146.99p equating to a 6.25% per annum gross redemption yield. The capital entitlement (excluding issue costs) per 2022 ZDP share at 30 June 2017 was 106.37p (2016: 100.12).

NOTES TO THE ACCOUNTS (CONTINUED)

7. Zero dividend preference shares (continued)

The ZDP shares are admitted to the standard segment of the Official List and to trading on the London Stock Exchange and are stated at amortised cost using the effective interest method. The ZDP shares carry no entitlement to income however they have a pre-determined final capital entitlement which ranks behind all other liabilities and creditors of the Company and UIL Limited but in priority to the ordinary shares of the Company and UIL Limited save in respect of certain winding up revenue profits of UIL Limited.

The growth of each ZDP share accrues daily and is reflected in the return and net asset value per ZDP share on an effective interest method. The ZDP shares do not carry any voting rights at general meetings of the Company. However the Company will not be able to carry out certain corporate actions unless it obtains the separate approval of the ZDP shareholders (treated as a single class) at a separate meeting. Separate approval of each class of ZDP shareholders must be obtained in respect of any proposals which would affect their respective rights, including any resolution to wind up the Company. In addition the approval of ZDP shareholders by the passing of a special resolution at separate class meetings of the ZDP shareholders is required in relation to any proposal to modify, alter or abrogate the rights attaching to any class of the ZDP shares and in relation to any proposal by the Company or its parent company which would reduce the Group's cover of the existing 2018 ZDP shares below 1.5 times and the Group's cover of the existing 2020 ZDP shares and 2022 ZDP shares below 1.35 times.

On a liquidation of UIL Limited and/or the Company, to the extent that the relevant classes of ZDP shares have not already been redeemed, the shares shall rank in the following order of priority in relation to the repayment of their accrued capital entitlement as at the date of liquidation:

- (i) the 2018 ZDP shares shall rank in priority to the 2020 ZDP shares and the 2022 ZDP shares; and
- (ii) the 2020 ZDP shares shall rank in priority to the 2022 ZDP shares.

The entitlement of ZDP Shareholders of a particular class shall be determined in proportion to their holdings of ZDP shares of that class.

8. Ordinary share capital

	Number	£
Authorised		
Ordinary shares of 10p each	10	1
Issued and nil paid		
Balance at 30 June 2017 and 30 June 2016	10	-

In addition to receiving any income distributed by way of dividend, the ordinary shareholders will be entitled to all surplus assets after payment of all debts, including ZDP shares.

Net asset value per ordinary share is £nil (30 June 2016: £nil) based on 10 shares in issue.

9. Parent company

UIL Limited, incorporated in Bermuda, is the parent company of the Company, holding 100% of the nil paid ordinary shares.

In the opinion of the Directors, the ultimate holding undertaking is General Provincial Life Pension Fund Limited, which is incorporated in Bermuda, holding 62.1% of the ordinary shares in UIL Limited.

UIL Finance Limited

NOTES TO THE ACCOUNTS (CONTINUED)

10. Related party transactions

UIL Limited, General Provincial Life Pension Fund Limited and the Board of the Company are considered related parties. Amounts owing from related parties are disclosed in the financial statements in note 6, ZDP shares issued to UIL Limited are disclosed in note 7 and interest receivable from related parties is disclosed in note 2.

11. Operating Segments

The Directors are of the opinion that the Company's activities comprise a single business segment of financing the Company's ZDP shares debt by lending current asset funds to its parent company and therefore no segmental reporting is provided.

12. Financial Risk Management

The Board of Directors is responsible for the Company's risk management. The Directors' policies and processes for managing the financial risks are set out in the interest rate exposure and credit risk management sections below.

The accounting policies which govern the reported Balance Sheet carrying values of the underlying financial assets and liabilities, as well as the related income and expenditure, are set out in note 1 to the accounts. The policies are in compliance with International Financial Reporting Standards as adopted by the European Union and best practice, and include the valuation of financial assets at fair value and liabilities at amortised cost.

Interest Rate exposure

The exposure of the financial assets and liabilities to interest risks is shown below:

	Total	Within	More than
	£'000s	one year	one year
30 June 2017	£'000s	£'000s	£'000s
Exposure to fixed rates			
Zero dividend preference shares	(173,778)	-	(173,778)
Intra-group loan	173,778	-	173,778
Net exposures			
At year end	-	173,778	(173,778)
Maximum in year	-	173,778	(173,778)
Minimum in year	-	145,046	(145,046)
	Total	Within	More than
	£'000s	one year	one year
30 June 2016	£'000s	£'000s	£'000s
Exposure to fixed rates			
Zero dividend preference shares	(206,373)	(61,327)	(145,046)
Intra-group loan	206,373	206,373	-
Net exposures			
At year end	-	145,046	(145,046)
Maximum in year	-	176,614	(176,614)
Minimum in year	-	145,046	(145,046)

NOTES TO THE ACCOUNTS (CONTINUED)

12. Financial Risk Management (continued)

Credit Risk exposure

The Company is exposed to potential failure by its parent company to settle the ZDP share liability on behalf of the Company on the respective repayment dates. The Board assesses this risk at each Board meeting.

2018 ZDP shares

Based on their final entitlement of 160.52p per share, the final entitlement of the 2018 ZDP shares were covered 3.65 times by UIL Limited's gross assets on 30 June 2017. Should the gross assets falls by 72.6% over the remaining life of the 2018 ZDP shares, then the 2018 ZDP shares would not receive their final entitlements in full. Should gross assets fall by 89.8%, equivalent to an annual fall of 81.8%, the 2018 ZDP shares would receive no payment at the end of their life.

2020 ZDP shares

Based on their final entitlement of 154.90p per share, the final entitlement of the 2020 ZDP shares were covered 2.48 times by UIL Limited's gross assets on 30 June 2017. Should gross assets fall by 59.7% over the remaining life of the 2020 ZDP shares, then the 2020 ZDP shares would not receive their final entitlements in full. Should gross assets fall by 72.6%, equivalent to an annual fall of 32.2%, the 2020 ZDP shares would receive no payment at the end of their life.

2022 ZDP shares

Based on their final entitlement of 146.99p per share, the final entitlement of the 2022 ZDP shares were covered 1.78 times by UIL Limited's gross assets on 30 June 2017. Should gross assets fall by 43.9% over the remaining life of the 2022 ZDP shares, then the 2022 ZDP shares would not receive their final entitlements in full. Should gross assets fall by 59.7%, equivalent to an annual fall of 15.6%, the 2022 ZDP shares would receive no payment at the end of their life

None of the Company's financial liabilities is past due or impaired.

Fair Values of financial assets and liabilities

The assets and liabilities of the Company are, in the opinion of the Directors, reflected in the Balance Sheet at fair value except for ZDP shares which are carried at amortised cost using effective interest method in accordance with IAS39, or at a reasonable approximation thereof.

The fair values of the ZDP shares based on their quoted market value at 30 June were:

	2017	2016
	£'000s	£'000s
2016 ZDP shares	-	62,165
2018 ZDP shares	77,131	73,393
2020 ZDP shares	54,748	32,500
2022 ZDP shares	59,750	52,250

NOTES TO THE ACCOUNTS (CONTINUED)

12. Financial Risk Management (continued)

Capital risk management

The objective of the Company is to finance and fund the redemption value of the ZDP shares. The Board has a responsibility for ensuring the Company's ability to continue as a going concern and to meet the redemption of the ZDP shares.

13. Going Concern

The Directors believe that it is appropriate to adopt the going concern basis in preparing the accounts as the Company can continue to operate due to the support of the parent company.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UIL FINANCE LIMITED

1 Our opinion is unmodified

We have audited the financial statements of UIL Finance Limited ("the Company") for the year ended 30 June 2017 which comprise the Income Statement, Balance Sheet and the related notes, including the accounting policies in note 1.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 30 June 2017 and of the Company's profit for the year then ended;
- the Company financial statements have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU);

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to the audit committee.

We were appointed as auditor by the shareholders on 29 October 2012. The period of total uninterrupted engagement is the 5 years ended 30 June 2017. We have fulfilled our ethical responsibilities under, and we remain independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

2 Key audit matters: our assessment of risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters, in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

Accuracy of Zero Dividend Preference Shares (£173.778mn [2016: £145.046mn]) and associated finance costs (£12.697mn [2016: £12.745mn])

Refer to pages 13 & 14 of the Financial Statements

The Risk; UIL Finance Limited has been incorporated solely to facilitate the issue of Zero Dividend Preference (ZDP) shares as a means of raising capital for its parent company UIL Limited. In order to do so the ZDP shares are issued in tranches to mature at 2 year intervals at which point they will be required to be repaid. These are accounted for at amortised cost and incorrect application of accounting principles would lead to a misstatement in the liability and in the finance costs.

Our response; our procedures to address the risk included:

- Terms of ZDP Shares; to ensure that the ZDP's have been properly accounted for, KPMG have obtained the share issuance documentation to confirm the issue statistics as follows; initial placing price, initial and final capital entitlement to the holder, gross redemption yield and maximum size of the initial placing.
- Finance Charge; KPMG have performed a recalculation of the finance charge based on the brought forward liability and the issue statistics to form an expectation of the finance charge for the year. This has then been compared to the calculated finance charge of UIL Finance Limited to ensure that the calculation performed by UIL Finance Limited is accurate.

- Calculation of the liability; based on the finance charge calculated as outlined above, KPMG reperformed the amortised cost calculation to establish an expectation of the liability on the balance sheet at year end. The expected amount was then compared to the UIL Finance Limited calculation to ensure UIL Finance Limited have accurately calculated and presented the liability at year-end.

3 Our application of materiality and an overview of the scope of our audit

The materiality for the financial statements as a whole was set at £4.968mn (2016: £4.6mn), determined with reference to a benchmark of Group Total Assets of which it represents 1% (2016: 1%).

We report to the Audit Committee any corrected or uncorrected identified misstatements exceeding £0.25mn (2016: £0.2mn) and, in addition any other identified misstatements that warrant reporting on qualitative grounds are also communicated.

Our audit of the Company was undertaken to the materiality level specified above and was all principally performed at the office of the managers, ICM Management Limited, in Epsom, United Kingdom and at our offices in London, United Kingdom.

4 We have nothing to report on going concern

We are required to report to you if:

- we have anything material to add or draw attention to in relation to the directors' statement in note 13 to the financial statements on the use of the going concern basis of accounting with no material uncertainties that may cast significant doubt over the Company's use of that basis for a period of at least twelve months from the date of approval of the financial statements; or
- the related statement under the Listing Rules set out on page 18 is materially inconsistent with our audit knowledge.

5 We have nothing to report on the other information in the Report & Accounts

The directors are responsible for the other information presented in the Report & Accounts together with the financial statements. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:

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

6 Respective responsibilities

Directors' responsibilities

As explained more fully in their statement set out on page 7, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud, other irregularities, or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud, other irregularities or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. The risk of not detecting a material misstatement resulting from fraud or other irregularities is higher than for one resulting from error, as they may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control and may involve any area of law and regulation not just those directly affecting the financial statements.

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

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

This report is made solely to the Company's members, as a body, in accordance with Section 90(2) of the Companies Act 1981 of Bermuda and, in respect of the separate opinion in relation to the Directors Remuneration Report, on terms that have been agreed. 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 auditors report and, respect of the separate opinion in relation to the Directors Remuneration Report, those matters that we have agreed to state them in our 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.

Jonathan Martin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

19 September 2017