

# **Seaspirit Leasing Limited**

## **Annual report and financial statements for the year ended 31 December 2020**

### **Registered office**

25 Gresham Street  
London  
EC2V 7HN

### **Registered number**

04449174

### **Current directors**

C G Dowsett  
L F C Dorey  
G A Fox

### **Company Secretary**

A E Mulholland



Member of Lloyds Banking Group

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## **Directors' report**

For the year ended 31 December 2020

The Directors present their Annual report and audited financial statements of SeaSpirit Leasing Limited (the "Company") for the year ended 31 December 2020.

The Company qualifies as a small company in accordance with sections 381-382 of the Companies Act 2006 (the "Act"). The Directors' report has therefore been prepared taking into consideration the provisions of Part 15 of the Act.

### **General information**

The Company is a private company limited by shares, incorporated and domiciled in England and Wales, United Kingdom (registered number: 04449174).

### **Review of Business**

The principal activity of the Company was the management of financial assets and liabilities, this is likely to continue for the foreseeable future.

The results of the Company show a profit before taxation of £10,000 (2019: £46,000) for the year as set out in the Statement of comprehensive income on page 4.

The Company has shareholders' equity of £3,749,000 (2019: £3,739,000).

The Company is funded entirely by other companies within Lloyds Banking Group ("the Group").

### **Key performance indicators ("KPIs")**

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

### **Principal risks and uncertainties**

From the perspective of the Company, the principal risks and uncertainties are managed within the framework established for the Group and are not managed separately for the Company. Further details of the Company's and Group's risk management policy are contained in note 13 to the financial statements.

The global pandemic from the outbreak of COVID-19 is causing widespread disruption to financial markets and normal patterns of business activity across the world, including in the UK. Measures taken to contain the health impacts of the COVID-19 pandemic are resulting in adverse impacts on economic activity across the world, and the duration for which such measures will remain in place is uncertain. The impact on the economy is currently highly uncertain in both its depth and length, and may go beyond current forecasts of scale of loss of output and recession in the UK and globally.

However, the economic impact of the COVID-19 pandemic is not expected to have a material impact on the going concern of the Company.

### **Future outlook**

The Company is part of the wider Lloyds Banking Group, and, at that level, following the UK's vote to leave the European Union ("EU") and the UK's subsequent exit from the EU on the 31 December 2020, consideration of many of the potential implications has been undertaken. Work continues to assess the impact of the EU exit at the level of the Lloyds Banking Group, as well as for the Company, upon customers, colleagues and products. This assessment includes all legal, regulatory, tax, finance and capital implications.

### **Employees**

The Company has no direct employees (2019: nil). All staff are employed by other group undertakings and no staff costs are recharged to the Company.

### **Dividends**

No dividends were paid or proposed during the year ended 31 December 2020 (2019: £nil).

## **Directors' report (continued)**

For the year ended 31 December 2020

### **Directors**

The current directors of the Company are shown on the front cover.

There have been no changes to directors between the beginning of the reporting year and the approval of the Annual report and financial statements.

No director had any interest in any material contract or arrangement with the Company during or at the end of the year.

### **Directors' indemnities**

Lloyds Banking Group plc ("LBG") has granted to the Directors of the Company a deed of indemnity which constitutes 'qualifying third party indemnity provisions' for the purposes of the Companies Act 2006. The deed was in force during the whole of the financial year and at the date of approval of the financial statements or from the date of appointment in respect of the Director who joined the board of the Company during the financial year. Directors no longer in office but who served on the Board of the Company at any time in the financial year had the benefit of this deed of indemnity during that period of service. The Deed for existing Directors is available for inspection at the registered office of Lloyds Banking Group plc. In addition, the Group has in place appropriate Directors and Officers Liability Insurance cover which was in place throughout the financial year.

### **Going Concern**

The Company has a net asset position at the year end. The directors have considered this, along with the expected activities of the company for the foreseeable future, and have reached the conclusion that the company will be able to meet its future obligations as they fall due and the financial statements have been prepared on a going concern basis.

The directors are also satisfied that it is the intention of LBG that its subsidiaries, including the Company, will continue to have access to adequate liquidity and capital resources for the foreseeable future.

### **Statement of directors' responsibilities**

The Directors are responsible for preparing the Annual report and 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 International Financial Reporting Standards ("IFRSs") in conformity with the requirements of the Companies Act 2006. 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 profit or loss 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 IFRSs in conformity with the requirements of the Companies Act 2006 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 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. They 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.

## **Directors' report (continued)**

For the year ended 31 December 2020

### **Statement of disclosure of information to auditors**

In accordance with Section 418 of the Companies Act 2006, in the case of each director in office at the date the Directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the 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.

### **Independent auditors**

Pursuant to section 487(2) of the Companies Act 2006, the auditors of the Company are deemed re-appointed for each financial year unless the Directors of the Company resolve to terminate their appointment. Following the completion of a tender process, Deloitte LLP are to be appointed as auditors of the Company for accounting periods ending on or after 31 December 2021.

Approved by the board of directors and signed on its behalf by:



**C G Dowsett**  
Director  
27 May 2021

## Statement of comprehensive income

For the year ended 31 December 2020

	Note	2020 £'000	2019 £'000
Finance income	4	10	79
Finance costs	5	-	(8)
		10	71
Other operating expenses	6	-	(25)
<b>Profit before tax</b>	7	10	46
Taxation	8	-	(10)
<b>Profit after tax and total comprehensive income</b>		10	36

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

## Balance sheet

As at 31 December 2020

	Note	2020 £'000	2019 £'000
<b>ASSETS</b>			
Amounts due from group undertakings	9	18,409	18,355
<b>Total assets</b>		<b>18,409</b>	<b>18,355</b>
<b>LIABILITIES</b>			
Amounts due to group undertakings	10	14,660	14,616
<b>Total liabilities</b>		<b>14,660</b>	<b>14,616</b>
<b>EQUITY</b>			
Share capital	11	-	-
Retained earnings		3,749	3,739
<b>Total equity</b>		<b>3,749</b>	<b>3,739</b>
<b>Total equity and liabilities</b>		<b>18,409</b>	<b>18,355</b>

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

The financial statements were approved by the Board of directors and were signed on its behalf by:



**C G Dowsett**  
Director  
27 May 2021

## Statement of changes in equity

For the year ended 31 December 2020

	Share capital	Retained earnings	Total equity
	£'000	£'000	£'000
Balance at 1 January 2019	-	3,703	3,703
Comprehensive income Profit for the year	-	36	36
Total comprehensive income	-	36	36
At 31 December 2019	-	3,739	3,739
Comprehensive income Profit for the year	-	10	10
Total comprehensive income	-	10	10
At 31 December 2020	-	3,749	3,749

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

## Cash flow statement

For the year ended 31 December 2020

	2020 £'000	2019 £'000
Profit before tax	10	46
<b>Operating cash flows before movements in working capital</b>	<b>10</b>	<b>46</b>
Decrease in trade and other receivables	1	33
Increase/(Decrease) in trade and other payables	44	(5)
<b>Cash generated from operations</b>	<b>55</b>	<b>74</b>
Tax paid	(9)	(8,601)
<b>Net cash generated from/(used in) operating activities</b>	<b>46</b>	<b>(8,527)</b>
<b>Cash flows generated from financing activities</b>		
Decrease in bank deposits	3,220	-
Increase in bank borrowings	-	8,528
<b>Net cash generated from financing activities</b>	<b>3,220</b>	<b>8,528</b>
<b>Change in cash and cash equivalents</b>	<b>3,266</b>	<b>1</b>
Cash and cash equivalents at beginning of year	94	93
<b>Cash and cash equivalents at end of year</b>	<b>3,360</b>	<b>94</b>
<b>Cash and cash equivalents comprise</b>		
Cash at bank	9	3,360
<b>Total cash and cash equivalents</b>	<b>3,360</b>	<b>94</b>

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



## Notes to the financial statements

For the year ended 31 December 2020

### 1. Basis of preparation

These financial statements have been prepared in accordance with applicable IFRSs in conformity with the requirements of the Companies Act 2006. IFRSs comprise accounting standards prefixed IFRS issued by the International Accounting Standards Board ("IASB") and those prefixed IAS issued by the IASB's predecessor body, as well as interpretations issued by the IFRS Interpretations Committee ("IFRS IC") and its predecessor body.

The financial information has been prepared under the historical cost convention. As stated below, the directors consider that it is appropriate to adopt the going concern basis in preparing the financial statements.

In the preparation of these financial statements the Balance sheet has been arranged in order of liquidity.

No new IFRS pronouncements have been adopted in these financial statements.

Details of those pronouncements which will be relevant to the Company but which were not effective at 31 December 2020 and which have not been applied in preparing these financial statements are given in note 14. No standards have been early adopted.

The Company has a net asset position at the year end. The directors have considered this, along with the expected activities of the company for the foreseeable future, and have reached the conclusion that the company will be able to meet its future obligations as they fall due and the financial statements have been prepared on a going concern basis.

The directors are also satisfied that it is the intention of LBG that its subsidiaries, including the Company, will continue to have access to adequate liquidity and capital resources for the foreseeable future.

### 2. Accounting policies

The Company's accounting policies are set out below. These accounting policies have been applied consistently.

#### 2.1 Income recognition

##### Income and expense from financial instruments

Interest income and expense are recognised in the Income statement for all interest bearing financial instruments using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense to a period of account. The effective interest rate is the rate that discounts the estimated future cash payments or receipts over the expected life of the instrument to the net carrying amount of the financial asset or financial liability.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised on the net lending balance using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

##### Finance costs

Interest expense for all interest bearing financial instruments is recognised in the Income statement as it accrues, within finance costs.

#### 2.2 Financial assets and liabilities

Financial assets comprise Amounts due from group undertakings and Trade and other receivables. Financial liabilities comprise Amounts due to group undertakings and Trade and other payables.

On initial recognition, financial assets are measured at fair value. These are subsequently classified as measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss, depending on the Company's business model for managing the financial assets and whether the cash flows represent solely payments of principal and interest. The Company assesses its business models at a portfolio level based on its objectives for the relevant portfolio, how the performance of the portfolio is managed and reported, and the frequency of asset sales. The Company reclassifies financial assets when and only when its business model for managing those assets changes.

A reclassification will only take place when the change is significant to the Company's operations and will occur at a portfolio level and not for individual instruments; reclassifications are expected to be rare.

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.2 Financial assets and liabilities (continued)

Financial assets are derecognised when the contractual right to receive cash flows from those assets has expired or when the Company has transferred its contractual right to receive the cash flows from the assets and either: substantially all of the risks and rewards of ownership have been transferred; or the Company has neither retained nor transferred substantially all of the risks and rewards, but has transferred control.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

#### 2.3

##### Impairment of financial assets

The impairment charge in the income statement includes the change in expected credit losses. Expected credit losses are recognised for financial assets. Expected credit losses are calculated as an unbiased and probability-weighted estimate using an appropriate probability of default, adjusted to take into account a range of possible future economic scenarios, and applying this to the estimated exposure of the Company at the point of default after taking into account the value of any collateral held, repayments, or other mitigants of loss and including the impact of discounting using the effective interest rate.

At initial recognition, allowance is made for expected credit losses resulting from default events that are possible within the next 12 months ('12-month expected credit losses'). In the event of a significant increase in credit risk since origination, allowance is made for expected credit losses resulting from all possible default events over the expected life of the financial instrument (lifetime expected credit losses). Financial assets where 12-month expected credit losses are recognised are considered to be Stage 1; financial assets which are considered to have experienced a significant increase in credit risk since initial recognition are in Stage 2; and financial assets which have defaulted or are otherwise considered to be credit impaired are allocated to Stage 3.

An assessment of whether credit risk has increased significantly since initial recognition considers the change in the risk of default occurring over the remaining expected life of the financial instrument. In determining whether there has been a significant increase in credit risk, the Company uses quantitative tests based on relative and absolute probability of default (PD) movements linked to internal credit ratings together with qualitative indicators such as watchlists and other indicators of historical delinquency, credit weakness or financial difficulty. However, unless identified at an earlier stage, the credit risk of financial assets is deemed to have increased significantly when more than 30 days past due. Where the credit risk subsequently improves such that it no longer represents a significant increase in credit risk since initial recognition, the asset is transferred back to Stage 1.

Assets are transferred to Stage 3 when they have defaulted or are otherwise considered to be credit impaired. Default is considered to have occurred when there is evidence that the customer is experiencing financial difficulty which is likely to affect significantly the ability to repay the amount due. IFRS 9 contains a rebuttable presumption that default occurs no later than when a payment is 90 days past due. The Company uses this 90 day backstop for all its products.

The Company has not adopted the simplified expected credit loss model for its financial assets, as allowed by IFRS 9, paragraph 5.5.15. Instead, the general expected credit loss model has been applied to financial assets.

#### 2.4

##### Cash and cash equivalents

For the purposes of the Cash flow statement, cash and cash equivalents comprise cash and amounts due from banks with original maturities of less than three months.

#### 2.5

##### Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in pounds sterling, which is the Company's functional and presentation currency.

#### 2.6

##### Taxation

Tax expense comprises current tax. Current tax is charged or credited in the Statement of comprehensive income except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the Statement of comprehensive income (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the Balance sheet date.

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 2. Accounting policies (continued)

#### 2.6 Taxation (continued)

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by Her Majesty's Revenue and Customs (HMRC) or another tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each Balance sheet date, and the provisions are re-measured as required to reflect current information.

#### 2.7 Share capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax. Dividends on ordinary shares are recognised as a reduction in equity in the period in which they are paid.

### 3. Critical accounting estimates and judgements

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions in applying the accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the course of preparing these financial statements, no critical judgements nor have any critical accounting estimates been made in the process of applying the company's accounting policies.

### 4. Finance income

	2020 £'000	2019 £'000
Interest receivable on bank deposits from other group companies	10	79
	10	79

### 5. Finance costs

	2020 £'000	2019 £'000
Interest payable on bank loans to other group companies	-	11
Interest payable	-	(3)
		8

### 6. Other operating expenses

	2020 £'000	2019 £'000
Professional fees and other related expenses	-	25
	-	25

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 7. Profit before tax

Fees payable to the Company's auditors for the audit of the financial statements of £6,000 (2019: £6,000) have been borne by the ultimate parent Company and are not recharged to the Company.

The Company has no employees (2019: nil).

The Directors, who are considered to be key management, received no remuneration in respect of their services to the Company. The emoluments of the Directors are paid by a fellow Group undertaking on behalf of the ultimate parent, Lloyds Banking Group plc, which makes no recharge to the Company. The Directors are also directors of a number of other subsidiaries of the Group and are also substantially engaged in managing their respective business areas within the Group. Given this, it is not possible to make an accurate apportionment of Directors' emoluments in respect of their services to each of the subsidiaries. Accordingly, these financial statements include no emoluments in respect of the Directors.

### 8. Taxation

	2020 £'000	2019 £'000
<b>a) Analysis of charge for the year</b>		
UK corporation tax:		
- Current tax payable on taxable profit for the year	(2)	(10)
- Adjustments in respect of prior years	2	-
Current tax charge	-	(10)
Tax charge	-	(10)

Corporation tax is calculated at a rate of 19.00% (2019:19.00%) of the taxable profit for the year.

#### b) Factors affecting the tax charge for the year

A reconciliation of the charge that would result from applying the standard UK corporation tax rate to the profit before tax to the actual tax charge for the year is given below:

	2020 £'000	2019 £'000
Profit before tax	10	46
Tax charge thereon at UK corporation tax rate of 19.00% (2019:19.00%)	(2)	(9)
Factors affecting charge:		
- Disallowed items	-	(1)
- Adjustments in respect of prior years	2	-
Tax charge on profit on ordinary activities	-	(10)
Effective rate	0.00%	21.73%

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 9. Amounts due from group undertakings

	2020 £'000	2019 £'000
Cash at bank	3,360	94
Bank deposits	-	3,220
Interest receivable	-	1
Taxation receivable	15,049	15,040
	<b>18,409</b>	<b>18,355</b>

Cash at bank of £3,360,000 (2019: £94,000) is unsecured, non interest bearing and repayable on demand. For further details, please refer to note 12.

Bank deposits of £nil (2019: £3,220,000) are unsecured, interest bearing and payable on maturity. For further details, please refer to note 12.

All other balances within amounts due from group undertakings of £15,049,000 (2019: £15,040,000) are unsecured, non interest bearing and payable on demand. For further details, please refer to note 12.

### 10. Amounts due to group undertakings

	2020 £'000	2019 £'000
Interest payable	14,616	14,616
Amounts due to fellow group undertakings	44	-
	<b>14,660</b>	<b>14,616</b>

All balances within amounts due to group undertakings of £14,660,000 (2019: £14,616,000) are unsecured, non interest bearing and payable on demand. For further details, please refer to note 12.

### 11. Share capital

	2020 £'000	2019 £'000
<b>Allotted, issued and fully paid</b>		
1 (2019: 1) ordinary shares of £1 each	-	-

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, provide an adequate return to its shareholder through pricing products and services commensurately with the level of risk and, indirectly, to support the Group's regulatory capital requirements.

The Company's parent manages the Company's capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company's parent may adjust the amount of dividends to be paid to the shareholder, return capital to the shareholder, issue new shares, or enter into debt financing.

The Company's capital comprises all components of equity, movements in which appear in the Statement of changes in equity.

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 12. Related party transactions

The Company's immediate parent company is Bank of Scotland Structured Asset Finance Limited. The company regarded by the directors as the ultimate parent company and ultimate controlling party is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member. Bank of Scotland plc is the parent company of the smallest such group of undertakings. Copies of the group financial statements may be downloaded via [www.lloydsbankinggroup.com](http://www.lloydsbankinggroup.com).

The Company's related parties include other companies in the Group and the Company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, which is determined to be the Company's directors, who are listed on the cover of these financial statements.

A summary of the outstanding balances at the year end and the related income and expense for the year are set out below.

				2020 £'000	2019 £'000
<b>Amounts due from group undertakings</b>					
<b>Nature of transaction</b>	<b>Related party</b>	<b>Repayment</b>	<b>Interest</b>		
Cash at bank	Bank of Scotland plc	No fixed date	N/A	3,360	94
Bank deposits	Bank of Scotland plc	No fixed date	N/A	-	3,220
Interest receivable	Bank of Scotland plc	No fixed date	N/A	-	1
Taxation receivable	Bank of Scotland plc	No fixed date	N/A	15,049	15,040
<b>Total amounts due from group undertakings (note 9)</b>				<b>18,409</b>	<b>18,355</b>

				2020 £'000	2019 £'000
<b>Amounts due to group undertakings</b>					
<b>Nature of transaction</b>	<b>Related party</b>	<b>Repayment</b>	<b>Interest</b>		
Interest payable	Bank of Scotland plc	No fixed date	N/A	14,616	14,616
Amounts due to fellow group undertakings	Bank of Scotland Structured Asset Finance Limited	No fixed date	N/A	44	-
<b>Total amounts due to group undertakings (note 10)</b>				<b>14,660</b>	<b>14,616</b>

		2020 £'000	2019 £'000
<b>Finance income</b>	<b>Related party</b>		
Interest receivable	Bank of Scotland plc	10	79

There were no doubtful debts or bad debt expenses relating to the above balances incurred during the year.

Bank borrowings are interest bearing, during the year no interest (2019: between 0.67% and 0.93%) was charged.

The Company earned interest on bank deposits on which interest rates of between 0.56% and 0.62% (2019: 0.57% and 0.82%) were received.

The Company paid taxation of £9,000 (2019: £8,601,000) during the year to a fellow subsidiary undertaking.

The registered offices of related parties are noted below:

Related party	Related party relationship	Registered address
Bank of Scotland plc	Intermediate parent company	25 Gresham Street, London EC2V 7HN
Bank of Scotland Structured Asset Finance Limited	Immediate parent company	25 Gresham Street, London EC2V 7HN

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 13. Financial risk management

The Company's operations expose it to credit risk, liquidity risk, market risk, interest rate risk and foreign exchange risk. Responsibility for the control of overall risk lies with the Board of directors, operating within a management framework established by Lloyds Banking Group, and the ultimate parent, Lloyds Banking Group plc.

#### 13.1 Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due.

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The credit risk associated with finance leases is managed through the application of strict underwriting criteria, determined by the Group's credit committee and credit functions. Significant credit exposures are measured and reported on a regular basis. Impairment provisions are provided for losses expected to be incurred at the Balance sheet date, using the basis of assessment discussed in note 2.3.

##### Credit risk mitigation

- Credit principles and policy: Group Risk sets out the group credit principles and policy according to which credit risk is managed, which in turn is the basis for divisional and business unit credit policy. Principles and policy are reviewed regularly and any changes are subject to a review and approval process. Business unit policy includes lending guidelines, which define the responsibilities of lending officers and provide a disciplined and focused benchmark for credit decisions.
- Concentration risk: Credit risk management includes portfolio controls on certain industries, sectors and product lines that reflect risk appetite and which operate at a divisional level. Credit policy is aligned to risk appetite and restricts exposure to certain high risk and more vulnerable sectors. At a divisional level, exposures are monitored to prevent excessive concentration of risk. These concentration risk controls are not necessarily in the form of a maximum limit on lending but may instead require new business in concentrated sectors to fulfil additional hurdle requirements.
- Stress testing and scenario analysis at a divisional level: The credit portfolio is also subjected to stress testing and scenario analysis, to simulate outcomes and calculate their associated impact.

##### Maximum credit exposure

The maximum exposure to credit risk arising on the Company's financial assets at the reporting date is disclosed in the table below and equates to carrying value.

	2020 £'000	2019 £'000
Amounts due from group undertakings	18,409	18,355
	18,409	18,355

The credit risk associated with Amounts due from group undertakings are held with other companies within the Group. The credit risk associated with these financial assets is not considered to be significant.

#### 13.2 Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due. The Company is funded entirely by companies within the Group. Such funding is repayable on demand, although there is no expectation that such a demand would be made.

## Notes to the financial statements (continued)

For the year ended 31 December 2020

### 13. Financial risk management (continued)

#### 13.2 Liquidity risk (continued)

The liquidity profile of financial liabilities at the year end was as follows:

As at 31 December 2020

	On demand	< 1 month	1-3 months	3-12 months	> 1 year	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Interest payable	14,616	-	-	-	-	14,616
Amounts due to fellow group undertakings	44	-	-	-	-	44
	14,660	-	-	-	-	14,660

As at 31 December 2019

	On demand	< 1 month	1-3 months	3-12 months	> 1 year	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Interest payable	14,616	-	-	-	-	14,616
Amounts due to fellow group undertakings	-	-	-	-	-	-
	14,616	-	-	-	-	14,616

#### 13.3 Interest rate risk

Interest rate risk is the risk that the future cash flows and fair values of a financial instrument may fluctuate because of changes in market interest rates.

The company has no exposure to variable rate financial assets and liabilities.

#### 13.4 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The company's transactions are all denominated in pounds sterling and as such the company has no exposure to foreign currency risk.

### 14. Future developments

The following pronouncement is not applicable for the year ending 31 December 2020 and has not been applied in preparing these financial statements. Save as disclosed below, the impact of these accounting changes is still being assessed by the Company and reliable estimates cannot be made at this stage.

With the exception of certain minor amendments, as at 31 December 2020 these pronouncements have been endorsed for use in the United Kingdom.



## **Notes to the financial statements (continued)**

For the year ended 31 December 2020

### **14. Future developments (continued)**

#### **Interest Rate Benchmark Reform**

The IASB's Phase 2 amendments in response to issues arising from the replacement of interest rate benchmarks in a number of jurisdictions are effective for annual periods beginning on or after 1 January 2021.

Under these amendments, an immediate gain or loss is not recognised in the income statement where the contractual cash flows of a financial asset or financial liability are amended as a direct consequence of the rate reform and the revised contractual terms are economically equivalent to the previous terms, in addition, hedge accounting is continued for relationships that are directly affected by the reform:

These amendments are not expected to have a significant impact on the Company.

#### **Minor amendments to other accounting standards**

The IASB has issued a number of minor amendments to IFRSs effective 1 January 2021 and in later years (including IFRS 9 Financial Instruments and IAS 37 Provisions, Contingent Liabilities and Contingent Assets). These amendments are not expected to have a significant impact on the Company.

# Independent auditors' report to the members of SeaSpirit Leasing Limited

## Report on the audit of the financial statements

### Opinion

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

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006; 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 and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2020; the statement of comprehensive income, the statement of changes in equity and the cash flow statement 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 2020 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 but were not limited to; any breaches of UK regulatory requirements, and compliance with new or amended tax regulations, 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 manual elements of the control environment, such as journal entries, related party transactions and balances, and areas of significant judgement such as provisions and other critical accounting estimates. Audit procedures performed by the engagement team included:

- Audited the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness, auditing material related party transactions and balances, testing accounting estimates (because of the risk of management bias), and evaluating the business rationale of significant transactions outside the normal course of business;
- Held discussions with management and those charged with governance including making specific inquiries about any consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reviewed minutes of meetings of those charged with governance; and
- Incorporated an element of unpredictability into the nature, timing and/or extent of our audit procedures.

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](http://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**

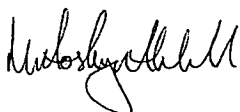
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- 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: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mark Hoskyns-Abraham (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Edinburgh  
28 May 2021