Registration number: 03780306

Omega Leasing Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2021



Contents

Company Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Independent Auditors' Report	4 to 6
Income Statement	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10 to 17

Company Information

Directors

B Janagan M P Dix

Company secretary

R Johnson

Registered office

1 Brewer's Green London SW1H 0RH

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Directors' Report for the Year Ended 31 December 2021

The Directors present their report and the audited financial statements for the year ended 31 December 2021. The comparative results for the prior year refer to the year ended 31 December 2020.

Principal activity

The principal activity of the Company is the leasing of commercial aero engines.

Review of the business

The Company's profit before taxation for the year was \$317,039 (2020 profit: \$366,246) and the Company had net current liabilities of \$347,397 (2020: net current liabilities of \$1,636,944).

Dividends

No interim or final dividend was declared (2020: \$nil).

Directors of the company

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

B Janagan

M P Dix (appointed 29 March 2021)
J E Harvey (resigned 19 March 2021)

Going concern

The Company meets its day to day working capital requirement through its cash reserves and borrowings. The Company therefore continues to adopt the going concern basis in preparing its financial statements. (See note 2 for further details).

Directors' liabilities

A qualifying third party indemnity provision was in place for all of the Directors during the year and up to the date of approval of the financial statements.

Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006 section 414B, and as such, a strategic report is not required.

Approved by the Board on 27 May 2022 and signed on its behalf by:

cuSigned by

B Janagan

Director

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). 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 income statement of the Company for that period.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Independent auditors' report to the members of Omega Leasing Limited

Report on the audit of the financial statements

Opinion

In our opinion, Omega Leasing Limited's financial statements:

- . give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance Sheet as at 31 December 2021; the Income Statement and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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 a period of at least twelve months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the

other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of Irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to fraud, corruption, bribery, global economic sanctions and data protection, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006, We evaluated management's incentives and

opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the current environment giving rise to additional pressures to inflate performance. Audit procedures performed by the engagement team included:

- inquiries with management and the in-house legal counsel around any actual and potential litigation and claims, including
 consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- assessed the susceptibility of the entity's financial statements to material misstatement, including critical judgements and estimates and how fraud might occur;
- identified and tested journal entries, in particular any journal entries posted with unusual combinations or those posted by unexpected users

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- · we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Stuart Macdougall (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

27 May 2022

Income Statement for the Year Ended 31 December 2021

	Note	2021 \$	2020 \$
Revenue	3	395,420	434,679
Gross profit		395,420	434,679
Administrative expenses		(79,143)	(77,090)
Operating profit		316,277	357,589
Profit on ordinary activities before interest		316,277	357,589
Interest receivable and similar income	4	765	8,660
Interest payable and similar expenses	5	(3)	(3)
Profit before tax		317,039	366,246
Taxation	8	(60,000)	(70,000)
Profit for the financial year		257,039	296,246

The above results were derived from continuing operations and represents total comprehensive income for the year.

The Company has no recognised gains or losses for the year other than the results above.

(Registration number: 03780306) Balance Sheet as at 31 December 2021

No	te	2021 \$	2020 \$
Non-current assets			
Other financial assets 9)	8,394,575	9,427,083
		8,394,575	9,427,083
Current assets			
Receivables 10	0	1,032,568	991,654
Cash at bank		2,917,726	1,261,670
		3,950,294	2,253,324
Payables: Amounts falling due within one year	1	(4,297,691)	(3,890,268)
Net current liabilities		(347,397)	(1,636,944)
Total assets less current liabilities		8,047,178	7,790,139
Net assets		8,047,178	7,790,139
Capital and reserves			
Called up share capital	3	100	100
Retained earnings		8,047,078	7,790,039
Total Shareholders' funds		8,047,178	7,790,139

The financial statements were approved and authorised by the Board of Directors on 27 May 2022 and signed on its behalf by:

A Docusigned by

B Janagan

Director

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital	Retained earnings \$	Total \$
At 1 January 2021	100	7,790,039	7,790,139
Profit for the financial year	-	257,039	257,039
Total comprehensive income		257,039	257,039
At 31 December 2021	100	8,047,078	8,047,178
	Share capital	Retained earnings \$	Total \$
At 1 January 2020	Share capital \$ 100		_
At 1 January 2020 Profit for the financial year	\$	earnings \$	\$
·	\$	earnings \$ 7,493,793	7,493,893

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is private company, limited by shares, incorporated and domiciled in England and Wales under the Companies Act.

The address of its registered office is: 1 Brewer's Green London SW1H 0RH England

2 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with UK accounting standards applicable to smaller entities including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and with the Companies Act 2006. The presentation currency of these financial statements is U.S. Dollars (\$).

The preparation of financial statements in conformity to FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements.

These financial statements have been prepared using the historical cost convention.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Company has taken advantage of the disclosure exemption provided under Section 1.12(b) of FRS 102 to not prepare a Statement of Cash Flows. The smallest group in which the results of the Company are consolidated is headed by Alpha Partners Leasing Limited. Copies of its consolidated financial statements can be obtained from 1 Brewer's Green, London, SW1H 0RH.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net current liabilities of \$347,397 as at 31 December 2021 (2020: net current liabilities of \$1,636,944).

The Directors have considered the application of the going concern basis of accounting and believe that, for the foreseeable future, the Company will have adequate resources to meet its liabilities as they fall due. In making this assessment the Directors have considered the cash generation arising from future lease income receivable against the creditors due within one year.

The Directors have received written confirmation from Omega Leasing (No.9) Limited that it will provide financial support to the Company, by not seeking the repayment of amounts advanced to the Company by the Associate unless adequate alternative financing has been secured by the Company, for a period of not less than 12 months from the date of approval of these financial statements.

Revenue Recognition

Net income from operating leases is credited to the income statement on a straight line basis over the term of the lease. Income from finance leases is credited to the income statement in proportion to the funds invested.

Foreign currency transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date at which they occurred. Monetary assets and liabilities denominated in foreign currencies are translated into US Dollars at the rate ruling at the year-end. Exchange differences, including those arising from currency conversions in the usual course of trading, are taken into account in determining profit on ordinary activities before taxation.

Notes to the Financial Statements for the Year Ended 31 December 2021

2 Accounting policies (continued)

Financial instruments

Classification

The Company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Basic financial instruments

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting year, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Tax

Current tax

The tax expense for the year comprises current tax. Tax is recognised in the income statement except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

Deferred tax

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Notes to the Financial Statements for the Year Ended 31 December 2021

2 Accounting policies (continued)

Leases

Where the Company transfers substantially all the risks and rewards of ownership, the arrangement is classified as a finance lease and a receivable is recognised at an amount equal to the net investment in the lease. Recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the reporting year in which the dividends are declared.

3 Revenue

The analysis of the Company's revenue for the year from continuing operations is as follows:

	2021 \$	2020 \$
Finance lease rentals	395,420	434,679

All leasing of equipment is within the United Kingdom.

Notes to the Financial Statements for the Year Ended 31 December 2021

4 Interest receivable and similar income

	2021 \$	2020 \$
Finance income	765	8,660
5 Interest payable and similar expenses		
	2021	2020
	\$	\$
Finance expenses	3	3

6 Staff number and costs

The Company has no employees (2020: none) other than the Directors, who did not receive any remuneration (2020: \$Nil). The Directors were remunerated by related parties and any allocation for their services to this Company would be notional.

The Company is charged a proportion of the costs of employment of those employees with contracts of employment with a related party but whose time is partly dedicated to the business of the Company.

7 Auditors' remuneration

2021	2020
\$	\$
3,910	12,270
1	13,910

The audit fee is borne by a Group company, which is then recharged as part of the management fee.

Notes to the Financial Statements for the Year Ended 31 December 2021

8 Taxation

Tax charged in the income statement

	2021 \$	2020 \$
Current taxation Group relief payable at 19% (2020: 19%)	60,000	70,000
Tax expense in the income statement	60,000	70,000

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK of 19% (2020: higher than the standard rate of corporation tax in the UK of 19%).

The differences are reconciled below:

	2021 \$	2020 \$
Profit before tax	317,039	366,246
Profit before tax multiplied by the standard rate of corporation tax in the UK of 19% (2020: 19%)	60,237	69,587
Other differences	(237)	413
Total tax charge	60,000	70,000

In the UK Budget 2021, it was announced that the main rate of UK corporate tax would increase from 19% to 25% from 1 April 2023. This increase was enacted in June 2021.

Notes to the Financial Statements for the Year Ended 31 December 2021

	2021	2020
Finance lease receivables	\$ 8,394,575	9,427,083
10 Receivables		
	2021 \$	2020 \$
Amounts owed by Group undertakings	60	58
Finance lease receivables	1,032,508	991,596
	1,032,568	991,654
11 Payables: Amounts falling due within one year		
	2021	2020
Trade payables	\$ 315	\$ 313
Accruals and deferred income	88,570	87,625
Amounts owed to related parties	346,476	-
Group relief payable	3,862,330	3,802,330
	4,297,691	3,890,268

Notes to the Financial Statements for the Year Ended 31 December 2021

12 Leases

Finance leases - lessor

The amount of the net investment in a finance lease is determined as shown in the following table:

2021 \$	2020 \$
10,357,712	11,743,616
10,357,712	11,743,616
(930,629)	(1,324,937)
9,427,083	10,418,679
	\$ 10,357,712 10,357,712 (930,629)

The gross investment amount and the present value of payable minimum lease payments are shown in the following table:

•	Gross investment in lease	2021 \$ Present value of minimum lease payments	Gross investment in lease	2020 \$ Present value of minimum lease payments
Maturity				
Not later than one year	1,385,904	1,032,508	1,385,904	991,596
Later than one year and not later than five years	8,971,808	8,394,575	10,357,712	9,427,083
	10,357,712	9,427,083	11,743,616	10,418,679

Contingent rents recognised as income in the year are \$Nil (2020: \$Nil).

13 Share capital

Allotted, called up and fully paid shares

	2021			2020	
	No.	\$	No.	\$	
Ordinary shares of \$1 each	100	100	100	100	

Notes to the Financial Statements for the Year Ended 31 December 2021

14 Related party transactions

Income from related parties

	Other related
2021	parties \$
Sale of services	395,420
Amounts receivable from group undertakings and related parties	60
2020	Other related parties \$
Sale of services	434,679
Amounts receivable from group undertakings and related parties	58
Expenditure with related parties	
2021	Other related parties \$
Rendering of services	78,000
Amounts payable to group undertakings and related parties	4,208,806
	Other related
2020	parties \$
Rendering of services	76,000
Amounts payable to group undertakings and related parties	3,802,330

15 Parent and ultimate parent undertaking

Rolls-Royce Holdings plc, a company registered in England and Wales, and GATX Corporation, a company registered in the United States, are the joint ultimate holding companies. Copies of Rolls-Royce Holdings plc's consolidated financial statements can be obtained from Kings Place, 90 York Way, London N1 9FX and those of GATX Corporation from 233 South Wacker Drive, Chicago, IL60606-7147, Illinois, USA.

Alpha Leasing Limited, a company registered in England and Wales, is the immediate holding company. Alpha Leasing Limited is wholly owned by Alpha Partners Leasing Limited, which heads the smallest group in which the results of the Company are consolidated. Copies of its consolidated financial statements can be obtained from 1 Brewer's Green, London SW1H 0RH.