# Harley-Davidson Financial Services Europe Limited

**Annual Report and Financial Statements** 

31 December 2022

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Registered No: 4392735

#### Director

Jonathan Root

### **Joint Secretaries**

K. Roberts W. Jue

#### **Auditors**

Ernst & Young LLP Bedford House 16 Bedford Street Belfast BT2 7DT

#### **Solicitors**

Eversheds 115 Colmore Row Birmingham B3 3AL

### Registered office

115 Colmore Row Birmingham B3 3AL

# Director's report

Registered No: 4392735

The director presents the numual report and audited financial statements for the year ended 31 December 2022.

### Results and dividends

The profit for the year amounted to £46,807 (2021; £114,334). The director does not recommend the payment of a dividend (2021; £Nil).

## **Future developments**

The Company plans to continue its principal activity of providing international sales & marketing services to group companies. The ongoing activities have no significant risks or uncertainties attached to them.

The director is satisfied that the results are appropriately stated for the Company for the year.

#### Director

The director who served during the year was:

Jonathan Root

#### Disclosure of information to the auditors

So far as the director is aware at the date of approving this report, there is no relevant audit information needed by the auditor in connection with preparing its report, of which the auditor is unaware. The director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

#### Going concern

The Company has a strong statement of financial position with £5.2 million of cash and no external borrowings as of 31 December 2022. After making enquiries, the director has confirmed the commitments of Harley-Davidson Financial Services, Inc. and Harley-Davidson Financial Services Europe Limited (collectively, "the Group") to continue with the current reimbursement agreement in place between the members of the Group and has confirmed that there are no indications of this agreement being terminated. Based on this, the director has reasonable expectation that the Company will continue as a going concern for a period to 15 September 2024, which represents at least one year from the date of this report. Accordingly, these financial statements have been prepared on a going concern basis.

#### Companies Act 2006 provisions relating to small entities

The director's report has been prepared in accordance with the special provisions in section 415A of the Companies Act 2006 relating to small entities. The director has taken advantage of the small companies exemption provided by Section 414B of the Companies Act 2006 not to provide a Strategic Report.

#### **Auditor**

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

#### Impact of Russia-Ukraine Conflict

Due to the nature of the Company's business, the conflict in Russia and Ukraine has not resulted in significant adjustments for the year ended 31 December 2022.

By order of the board

Mr. Jonathan Root

Director

15 September 2023

# Statement of director's responsibilities in respect of the financial statements

The director is responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the company financial statements in accordance with Financial Reporting Standard FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements the director is required to:

- select suitable accounting policies in accordance with Section 10 Accounting Policies,
   Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company financial position and financial performance;
- state whether application UK Accounting Standards including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 company financial statements comply with the Companies Act 2006. He is 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.

Under applicable law and regulations, the director is also responsible for preparing a director's report that complies with that law and those regulations. The director is responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

to the members of Harley-Davidson Financial Services Europe Limited

#### **Opinion**

We have audited the financial statements of Harley-Davidson Financial Services Europe Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 13, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 15 September 2024.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information contained within the annual report.

#### to the members of Harley-Davidson Financial Services Europe Limited

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemptions in preparing the director's report and from the requirement to prepare a strategic report.

#### Responsibilities of the director

As explained more fully in the director's responsibilities statement set out on page 3, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

to the members of Harley-Davidson Financial Services Europe Limited

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management. Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (the Companies Act 2006 and FRS 102 'The financial reporting standard applicable in the UK and Republic of Ireland') and the relevant tax compliance regulations in UK. In addition, we concluded that there are certain significant laws and regulations that may have an indirect effect on the determination of the amounts and disclosures in the financial statements. These are those laws and regulations relating to employee matters, health and safety, environmental and bribery and corruption practices.
- We understood how the company is complying with those frameworks by performing enquiries of
  management and the director. We corroborated our enquiries by performing a review of the
  company's board minutes as well as any relevant correspondence from regulatory bodies. We noted
  no contradictory evidence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the controls that the company established to address risks identified by the entity or that otherwise seek to prevent, deter or detect fraud. We gained an understanding of the entity level controls and policies that the company applies.
- Based on this understanding we designed our audit procedures to identify noncompliance with laws
  and regulations. Our procedures involved testing of journal entries, with a focus on journals indicating
  large or unusual transactions or meeting our defined risk criteria based on our understanding of the
  business, enquiries of management and the director and review of legal correspondence. For journals
  selected we understood the nature and purpose of the journal, traced adjustments back to source
  documentation and tested that the journal had been authorised in line with company policy.
- We also assessed that revenue was a judgemental area of the audit which is more susceptible to fraud. We obtained an understanding of the controls over the process for the recognition of revenue and tested the occurrence of revenue recorded in the financial statements and any manual adjustments to revenue that met specific risk criteria. These procedures included tracing transactions and manual adjustments back to source documentation. We also reviewed the Reimbursement Agreement that the company operates within and reviewed whether revenue was calculated in accordance with this agreement.

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

to the members of Harley-Davidson Financial Services Europe Limited

#### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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Neil Corry (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor

Date: 15 September 2023

# Statements of Comprehensive Income For the years ended 31 December 2022 and 2021

	Notes	2022 £	2021 £
Turnover	3	2,471,688	2,792,534
Staff costs Other external charges Net loss (gain) on foreign currency translation	5	1,877,812 477,153 58,937	2,175,247 484,309 (8,352)
Operating profit	4	57,786	141,330
Profit on ordinary activities before taxation		57,786	141,330
Tax charge on profit on ordinary activities	6	10,979	26,996
Profit for the financial year		46,807	114,334
Other comprehensive income		-	-
Total comprehensive income for the financial year		46,807	114,334

The accompanying notes are an integral part of these financial statements.

There are no recognised income or losses other than the comprehensive income of £46,807 (2021: £114,334) attributable to the shareholders of the Company in the year. All comprehensive income relates to continuing operations.

# Statements of Financial Position at 31 December 2022 and 2021

Registered No: 4392735

	Notes	2022 £	2021 £
Current essets			
Debtors	7	351,979	452,691
Cash at bank		5,248,632	5,295,334
		5,600,611	5,748,025
Current liabilities			
Creditors: amounts falling due within one year	8	1,151,512	1,299,449
Net current assets		4,449,099	4,448,576
Creditors: amounts falling due after one year	9	53,435	99,719
Net assets		4,395,664	4,348,857
Capital and reserves			
Called up share capital	11	1	t
Capital reserve		1,867,519	1,867,519
Profit and loss account		2,528,144	2,481,337
Equity shareholder's funds		4,395,664	4,348,857

The accompanying notes are an integral part of these financial statements

These financial statements were approved by the Director on 15 September 2023:

Mr. Jonathan Root

Director

# Statements of Changes in Equity For the years ended 31 December 2020, 2021, and 2022

Registered No: 4392735

	Called up share capital £	Capital reserve £	Profit and loss account £	Total share- holder's funds £
At 31 December 2020 Comprehensive income for the year	1	1,867,519	2,367,003 114,334	4,234,523 114,334
At 31 December 2021 Comprehensive income for the year	1	1,867,519	2,481,337 46,807	4,348,857 46,807
At 31 December 2022	1	1,867,519	2,528,144	4,395,664

The accompanying notes are an integral part of these financial statements.

The Capital reserve represents capital contributions received in previous years from Harley-Davidson Financial Services International, Inc., and are available for distributions. The profit and loss account holds the profits and losses of the Company, after the deduction of any dividends paid.

at 31 December 2022

### 1. Authorisation of financial statements and statement of compliance with FRS 102

The financial statements of Harley-Davidson Financial Services Europe Limited (the "Company") for the year ended 31 December 2022 were authorised for issue by the board of directors on 15 September 2023 and the statement of financial position was signed on the board's behalf by Jonathan Root. The Company is incorporated and domiciled in England, in the UK.

The financial statements have been prepared in compliance with United Kingdom Accounting Standards including Financial Reporting Standard 102 (FRS 102) "The Financial Reporting Standard applicable in the UK" and Companies Act 2006.

The results of Harley-Davidson Financial Services Europe Limited are included in the consolidated financial statements of Harley-Davidson, Inc., which are available from 3700 W. Juneau Avenue, Milwaukee, WI 53208.

The principal accounting policies adopted by the Company are set out in Note 2.

#### 2. Accounting policies

#### Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements are prepared in British Pounds, which is the functional currency of the Company.

#### Going concern

The Company has a strong statement of financial position with £5.2 million of cash and no external borrowings as of 31 December 2022. After making enquiries, the director has confirmed the commitment of the Group to continue with the current reimbursement agreement in place between the members of the Group and has confirmed that there are no indications of this agreement being terminated. Based on this, the director has reasonable expectation that the Company will continue as a going concern for a period to 15 September 2024, which represents at least one year from the date of this report. Accordingly, these financial statements have been prepared on a going concern basis.

#### Turnover

Turnover relates to the provision of international sales and marketing services to group companies. Revenue is recognized at the time of completion of the services rendered.

#### Financial Instruments

Under the small companies' regime of the Companies Act 2006, the Company is electing to take advantage of the exemption from the requirements of FRS 102 section 11 paragraphs 11.40 to 11.48A and section 12 paragraphs 12.26 to 12.29.

#### Cash flow statement

Under FRS 102 section 7.1B Harley-Davidson Financial Services Europe Limited is not required to prepare a cash flow statement.

#### Related parties transactions

The Company has elected to utilize the exemption available under section 33.1A of FRS 102 and accordingly has not disclosed transactions with Harley-Davidson, Inc. and fellow wholly-owned subsidiaries. There are no other related party transactions.

at 31 December 2022

#### 2. Accounting policies (cont.)

#### Deferred taxation

The tax expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, 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 income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statement and on unused tax losses or tax credits in the Company. Deferred income tax is measured on an undiscounted basis at the tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of the deferred tax assets are reviewed at each reporting date and a valuation allowance is set up, when appropriate, 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.

#### Management compensation

Under the small companies' regime of the Companies Act 2006, the Company is exempt from disclosures related to management compensation.

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the Statement of Financial Position date. All differences are recognised in the Statement of Comprehensive Income.

#### Cash-settled share based payments

The cost of cash-settled transactions is measured at fair value using an appropriate pricing model. Fair value is established initially at the grant date and at each statement of financial position date thereafter until the awards are settled. During the vesting period, a liability is recognised representing the product of the fair value of the award and the portion of the vesting period expired as at the statement of financial position date. From the end of the vesting period until settlement, the liability represents the full fair value of the award as at the statement of financial position date. Changes in the carrying amount for the liability are recognised in profit or loss for the period.

#### Pensions

The Company provides pension benefits for its employees through a defined contribution pension scheme operated by Harley-Davidson Europe Limited. The assets of the scheme are held separately from those of Harley-Davidson Europe Limited in an independently-administered fund.

#### Judgements and key sources of estimation uncertainty

The preparation of the financial statements may require management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of Financial Position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Management is not aware of any significant judgements, estimates, or assumptions that could have a material effect on the presented financial statements.

at 31 December 2022

#### 3. Turnover

Turnover relates to the provision of international sales and marketing services to group companies.

#### 4. Operating profit

	Operating profit is stated after charging/(crediting):		
		2022	2021
		£	£
	Auditor's remuneration - audit services	24,372	20,092
	- non-audit services (taxation)	3,000	6,473
		27,372	26,565
		<del></del>	
	Net loss (gain) on foreign currency translation	58,937	(8,352)
5.	Staff costs		
U.		2022	2021
		£	£
	Wages and salaries	1,412,497	1,629,686
	Social security costs	267,946	376,958
	Staff pension contributions	83,770	48,780
	Share-based payments	113,599	119,823
		1,877,812	2,175,247
	•	· · · · · · · · · · · · · · · · · · ·	
	The monthly grown as when of ampleyage during the year was as follows:		
	The monthly average number of employees during the year was as follows:	2022	2021
		No.	No.
		18	18

Harley-Davidson Financial Services, Inc. paid the director's remuneration and has not recharged any amount to the Company as the services provided to the Company do not occupy a significant amount of his time in 2022 (2021: £Nil).

at 31 December 2022

#### 6. Tax

#### Tax charge on profit on ordinary activities

2022	2021
£	£
10,421	34,556
558	(7,703)
	143
10,979	26,996
	£ 10,421 558

Factors affecting current tax charge:

The tax assessed on the profit on ordinary activities for 2022 is the same as (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are reconciled below:

	2022 £	2021 £
Profit on ordinary activities before taxation	57,786	141,330
Tax on ordinary activities at the standard rate of tax Prior period adjustment	10,979	26,853 143
Total tax charge	10,979	26,996

#### Deferred tax

The deferred taxation asset recognised in the accounts is as follows:

	Recognised		Unrecogniz	ed
	2022	2021	2022	2021
	£	£	£	£
Unrelieved tax losses carried forward	208	208	_	_
Other timing differences	_	558		_
Total deferred tax asset	208	766		_

# Notes to the financial statements at 31 December 2022

#### 6. Tax (continued)

The rate of corporation tax will remain at 19% until 31 March 2023. In accordance with the Finance Act 2021, the rate will increase to 25% for companies with profits greater than £250,000. A small profits rate of 19% will apply for companies with profits of £50,000 or less, and a graduated rate will apply for companies with profits between £50,000 and £250,000.

#### 7. Debtors

	2022 £	2021 £
Amounts owed by group undertakings Deferred tax asset	351,771 208	451,925 766
	351,979	452,691

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

The movement in the deferred tax asset in the year is as follows:

	£
At 31 December 2021	766
Deferred tax released to profit and loss account	558
At 31 December 2022	208

#### 8. Creditors: amounts falling due within one year

,	2022 £	2021 £
Accruals	760,976	796,328
Cash-settled share-based payments	140,242	77,307
Amounts owed to group undertakings	246,897	409,003
Corporation tax	3,397	16,811
	1,151,512	1,299,449

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

#### 9. Creditors: amounts falling due after one year

organis and analysis of the participation of the pa	2022 £	2021 £
Cash-settled share-based payments	53,435	99,719

# Notes to the financial statements at 31 December 2022

#### 10. Cash-settled share-based payments

The details reported below under IFRS 2 relate to restricted stock units (RSUs) granted by the parent company, Harley-Davidson, Inc., to officers and other employees of this Company for services rendered to this Company.

#### Restricted stock units

The Company has a stock compensation plan under which it may grant equity awards including RSUs.

RSUs issued under the plan vest over three years and are settled in cash upon vesting. The cash payment at settlement for each RSU is equal to the market price of one share of Harley-Davidson, Inc. common stock. The Company maintains a liability for all unvested RSUs and dividend equivalents are paid on all unvested RSUs

The following table includes award activity during 2022:

	RSUs No.
Beginning	9,293
Granted	2,564
Cancelled/Transferred	(431)
Vested and exercised	(3,950)
Outstanding	7,476
Period-end weighted-average fair value of awards granted during the period	\$41.26

The initial fair value of RSUs is equivalent to the market price of Harley-Davidson, Inc. common stock on the grant date.

#### 11. Called up share capital

Allotted, called up and fully paid

		2022		2021
	No.	£	No.	£
Ordinary shares of £1 each	1	1	1	1

# Notes to the financial statements at 31 December 2022

#### 12. Pension commitments

The Company provides pension benefits for its employees through a defined contribution pension scheme operated by Harley-Davidson Europe Limited. The assets of the scheme are held separately from those of Harley-Davidson Europe Limited in an independently-administered fund. Contributions charged to the Statement of Comprehensive Income are shown under Note 5 - Staff Costs. There were no prepaid or unpaid contributions to Harley-Davidson Financial Services Europe Limited at the Statement of Financial Position date.

#### 13. Ultimate parent company

The ultimate parent company is Harley-Davidson, Inc., incorporated in the state of Wisconsin, USA, which heads up the largest group in which the results of the Company are consolidated. The consolidated accounts of this Company are available to the public and may be obtained from 3700 W. Juneau Avenue, Milwaukee, WI 53208. The smallest group in which the results of the Company are consolidated is Harley-Davidson Financial Services, Inc., a wholly-owned financial services subsidiary of Harley-Davidson, Inc.