

Registered number: 06505161

**EMF-UK 2008-1 plc**

**Reports and audited financial statements  
for the year ended 30 November 2022**



# **EMF-UK 2008-1 plc**

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# **EMF-UK 2008-1 plc**

## **Company information**

<b>Directors</b>	Wilmington Trust SP Services (London) Limited D J Wynne C J Duffy
<b>Company secretary</b>	Wilmington Trust SP Services (London) Limited
<b>Registered office</b>	Third Floor, 1 King's Arms Yard London EC2R 7AF
<b>Independent auditor</b>	KPMG LLP 15 Canada Square London E14 5GL
<b>Registered number</b>	06505161
<b>Trustee</b>	BNY Mellon Corporate Trustee Services Limited One Canada Square London E14 5AL

# EMF-UK 2008-1 plc

## Strategic report for the year ended 30 November 2022

The directors present their strategic report on EMF-UK 2008-1 plc (the "Company" or "Issuer") for the year ended 30 November 2022.

### Principal activities

The Company, a public company limited by shares was incorporated on 15 February 2008 in England, United Kingdom and is registered in England and Wales under the Companies Act 2006. The Company is a special purpose vehicle which acts as an issuer in a residential mortgage backed securitisation transaction. The principal activity of the Company is the issuance of loan notes with the purpose of funding the mortgage originators, Southern Pacific Mortgage Limited and Preferred Mortgages Limited (the "originators").

On 18 March 2008, the Company provided funding to the originators for the purchase of £375,000,000 of mortgage assets. Further consideration in the form of deferred consideration may be payable to Southern Pacific Mortgage Limited and Preferred Mortgages Limited dependent on their future performance of the mortgages. To facilitate the purchase, the Company issued a series of loan notes on 18 March 2008. These loan notes are issued on Euronext Dublin and are due in 2046.

Under IFRS 9, if a transferor retains substantially all the risks and rewards associated with the transferred assets, the transaction is accounted for as a financing transaction, notwithstanding that it is a sale transaction from a legal perspective. The originators failed the derecognition criteria of IFRS 9 when it sold the beneficial ownership of the mortgage assets to the Company as the significant risks and rewards of the loans were not transferred to the Company. Therefore, these loans remain on the statement of financial position of the originators. As such, although the Company legally holds the beneficial interest in the underlying mortgage portfolio and an obligation to pay deferred consideration to the originators, for accounting purposes these balances are not recognised and instead a net deemed loan (the "net deemed loan to originators") is recognised in the financial statements of the Company.

The mortgage servicing, cash bond administration and accounting services are provided by Kensington Mortgage Company Limited ("KMC"), an external party.

### Business review

The results for the year ended 30 November 2022 are set out on page 17. Both the level of business during the year and the financial position of the Company at the end of the year were satisfactory given the nature of the Company and its limited recourse liability.

At the year end, the net deemed loan to originators balance after the effective interest rate adjustment, expected credit loss and deferred consideration was £85,006,000 (2021: £98,789,000).

After considering property values and future income associated with the net deemed loan to originators, over and above the principal figure shown above, the directors consider the net deemed loan to originators together with the other related assets of the Company such as cash, to be adequate collateral against the loan notes in issue.

At year end the following mortgage assets were underlying the net deemed loan to originators:

	2022 Principal balance £'000	2022 Number of loans	2021 Principal balance £'000	2021 Number of loans
First charge mortgages	86,622	1,004	100,543	1,135
	<u>86,622</u>	<u>1,004</u>	<u>100,543</u>	<u>1,135</u>

# EMF-UK 2008-1 plc

## Strategic report for the year ended 30 November 2022

These mortgages provide security against loan notes in issue totalling £90,817,000 (2021: £106,361,000) as at the year end excluding accrued interest.

The directors have concluded that the Company will continue as a going concern and set out the basis for this conclusion in the going concern section of the directors' report.

### Key performance indicators

The key performance indicator of the Company is the quarterly arrears profile of the underlying mortgage assets as per the investor reports:

	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23
Delinquencies days	%	%	%	%	%
Current	89.48	89.88	89.70	87.48	85.97
>30<=60	1.77	0.62	0.81	2.79	1.42
>60<=90	0.58	1.52	1.55	1.36	2.69
>90<=120	0.89	0.71	0.87	0.97	1.88
>120	7.28	7.27	7.07	7.40	8.04
Total	100.00	100.00	100.00	100.00	100.00

The value of mortgages in repossession underlying the net deemed loan to originators at the year end is £nil (2021: £242,000).

### Principal risks and uncertainties

Whilst the directors have overall responsibility for the establishment and oversight of the Company's risk management framework, this obligation has been allocated and managed in accordance with the transaction documents. Further details of financial risk management are outlined in note 16 of the financial statements.

### Political and economic risk

The impact of political and economic matters that have arisen, in particular the Russian invasion of Ukraine in February 2022 and rising inflation, on the regional and global economy remains uncertain and is difficult to assess in terms of duration and severity. The effect on markets and cost of living may have an adverse impact on the Company including future cash flows, however the potential impact at this stage is not known. The Company will continue to monitor market conditions and to evaluate the potential impact, if any, on its operations going forward. For these financial statements, the recent political and economic matters have had no impact on the recognition and measurement of assets and liabilities as at 30 November 2022.

### Financial instrument risk

The financial instruments held by the Company comprise the net deemed loan to originators, borrowings, cash and various other items (such as other debtors and other creditors) that arise directly from its operations.

It is and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and operational risk. The directors review and agree policies for managing each of these risks and they are summarised below.

**Strategic report  
for the year ended 30 November 2022**

**(a) Credit risk**

The underlying mortgages are classified as a net deemed loan to originators, this means that in the first instance the recovery of the debt is against the originating companies, Southern Pacific Mortgage Limited and Preferred Mortgages Limited.

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligation and arises principally from the Company's receivables.

In the event of default of the mortgage assets, the Company has rights solely against the originators and only Southern Pacific Mortgage Limited and Preferred Mortgages Limited will be entitled to take any remedial actions against the underlying mortgage holders.

The directors continue to closely monitor the economic landscape to ensure the Company is best placed to respond to any pressures that may impact portfolio performance and proactively consider strategies to mitigate any adverse portfolio impact should these pressures occur.

**(b) Liquidity risk**

The Company's policy is to manage liquidity risk by matching the timing of the cash receipts from the net deemed loan to originators with those of the cash payments due on the loan notes. In addition, the Company holds a minimum cash balance to manage short term liquidity requirements.

**(c) Interest rate risk**

Interest rate risk exists where assets and liabilities have interest rates set under different bases or which reset at different times. The Company minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of its assets and liabilities are similar.

**(d) Operational risk**

Operational risk is defined as any instance where there is potential or actual impact to the Company resulting from inadequate or failed internal processes, people, systems, or from external events. The impacts can be financial as well as non-financial such as customer detriment, reputational or regulatory consequences.

The Company operates under a controls and governance framework provided by KMC, the servicer of the net deemed loan to originators. This includes regulatory and compliance functions and internal audit. The business is covered by the servicer's business continuity management capability.

Additional focus has been given to the controls appropriate for the altered post COVID-19 working environment. The technology required for KMC's staff has been adapted to allow employees to work either from home or from the office with additional controls implemented and guidance provided with regard to the technology. The focus on technology and working environment will continue to be monitored as KMC continues to adjust to the new way of working.

**Future business developments and strategy**

The directors expect the business will continue in its principal activities described above for the foreseeable future and will ensure that customers continue to be serviced on a business as usual basis.

The business is subject to a number of risks under the principal risks and uncertainties section, which could adversely affect the business in future years, and the directors will continue to monitor and manage those risks.

**Strategic report  
for the year ended 30 November 2022**

**Future business developments and strategy (continued)**

There are no significant events occurring after the statement of financial position date, up to the date of approval of the financial statements that would meet the criteria to be disclosed or adjusted in the financial statements as at 30 November 2022.

**Section 172 statement**

Section 172(1) of the Companies Act 2006 requires the directors to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- a. the likely consequences of any decision in the long term;
- b. the interests of the Company's employees;
- c. the need to foster the Company's business relationships with suppliers, customers and others;
- d. the impact of the Company's operations on the community and the environment;
- e. the desirability of the Company maintaining a reputation for high standards of business conduct; and
- f. the need to act fairly as between members of the Company.

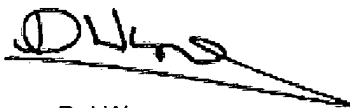
As a special purpose vehicle the governance structure of the Company is such that the key policies have been predetermined at the time of issuance. The directors have had regards to the matters set out in section 172(1) of the Companies Act 2006 as follows:

With reference to the likely consequences of any decision in the long term, the transaction documents have been formulated to achieve the Company's purpose and business objectives, safeguard the assets and promote the success of the Company with a long term view and in accordance with relevant securitisation legislation.

The matters set out in subsections (b)–(f) have limited or no relevance to the Company for the following reasons:

- the Company has no employees;
- the Company has appointed various professional third parties to perform certain roles governed by the transaction documents;
- as a special purpose vehicle, the Company has no physical presence or operations and accordingly has minimal impact on the community and the environment; and
- the Company has a sole member with the issued shares all held on a discretionary trust basis for charitable purposes.

This report was approved by the Board on 22nd September 2023 and signed on its behalf by:



D J Wynne  
Director  
Date: 22nd September 2023

# **EMF-UK 2008-1 plc**

## **Directors' report for the year ended 30 November 2022**

The directors present their report together with the audited financial statements of the Company for the year ended 30 November 2022.

### **Results and dividends**

The profit for the year, after taxation, amounted to £1,773,000 (2021: profit of £3,000).

The directors do not recommend the payment of a dividend (2021: £nil).

### **Future developments**

An assessment of the Company's future developments is described in the strategic report under the future business developments and strategy section.

### **Financial instruments**

An assessment of the Company's financial instruments is described in the strategic report under the principal risks and uncertainties section.

### **Directors**

The directors who held office during the year and up to the date of the approval of the financial statements, except as noted, are given below:

Wilmington Trust SP Services (London) Limited  
D J Wynne  
C J Duffy

None of the above directors have any interest in the shares of the Company. There are no directors' interests requiring disclosure under the Companies Act 2006.

### **Company secretary**

Wilmington Trust SP Services (London) Limited continued to act as company secretary for the year ended 30 November 2022 and up to the date of signing the financial statements.

### **Going concern**

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons.

The directors have prepared a going concern assessment for a period of 12 months from the date of approval of these financial statements which includes reasonably possible changes in trading performance and funding availability.

A call option exists over the loan notes issued by the Company which may be exercised at the sole discretion of the Issuer once the outstanding mortgage backed loan notes reach 10% of the original issued amount. At this point, the call option permits the Issuer, at any interest payment date, to repay all of the outstanding external borrowings at their carrying value at the time.

In order for the call option to be exercised the directors must certify to the Trustee of the loan notes that the Issuer will be able to repay all amounts due and payable on the interest payment date on which the option would take effect.



## **Directors' report for the year ended 30 November 2022**

The exercise of the call option results in the effective cessation of the Company's trade, followed by the orderly settlement of any remaining assets and liabilities and ultimately the dissolution of the Company.

It is not anticipated that the call option will become exercisable for several years.

The repayment of the principal liabilities of the Company, the floating rate notes, are limited to available principal cash received on the Company's loan portfolio until the final repayment date. Should the total cash flows be insufficient at this date, the Company may default on loan note payments due. In such circumstances, the Trustee may choose to dispose of the Company's assets, and, potentially wind up the Company.

The cash currently held by the Company gives the Company the ability to pay any interest actually due in cash over the next 12 months. Therefore, the directors have a reasonable expectation that the Company has adequate resources to continue in existence and satisfy any liabilities as they fall due for the next 12 months from the date of signing the financial statements.

On this basis, the directors have concluded that it is appropriate to continue to adopt the going concern basis in the preparation of these financial statements.

### **Post statement of financial position date events**

There are no significant events occurring after the statement of financial position date, up to the date of approval of the financial statements that would meet the criteria to be disclosed or adjusted in the financial statements as at 30 November 2022.

### **Principal risks and uncertainties**

The business is subject to a number of risks, described in the strategic report under the principal risks and uncertainties section, which could adversely affect the business in future years and the directors will continue to monitor and manage those risks.

### **Fair value**

Note 16 discloses the fair values of the net deemed loan to originators and loan notes. The directors noted that as at 30 November 2022 the respective fair values of the net deemed loan to originators were higher than and loan notes were lower than the carrying values recorded in the statement of financial position.

As no liquid market exists for either the net deemed loan to originators or loan notes, the directors have ascribed an approximate fair value based on an internal discounted cash flow model that is used to value non-securitised mortgage loan receivables. This model takes into account expected prepayment rates, arrears levels, house price movements, level of reposessions, losses and discount rates based on the most recent available information.

### **Corporate governance**

The directors have been charged with governance in accordance with the transaction documents describing the structure and operation of the Company. The governance structure of the Company is such that the key policies have been predetermined at the time of the transaction documents issuance and the operational roles have been assigned to third parties with their roles strictly governed by the transaction documents.

# **EMF-UK 2008-1 plc**

## **Directors' report for the year ended 30 November 2022**

The transaction documents provide for procedures that have been designed for safeguarding assets against unauthorised use or disposition, for maintaining proper accounting records, and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage, rather than eliminate the risk of failure to achieve business objectives, whilst enabling them to comply with the regulatory obligations.

Due to the nature of the securities which have been issued on Euronext Dublin, the directors are satisfied that there is no requirement to publish a corporate governance statement and that the Company is largely exempt from the requirements of the Irish Corporate Governance Annex and the provisions of the UK Corporate Governance Code do not apply to the Company.

### **Employees**

The Company does not have any employees (2021: none).

### **Issued capital and capital contribution**

Details of the share capital are set out in note 17 to the financial statements. The issued share capital consists of £12,502 comprising 50,000 ordinary shares of £1 each with 2 ordinary shares being fully paid and 49,998 ordinary shares being quarter paid up.

### **Qualifying third party indemnity provisions**

Qualifying third party indemnity provisions for the benefit of the directors, in accordance with section 234 of the Companies Act 2006, were in force during the year under review and remain in force as at the date of approval of the strategic report, directors' report and financial statements.

### **Disclosure of information to the auditor**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

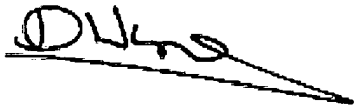
## **EMF-UK 2008-1 plc**

### **Directors' report for the year ended 30 November 2022.**

#### **Auditor**

The Company does not intend to reappoint KPMG LLP as auditor. In due course Ernst & Young LLP will be appointed as auditor of the Company.

This report was approved by the Board on 22nd September 2023 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'D J Wynne', with a long horizontal line extending from the end of the signature.

D J Wynne  
Director  
Third Floor, 1 Kings Arms Yard  
London  
EC2R 7AF

Date: 22nd September 2023

## **Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements**

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law, including FRS 101 'Reduced Disclosure Framework'.

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;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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

Under applicable law and regulations, the directors are also responsible for preparing a strategic report and a directors' report that complies with that law and those regulations.

# **Independent auditor's report to the member of EMF-UK 2008-1 plc**

## **1 Our opinion is unmodified**

We have audited the financial statements of EMF-UK 2008-1 plc ("the Company") for the year ended 30 November 2022 which comprise the:

- Statement of comprehensive income;
- Statement of financial position;
- Statement of changes in equity; and
- Related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of Company's affairs as at 30 November 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed entities. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

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

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter. In arriving at our audit opinion above, the key audit matter was as follows (unchanged from 2021):

## Independent auditor's report to the member of EMF-UK 2008-1 plc

<p><b>Recoverability of deemed loan to originators (LTO)</b></p> <p>Risk vs 2021: Unchanged</p> <p>(£83 million; 2021: £99 million)</p> <p><i>Refer to the accounting policy note and notes 10, 11 &amp; 12 (financial disclosures).</i></p> <p><b>The risk of deterioration in the underlying credit quality of the deemed loan</b></p> <p>The Company has a deemed LTO for a portfolio of loans to which the Company has acquired a beneficial interest. The deemed LTO is collateralised by a portfolio of residential mortgages.</p> <p><b>Subjective estimate:</b></p> <p>The risk associated with a material misstatement of ECL is considered to be at same level as the prior year given the macroeconomic environment in the UK and the average loan-to-value of the underlying loans and advances to customers (and the likelihood of a credit loss).</p> <p>Nonetheless, the ECL estimate is ultimately dependent upon the cash flows from the loans and advances to customers and/or underlying collateral, and when considering the following factors we still determine ECL to be a key audit matter:</p> <p>a) Estimation of ECL involves judgement and estimation uncertainty.</p> <p>b) Users of the financial statements consider credit risk to be one of the areas of greatest focus, subjectivity and complexity; and</p> <p>c) Due to the extent of judgement involved, we invest a considerable amount of time in forming our audit approach, allocation of resources and performing audit testing and reaching an opinion.</p> <p>The key areas where we identified greater levels of management judgement and therefore increased levels of focus in relation to ECL were:</p> <p>Model estimations</p> <p>Inherently judgemental modelling is used to estimate the ECL which involves determining the Probabilities of Default ('PD') and Loss Given Default ('LGD').</p>	<p>Our procedures included:</p> <p>Sensitivity analysis: We assessed the ECL model for its sensitivity to changes in the key assumptions of PD and LGD by performing stress testing.</p> <p>Test of details:</p> <ul style="list-style-type: none"> <li>– We agreed key inputs and assumptions impacting the ECL calculations to corroborative evidence to assess the reasonableness of this estimate.</li> <li>– Challenged the key assumptions used in the PD and LGD, based on our knowledge of the Company and experience of the industry in which they operate.</li> </ul> <p>Assessing transparency: We evaluated whether the disclosures appropriately reflect and address the uncertainty which exists when determining the ECL on the deemed LTO.</p>
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# **Independent auditor's report to the member of EMF-UK 2008-1 plc**

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

Materiality for the Company financial statements as a whole was set at £722,000 (2021: £801,000), determined with reference to a benchmark of Company total assets (of which it represents 0.75% (2021: 0.75%)).

To respond to aggregation risk from individually immaterial misstatements, we design our procedures to detect misstatements at a lower level. As a result, our performance materiality was set at 65% (2021: 65%) of materiality for the financial statements as a whole, which equals to £470,000 (2021: £520,000) for the Company. The reduced performance materiality is predominantly on account of the control deficiencies and audit misstatements (corrected and uncorrected) identified in the prior years.

We agreed to report to Those Charged with Governance any corrected or uncorrected identified misstatements exceeding £36,000 in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above and was performed by a single audit team

The scope of audit work performed was fully substantive as the audit team placed limited reliance upon the company's internal control over financial reporting.

## **4 Going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We used our knowledge of the Company, its industry, and the general economic environment to identify the inherent risks to its business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. The key risk that we considered most likely to adversely affect the Company's available financial resources or ability to continue operations over this period was:

- The call option on the loan notes issued by the Company becoming exercisable significantly earlier than expected.

We considered whether these risks could plausibly affect the liquidity in the going concern period by considering downside scenarios that could arise from these risks individually and collectively against the level of available financial resources indicated by the Company's financial forecasts. Our procedures included the following, which were designed to address the going concern matter from the perspective of call option triggers as this is the only event that, in case of materialisation, can cast significant doubt on the Company's ability to continue as a going concern.

- Evaluation of how the directors' risk assessment process identifies events or conditions that are likely to trigger the exercise of call option with a consequential impact on the going concern assessment for the Company;
- Evaluation of whether the directors' assessment has failed to identify relevant events or conditions that may trigger the exercise of the call option and cast significant doubt on the Company's ability to continue as a going concern and whether the methods used by directors are appropriate; and
- Assessment of the appropriateness of the going concern disclosure.

# Independent auditor's report to the member of EMF-UK 2008-1 plc

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period; and
- we found the going concern disclosure in note 2.1.1 to be acceptable.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## 5 Fraud and breaches of laws and regulations – ability to detect

### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and management and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including any actual, suspected or alleged fraud.
- Using our own judgment and knowledge of the company and the circumstances of the company to identify potential fraud risks.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that the company's management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as loan impairment. On this audit we do not believe there is a fraud risk related to revenue recognition because there is limited complexity in the calculation and recognition of revenue.

### *Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards). We also discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation including related companies legislation, distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.



## **Independent auditor's report to the member of EMF-UK 2008-1 plc**

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: money laundering, financial crime and various requirements governing securitisation transactions recognising the financial nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

### **6 We have nothing to report on the Strategic Report and the Directors' Report**

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

Our responsibility is to read the Strategic Report and the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work

- we have not identified material misstatements in those reports;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### **7 We have nothing to report on the other matters on which we are required to report by exception**

Under the Companies Act 2006, we are required 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Independent auditor's report to the member of EMF-UK 2008-1 plc

We have nothing to report in these respects.

### 8 Respective responsibilities

#### Directors' responsibilities

As explained more fully in their statement set out on page 10, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

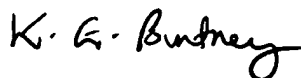
#### Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

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

This report is made solely to the Company's members, as a body, in accordance with 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.



**Karl Pountney (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*  
15 Canada Square  
London  
E14 5GL  
United Kingdom

Date: 26 September 2023

## EMF-UK 2008-1 plc

### Statement of comprehensive income for the year ended 30 November 2022

	Note	2022 £'000	2021 £'000
Interest receivable and similar income	4	5,020	2,517
Interest payable and similar expenses	5	<u>(2,407)</u>	<u>(1,521)</u>
<b>Net interest receivable</b>		2,613	996
Operating expenses		(862)	(996)
Other operating income	6	<u>23</u>	<u>4</u>
<b>Profit before taxation</b>	7	1,774	4
Tax on profit	8	<u>(1)</u>	<u>(1)</u>
<b>Profit and total comprehensive income for the financial year</b>		<u><u>1,773</u></u>	<u><u>3</u></u>

All amounts relate to continuing operations.

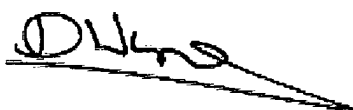
There were no items of other comprehensive income for 2022 or 2021 and therefore no separate statement of other comprehensive income has been presented.

The notes on pages 20 to 38 are an integral part of these financial statements.

**EMF-UK 2008-1 plc****Statement of financial position  
as at 30 November 2022**

	Note	2022 £'000	2021 £'000
<b>Non-current assets</b>			
Debtors: amounts falling due after more than one year	11	76,224	84,768
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	8,795	14,033
Cash and cash equivalents	13	8,427	7,933
<b>Total current assets</b>		<u>17,222</u>	<u>21,966</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	14	<u>(951)</u>	<u>(500)</u>
<b>Total assets less current liabilities</b>		<u>92,495</u>	<u>106,234</u>
<b>Non-current liabilities</b>			
Creditors: amounts falling due after more than one year	15	<u>(90,664)</u>	<u>(106,176)</u>
<b>Net assets</b>		<u><u>1,831</u></u>	<u><u>58</u></u>
<b>Capital and reserves</b>			
Called up share capital	17	13	13
Retained earnings		<u>1,818</u>	<u>45</u>
<b>Total equity</b>		<u><u>1,831</u></u>	<u><u>58</u></u>

These financial statements were approved and authorised for issue by the Board on 22nd September 2023 and were signed on its behalf by:



D J Wynne  
Director  
Date: 22nd September 2023

The notes on pages 20 to 38 are an integral part of these financial statements.

## EMF-UK 2008-1 plc

### Statement of changes in equity for the year ended 30 November 2022

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 December 2020	13	42	55
Profit for the financial year	—	3	3
<b>Balance at 30 November 2021</b>	<u>13</u>	<u>45</u>	<u>58</u>
Balance at 1 December 2021	13	45	58
Profit for the financial year	—	1,773	1,773
<b>Balance at 30 November 2022</b>	<u>13</u>	<u>1,818</u>	<u>1,831</u>

The notes on pages 20 to 38 are an integral part of these financial statements.

**Notes to the financial statements  
for the year ended 30 November 2022**

**1 General information**

The principal activity of the Company is the issuance of loan notes with the purpose of funding the mortgage originators, Southern Pacific Mortgage Limited and Preferred Mortgages Limited (the "originators").

The Company is a public limited company and was incorporated on 15 February 2008 and is domiciled in England, United Kingdom. Its principal place of business is its registered office located at Third Floor, 1 King's Arms Yard, London, EC2R 7AF.

**2 Significant accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements:

**2.1. Basis of preparation and statement of compliance with FRS 101**

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared on a going concern basis, under the historical cost convention as modified by the financial assets and liabilities measured at fair value through profit or loss, and in accordance with the Companies Act 2006. The disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- The requirements of IAS 7 Statement of Cash Flows;
- The requirements of paragraphs 10(d), 10(f), 16, 38(c)-(d), 40(a)-(d), 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors; and
- The Company has taken advantage of the exemptions conferred by FRS 101: 8 (j) & (k) "Related party disclosures", the requirements of paragraph 17 and 18A of IAS 24 Related party disclosures, and transactions with other wholly owned group companies are not disclosed separately.

The preparation of financial statements in conformity with FRS 101 requires the use of certain significant accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

**Notes to the financial statements  
for the year ended 30 November 2022**

**2.1.1 Going concern**

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons.

The directors have prepared a going concern assessment for a period of 12 months from the date of approval of these financial statements which includes reasonably possible changes in trading performance and funding availability.

A call option exists over the loan notes issued by the Company which may be exercised at the sole discretion of the Issuer once the outstanding mortgage backed loan notes reach 10% of the original issued amount. At this point, the call option permits the Issuer, at any interest payment date, to repay all of the outstanding external borrowings at their carrying value at the time.

In order for the call option to be exercised the directors must certify to the Trustee of the loan notes that the Issuer will be able to repay all amounts due and payable on the interest payment date on which the option would take effect.

The exercise of the call option would result in the effective cessation of the Company's trade, followed by the orderly settlement of any remaining assets and liabilities and ultimately the dissolution of the Company.

It is not anticipated that the call option will become exercisable for several years.

The repayment of the principal liabilities of the Company, the floating rate notes, are limited to available principal cash received on the Company's loan portfolio until the final repayment date. Should the total cash flows be insufficient at this date, the Company may default on loan note payments due. In such circumstances, the Trustee may choose to dispose of the Company's assets, and, potentially wind up the Company.

The cash currently held by the Company gives the Company the ability to pay any interest actually due in cash over the next 12 months. Therefore, the directors have a reasonable expectation that the Company has adequate resources to continue in existence and satisfy any liabilities as they fall due for the next 12 months from the date of signing the financial statements.

On this basis, the directors have concluded that it is appropriate to continue to adopt the going concern basis in the preparation of these financial statements.

**2.1.2. New standards, amendments and IFRIC interpretations**

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 30 November 2022 which have had a material impact on the Company.

In October 2020, the IASB published Phase 2 amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 for interest rate benchmark reform, effective for accounting periods starting on or after 1 January 2021. The main impact of these amendments was to facilitate the Company's transition to the use of the SONIA reference rate for its mortgage portfolio and for its LIBOR-based loan notes without the requirement for remeasurement of the carrying value of these assets and liabilities that might otherwise be required as a result of a contractual change.

**Notes to the financial statements  
for the year ended 30 November 2022**

**2.2. Interest recognition**

Interest income on the net deemed loan to originators, together with the interest expense on the loan notes, is recognised in the statement of comprehensive income on an Effective Interest Rate ("EIR") basis. The EIR basis recognises revenue and expenses equivalent to the rate that effectively discounts estimated future cash flows throughout the expected life to the net carrying value of the net deemed loan to originators or loan notes.

**2.3. Current and deferred tax**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in total equity. In this case the tax is also recognised in other comprehensive income or directly in total equity, respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns in respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on deductible temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**2.4. Foreign currencies**

The financial statements are presented in pounds Sterling (£), which is the functional and presentation currency of the Company. All amounts in these financial statements have been rounded to the nearest thousand, unless otherwise indicated.

Transactions in foreign currency are initially converted to Sterling at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at rates of exchange prevailing at the reporting date. All differences on exchange are taken to the statement of comprehensive income.



**Notes to the financial statements  
for the year ended 30 November 2022**

**2.5. Financial instruments**

Financial assets and financial liabilities are recognised in the statement of financial position when the Company becomes a party to the contractual provisions of the instrument and are derecognised on the date it ceases to be a party or it transfers the rights to receive the contractual cash flows from the financial asset in a transaction such that substantially all the risks and rewards of ownership of the financial asset are transferred.

The Company's financial instruments are classified as described below:

**Financial assets**

**Net deemed loan to originators**

The originators failed the derecognition criteria of IFRS 9 when it sold the beneficial ownership of the mortgage assets to the Company as the significant risks and rewards of the loans were not transferred to the Company. Therefore, these loans remain on the statement of financial position of the originators. As such, although the Company legally holds the beneficial interest in the underlying mortgage portfolio and an obligation to pay deferred consideration to the originators, for accounting purposes these balances are not recognised and instead a net deemed loan to originators is recognised in the financial statements of the Company.

Purchases and sales of the deemed loan are recognised on trade date - the date on which the Company commits to purchase or sell the assets. They are initially recognised at cost and subsequently measured at amortised cost. They are derecognised when the right to recover cash flows from the investments have expired or the Company has transferred substantially all the risks and rewards of ownership.

The Company recognises principal and interest cash flows from the underlying pool of mortgage assets only to the extent that it is entitled to retain such cash flows. The Company recognises only the cash flows from the deemed loan that are attributable to the Company.

The net deemed loan to originators is initially recognised at fair value and subsequently measured at amortised cost.

**Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less.

**Financial assets at fair value through profit or loss**

At initial recognition, the Company has designated certain financial assets at fair value through profit or loss ("FVTPL") because this designation eliminates or significantly reduces an accounting mismatch, which would otherwise arise. Financial assets at FVTPL include derivative financial instruments held for risk management purposes. Financial assets at FVTPL are measured at fair value in the statement of financial position with changes in fair value recognised in finance revenue or finance expense in the statement of comprehensive income.

**Debtors**

Debtors including amounts due from group undertakings and other debtors, with no stated interest rate and receivable within one year are initially recorded at fair value and subsequently measured at amortised cost using the effective interest rate method.

## **Notes to the financial statements for the year ended 30 November 2022**

Provisions for receivables are made specifically where there is evidence of a risk of non-payment, taking into account ageing, previous losses experienced and general economic conditions.

### **Impairment of financial assets**

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 (or provision) is made for expected credit losses resulting from all possible default events over the expected life of the financial instrument (lifetime expected 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.

Unlike other financial instruments, the net deemed loan to originators is, by its construction, an instrument that incorporates credit enhancement.

The Company is recognising only the cash flows due to it, the unrecognised element of the deemed loan cash flows effectively acts as a credit enhancement in the form of excess spread along with various reserve funds for use in the event the excess spread for a particular payment period is insufficient. Expected losses for the net deemed loan to originators would only therefore be recognised where the expected credit losses on the underlying assets were in excess of the unrecognised deferred consideration.

### **Financial liabilities**

#### **Trade and other creditors**

Creditors including amounts due to group undertakings, other creditors and accruals, with no stated interest rate and due within one year, are recorded at transaction price.

#### **Loan notes**

All loan notes were initially recognised at fair value, which was their transaction price at the date of issue less directly attributable transaction costs. All loan notes are subsequently re-measured at amortised cost taking into account repayments at interest payment dates where applicable.

Interest payable is recognised using the EIR method with the directly attributable transaction costs being amortised over the expected average life of the facility. Any unamortised issue costs are disclosed in note 15.

Interest payable on the notes during the year and any associated EIR adjustments are included in interest payable and similar expenses.

The repayment of the loan notes is dependent on principal and interest collections on the mortgage loans.

### **Offsetting of financial assets and liabilities**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Notes to the financial statements  
for the year ended 30 November 2022**

**Fair value of financial assets and liabilities**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the reporting date in the principal or, in its absence, the most advantageous market to which the Company has access at that date.

When available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument.

A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an on-going basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all the factors that market participants would take into account in pricing a transaction.

Where applicable, the following methods are used to estimate the fair values of the financial instruments:

- i. cash, trade receivables and payables - the carrying value is a good approximation of the fair value;
- ii. fixed and variable rate borrowings - valued as detailed in note 16;
- iii. derivatives - net present value of the future cash-flows, calculated using market data at the statement of financial position date (principally exchange rates and yield curves); and
- iv. net deemed loan to originators - valued as detailed in note 16.

The Company, where appropriate, classifies disclosed fair values according to a hierarchy that reflects the significance of observable market inputs. A transfer is made between the hierarchy when the inputs have changed or there has been a change in the valuation method.

These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to the valuation technique used.

The different levels are identified as follows:

Level 1 - quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 - inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**2.6. Segmental analysis**

The Company's income and trade are wholly within the United Kingdom and within a single market sector and therefore no segmental analysis has been presented.

**2.7. Share capital and capital contributions**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction net of tax from the proceeds.

**Notes to the financial statements  
for the year ended 30 November 2022**

**3 Significant accounting estimates and judgements**

The preparation of financial statements in accordance with FRS 101 requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**3.1. Significant accounting judgements**

**Recognition of deemed loan to originators**

The Company has made a significant accounting judgement in the assessment of the net deemed loan to originators. The Company performed an assessment of the risks and rewards associated with the financial assets acquired, and concluded that the financial assets do not qualify for derecognition for the originators. In making this assessment the Company considered the retained risks of the seller, in the form of credit enhancement paid in, and rewards, in the form of deferred purchase consideration to be paid out, of that financial asset. This follows the accounting treatment adopted in the sellers' financial statements.

**3.2. Significant accounting estimates and assumptions**

The Company has identified the following significant accounting policies that involve significant accounting estimates and assumptions:

**Impairment of net deemed loan to originators**

The level of potential credit losses on the deemed loan to originator is uncertain and could depend on a number of micro and macro-economic factors that may affect the creditworthiness of the originators. The Company's accounting policy for losses arising on the deemed loan to originators classified at amortised cost is described in note 2.5 (above).

**Effective Interest Rate ("EIR")**

The EIR is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability (or, where appropriate, a shorter period) to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses. The cash flows used to calculate the EIR in this analysis include directly attributable transaction costs and the impact of changes from introductory to reversionary interest rates.

The book value of the net deemed loan to originators is measured at amortised cost using the EIR method. The current model used to estimate future cash flows in the EIR is sensitive to certain key assumptions, the most important of which is the constant prepayment rate ("CPR"). However, any change in the CPR rate is not expected to materially impact the statement of comprehensive income.

# EMF-UK 2008-1 plc

## Notes to the financial statements for the year ended 30 November 2022

### 4 Interest receivable and similar income

	2022	2021
	£'000	£'000
Interest receivable on net deemed loan to originators	5,004	2,519
Other interest	16	(2)
	<u>5,020</u>	<u>2,517</u>

### 5 Interest payable and similar expenses

	2022	2021
	£'000	£'000
Interest expense on loan notes	2,374	1,483
Amortisation of capitalised issue costs	33	38
	<u>2,407</u>	<u>1,521</u>

### 6 Other operating income

	2022	2021
	£'000	£'000
Sundry fee income	23	4
	<u>23</u>	<u>4</u>

### 7 Profit before taxation

	2022	2021
	£'000	£'000
Profit before taxation is stated after charging:		
Auditor's remuneration for statutory audit	49	24
Mortgage administration fees	<u>254</u>	<u>303</u>

# EMF-UK 2008-1 plc

## Notes to the financial statements for the year ended 30 November 2022

### 8 Taxation

	2022 £'000	2021 £'000
<b>Analysis of tax expense for the year</b>		
<b>Current tax</b>		
UK corporation tax expense on profit for the year	1	1
<b>Total current tax</b>	<u>1</u>	<u>1</u>

### Factors affecting taxation

The tax assessed for the year is the same as (2021:same as) the standard rate of corporation tax in the United Kingdom of 19% (2021: 19%).

	2022 £'000	2021 £'000
Profit before taxation	<u>1,774</u>	<u>4</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%).	337	1

### Effects of:

Application of Statutory Instrument No. 3296 The Taxation of Securitisation Companies Regulations 2006

### Tax expense for the year

(336)	—
<u>1</u>	<u>1</u>

Changes to UK corporation tax rates were substantively enacted by the Finance Bill 2021 (on 24 May 2021). These included an increase in the corporation tax rate from 19% to 25% from 1 April 2023. Deferred tax balances have been remeasured accordingly where appropriate.

The Company is taxed in accordance with Statutory Instrument No. 3296 The Taxation of Securitisation Companies Regulations 2006 which requires that tax is charged on the profits 'retained by the Issuer'. The Issuer required profit for the year amounted to £3,560 (2021: £3,560).

### 9 Directors and employees

The Company does not have any employees other than the directors (2021: none). The directors did not receive any remuneration for the year (2021: £nil).

### 10 Net deemed loan to originators

	2022 £'000	2021 £'000
<b>Net deemed loan to originators</b>		
At the beginning of the year	98,789	112,142
Movement in the year	<u>(13,783)</u>	<u>(13,353)</u>
At the end of the year	<u>85,006</u>	<u>98,789</u>

**Notes to the financial statements  
for the year ended 30 November 2022**

In accordance with the conditions of the loan notes, the proceeds from the loan notes were applied to acquire a beneficial interest in a portfolio of mortgage assets from Southern Pacific Mortgage Limited and Preferred Mortgages Limited, the originators.

Under IFRS 9, if a transferor retains substantially all the risks and rewards associated with the transferred assets, the transaction is accounted for as a financing transaction, notwithstanding that it is a sale transaction from a legal perspective. The originators failed the derecognition criteria of IFRS 9 when they sold the beneficial ownership of the mortgage assets to the Company as the significant risks and rewards of the loans were not transferred to the Company. Therefore, these loans remain on the statement of financial position of the originators. As such, although the Company legally holds the beneficial interest in the underlying mortgage portfolio and an obligation to pay deferred consideration to the originators, for accounting purposes these balances are not recognised and instead a net deemed loan is recognised in the financial statements of the Company.

The ECL model has three stages. Entities are required to recognise a 12 month expected loss allowance on initial recognition (stage 1) and a lifetime expected loss allowance when there has been a significant increase in credit risk since initial recognition (stage 2). Stage 3 requires objective evidence that an asset is credit-impaired.

Based on performance, there has been no significant increase in credit risk to the deemed loan to originators and it has therefore been categorised as stage 1 with a 12 month expected credit loss calculated. The directors have assessed the ECL to be £nil based on historical impairment levels in the underlying mortgage portfolio held by the originators will not exceed the deemed loan to originators asset due to the credit enhancement incorporated into it in the form of excess spread along with various reserve funds for use in the event the excess spread for a particular payment period is insufficient.

**11 Debtors: amounts falling due after more than one year**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Net deemed loan to originators (note 10)	76,224	84,768
	<u>76,224</u>	<u>84,768</u>

**12 Debtors: amounts falling due within one year**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Net deemed loan to originators (note 10)	8,782	14,021
Amounts due from group companies	13	—
Other debtors	—	12
	<u>8,795</u>	<u>14,033</u>

The net deemed loan to originators represents the portion of the mortgage book expected to be receivable over the next 12 months based on expected customer payment behaviour.

Amounts due from group undertakings are interest free and repayable on demand.

**Notes to the financial statements  
for the year ended 30 November 2022**

**13 Cash and cash equivalents**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Cash at bank and in hand	8,427	7,933
	<u>8,427</u>	<u>7,933</u>

Cash at bank earns interest at the rates specified in note 16.

**14 Creditors: amounts falling due within one year**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
Accruals and deferred income	942	491
Other creditors	1	1
Amounts due to group undertakings	8	8
	<u>951</u>	<u>500</u>

Amounts due to group undertakings are interest free and payable on demand.

**15 Creditors: amounts falling due after more than one year**

	<b>2022</b>	2021
	<b>£'000</b>	£'000
GBP Denominated mortgage backed loan notes due 2046 - Class A1a	53,723	64,953
GBP Denominated mortgage backed loan notes due 2046 - Class A2a	8,693	9,704
GBP Denominated mortgage backed loan notes due 2046 - Class A3a	10,633	11,870
GBP Denominated mortgage backed loan notes due 2046 - Class B1	7,108	7,935
GBP Denominated mortgage backed loan notes due 2046 - Class B2	10,659	11,899
Total loan notes	<u>90,817</u>	<u>106,361</u>
Less unamortised issue costs	<u>(153)</u>	<u>(185)</u>
	<u>90,664</u>	<u>106,176</u>

The loan notes due in 2046 are secured over the portfolio of mortgage assets secured by first charges over residential properties in the United Kingdom.

The net deemed loan to originators is administered by Kensington Mortgage Company Limited ("KMC") on behalf of the Company.

The mortgage backed loan notes are repaid as the underlying portfolio redeems. The terms and conditions of the mortgage backed loan notes provide that the loan note holders will receive interest and principal only to the extent that sufficient funds are generated from the net deemed loan to originators.

None (2021: none) of the loan notes are owed to a related party.



**Notes to the financial statements  
for the year ended 30 November 2022**

Whilst the mortgage backed loan notes are subject to mandatory redemption in part at each Interest Payment Date in an amount equal to the principal received or recovered in respect of the net deemed loan to originators, the mortgage backed loan notes are classified and presented as amounts falling due after one year in accordance with the contractual maturity dates due to the uncertainty in the expected principal repayments or recoveries of the mortgages. If not otherwise redeemed or purchased and cancelled, the mortgage backed loan notes will be redeemed at their principal amount outstanding on the Interest Payment Date falling in 2046.

The priority and amount of claims on the portfolio proceeds are determined in accordance with a strict priority of payments. The mortgage backed loan notes are repayable out of capital receipts from the net deemed loan to originators, with the Class A Notes ranking in priority to the Class B Notes.

Interest on the loan notes is payable quarterly in arrears at the following annual rates for three month deposits:

Class A1a	Sterling SONIA + 0.98% (2021: Sterling LIBOR + 0.98%)
Class A2a	Sterling SONIA + 1.30% (2021: Sterling LIBOR + 1.30%)
Class A3a	Sterling SONIA + 1.82% (2021: Sterling LIBOR + 1.82%)
Class B1	Sterling SONIA + 2.00% (2021: Sterling LIBOR + 2.00%)
Class B2	Sterling SONIA + 2.00% (2021: Sterling LIBOR + 2.00%)

A call option exists over the loan notes issued by the Company which may be exercised at the sole discretion of the Issuer once the outstanding mortgage backed loan notes reach 10% of the original amount. At this point, the call option permits the Issuer, at any interest payment date, to repay all of the outstanding external borrowings at their carrying value at the time.

In order for the call option to be exercised the directors must certify to the Trustee of the loan notes that the Issuer will be able to repay all amounts due and payable on the interest payment date on which the option would take effect.

**16 Financial instruments and risk management**

**Nature and extent of risks arising from financial statements**

The main risks arising from the Company's financial instruments are credit risk, liquidity risk, interest rate risk and operational risk as explained in the strategic report.

**a) Credit risk**

The underlying mortgages are classified as a net deemed loan to originators, this means that in the first instance the recovery of the debt is against the originating companies.

Credit risk is the risk of financial loss to the Company if the counterparty to financial instruments fails to meet its contractual obligation and arises principally from the Company's receivables.

In the event of default, the Company has rights solely against the originators and only the originators will be entitled to take any remedial actions.

**Notes to the financial statements  
for the year ended 30 November 2022**

Before taking account of any collateral, the maximum exposure to credit risk as at 30 November 2022 was:

	2022 £'000	2021 £'000
Net deemed loan to originators	85,006	98,789
Cash and cash equivalents	8,427	7,933
	<u>93,433</u>	<u>106,722</u>

The Company reviews the net deemed loan to originators to assess impairment at least on a yearly basis. The credit quality of the financial assets is also reviewed on a monthly basis by the Company.

**b) Liquidity risk**

The undiscounted estimated cash flows associated with financial liabilities were as follows:

As at 30 November 2022	Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years	Total
Financial liabilities	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Loan notes	<u>14,138</u>	<u>14,736</u>	<u>14,423</u>	<u>9,985</u>	<u>15,575</u>	<u>45,496</u>	<u>114,353</u>

As at 30 November 2021	Less than 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5+ years	Total
Financial liabilities	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Loan notes	<u>16,965</u>	<u>12,548</u>	<u>12,385</u>	<u>11,441</u>	<u>8,993</u>	<u>59,352</u>	<u>121,684</u>

There is no contractual obligation to pay down the loan notes other than as set out in note 15.

The Company's policy is to manage liquidity risk by matching cash payments due on the loan notes to cash receipts from the net deemed loan to originators.

The estimated future cash flows are sensitive to certain key assumptions being the expected probability of default, the expected time to move through the arrears/repossession cycle and expected recovery rates on losses incurred. Future cash flows have been estimated using a combination of macro environmental factors, including market observable data, and individual borrower data. However, it is not expected that the loans will repay at a constant rate until maturity, that all of the loans will prepay at the same rate or that there will be no defaults or delinquencies on the loans, therefore the amounts disclosed above are only estimates of the possible future cash outflows on the loan notes.

## Notes to the financial statements for the year ended 30 November 2022

In addition, the Company holds a minimum cash balance to manage short term liquidity requirements which can be used in certain circumstances. The undiscounted cash flows have been estimated by previously applying a constant (per annum) prepayment rate to the principal balance of the mortgage loans and using the weighted average interest rate prevailing at the statement of financial position date.

The loan notes in the above table will not agree to the liability in the statement of financial position as the table incorporates both principal and interest payments on an undiscounted basis (see note 15 for maturity dates). For the current and the prior year, all loan notes are due in more than 5 years, and all other non-derivative creditors are repayable on demand.

### c) Interest rate risk

The Company has exposure to interest rates based on SONIA reference rates.

#### Interest rate risk profile of financial assets

	Total £'000	Total variable rate £'000	Total fixed rate £'000	Weighted average interest rate %	Weighted average time for which rate is fixed Years
<b>2022</b>					
Net deemed loan to originators	85,006	85,006	—	6.52	—
Cash and cash equivalents	<u>8,427</u>	<u>—</u>	<u>8,427</u>	<u>0.27</u>	<u>0.25</u>
<b>2021</b>					
Net deemed loan to originators	98,789	98,789	—	2.46	—
Cash and cash equivalents	<u>7,933</u>	<u>—</u>	<u>7,933</u>	<u>0.03</u>	<u>0.25</u>

#### Interest rate sensitivity analysis on financial assets

	Increase in basis points	Effect on equity £'000	Effect on result before tax £'000
<b>2022</b>			
Net deemed loan to originators	25	213	213
Cash and cash equivalents	<u>25</u>	<u>21</u>	<u>21</u>
<b>2021</b>			
Net deemed loan to originators	25	247	247
Cash and cash equivalents	<u>25</u>	<u>20</u>	<u>20</u>

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market conditions. In assessing the effect on financial assets of interest rate sensitivity, management have used a benchmark of 25 bps.

**Notes to the financial statements  
for the year ended 30 November 2022**

**Interest rate risk profile of financial liabilities**

	<b>Total £'000</b>	<b>Total variable rate £'000</b>	<b>Weighted average Interest rate %</b>
<b>2022</b>			
Loan notes	<u>90,817</u>	<u>90,817</u>	<u>3.00</u>
<b>2021</b>			
Loan notes	<u>106,361</u>	<u>106,361</u>	<u>1.51</u>

Interest payable on the loan notes and receivable on the net deemed loan to originators are both based on SONIA (2021: LIBOR). The Company thus has limited exposure to interest rate risk.

The interest rate risk profile of the loan notes in issue can be found in note 15. The Company's approach to managing interest rate risk is included in the principal risks and uncertainties section of the strategic report.

**Interest rate sensitivity analysis on financial liabilities**

	<b>Increase in basis points</b>	<b>Effect on equity £'000</b>	<b>Effect on result before tax £'000</b>
<b>2022</b>			
GBP loan notes	<u>25</u>	<u>(227)</u>	<u>(227)</u>
<b>2021</b>			
GBP loan notes	<u>25</u>	<u>(266)</u>	<u>(266)</u>

In assessing the effect on financial liabilities of interest rate sensitivity, management have used a benchmark of 25 bps.

The Company also has certain financial instruments included within debtors (note 12) and creditors (note 14) which are not subject to interest rate risk as they bear no interest.

**Interest income and expense on financial instruments that are not at fair value through profit and loss**

	<b>2022 £'000</b>	<b>2021 £'000</b>
Interest receivable on net deemed loan to originators	5,004	2,519
Interest expense on loan notes	<u>(2,374)</u>	<u>(1,483)</u>
	<u>2,630</u>	<u>1,036</u>

**Notes to the financial statements  
for the year ended 30 November 2022**

**d) Operational risk**

Operational risk is defined as any instance where there is potential or actual impact to the Company resulting from inadequate or failed internal processes, people, systems, or from external events. The impacts can be financial as well as non-financial such as customer detriment, reputational or regulatory consequences.

The Company operates under a controls and governance framework provided by KMC, the servicer of the net deemed loan to originators. This includes regulatory and compliance functions and internal audit. The business is covered by the servicer's business continuity management capability.

Additional focus has been given to the controls appropriate for the altered post COVID-19 working environment. The technology required for KMC's staff has been adapted to allow employees to work either from home or from the office with additional controls implemented and guidance provided with regard to the technology. The focus on technology and working environment will continue to be monitored as KMC continues to adjust to the new way of working.

**e) Fair values of financial assets and liabilities**

	<b>2022</b>	<b>2022</b>	<b>2021</b>	<b>2021</b>
	<b>Book value</b>	<b>Fair value</b>	<b>Book value</b>	<b>Fair value</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Financial assets</b>				
Net deemed loan to originators	85,006	84,341	98,789	103,704
Cash and cash equivalents				
Reserve and contingency funds	2,436	2,436	2,636	2,636
Other cash balances	5,991	5,991	5,297	5,297
	<u>8,427</u>	<u>8,427</u>	<u>7,933</u>	<u>7,933</u>
	<u>93,433</u>	<u>92,768</u>	<u>106,722</u>	<u>111,637</u>
<b>Financial liabilities</b>				
Mortgage backed loan notes	90,817	87,642	106,361	112,417
	<u>90,817</u>	<u>87,642</u>	<u>106,361</u>	<u>112,417</u>

All financial assets and liabilities are held at amortised cost. There were no transfers between categories in both periods. Management have assessed all other assets and liabilities and consider book value to be equal to fair value.

Management does not expect any losses from non-performance by the counterparties holding cash and cash equivalents.

The directors have considered the fair values of the Company's main financial instruments which are the net deemed loan to originators, loan notes and cash.

The fair value of the loan notes has been based upon their quoted prices; where available, or prices interpolated using latest available market data. The fair value of the net deemed loan to originators has been based upon the fair value of the mortgages underlying the loan notes, and expected residual cash flows. It is the opinion of the directors that this methodology is appropriate as the market is more liquid than in prior years. The fair value of reserve and contingency funds and other cash balances approximates to book value.

**Notes to the financial statements  
for the year ended 30 November 2022**

As part of the process of assessing fair value, management have refined the assumptions used. This has been achieved using a combination of macro environmental factors including market observable data and individual borrower data resulting in a more accurate reflection of the estimated cash flows used for computing fair value.

Loan notes and the net deemed loan to originator are classified as level 2 and level 3 respectively.

**17 Share capital**

	<b>2022</b>	2021
	£	£
<b>Allotted, issued and fully paid:</b>		
2 ordinary 100% issued and fully paid share of £1 each	<u>2</u>	<u>2</u>
<b>Allotted, issued and partly paid:</b>		
49,998 ordinary 25% issued and paid shares of £1 each	<u>12,500</u>	<u>12,500</u>

**Notes to the financial statements  
for the year ended 30 November 2022**

**18 Related party transactions**

The transactions and outstanding balances arose in the ordinary course of business and on substantially the same terms, including interest rates and security, as for comparable transactions with persons of a similar standing. None of the outstanding balances have been impaired.

	Amount expensed 2022 £'000	Amount outstanding 2022 £'000	Amount expensed 2021 £'000	Amount outstanding 2021 £'000
<b>Preferred Mortgages Limited</b>				
Mortgage related amounts payable	—	(3)	—	(3)
Deemed loan to originator	—	36,431	—	41,520
Interest income	2,145	—	1,059	—
<b>Southern Pacific Mortgage Limited</b>				
Mortgage related amounts payable	—	(5)	—	(5)
Deemed loan to originator	—	48,575	—	57,269
Interest income	2,859	—	1,460	—
<b>Wilmington Trust SP Services (London) Limited</b>				
Corporate services fees	(31)	—	(16)	—
<b>EMF-UK 2008-1 Parent Limited</b>				
Other	—	13	—	—
	<u>4,973</u>	<u>85,011</u>	<u>2,503</u>	<u>98,781</u>

Details of loan notes and interest accrued on the loan notes is shown in note 15 and note 5.

**19 Parent undertaking and control**

The Company's immediate parent undertaking is EMF-UK 2008-1 Parent Limited which is registered in England, United Kingdom and has its registered office located at Third Floor, 1 King's Arms Yard, London, EC2R 7AF. The entire issued share capital of EMF-UK 2008-1 Parent Limited is held by a trustee under a declaration of trust for charitable purposes.

Affiliate companies, Southern Pacific Mortgage Limited and Preferred Mortgages Limited, retain an interest in the cash flows and profits of the Company. The Company's operations are managed by Wilmington Trust SP Services (London) Limited, an affiliate company.

The largest and smallest group in which the results of the Company are consolidated is Southern Pacific Mortgage Limited, a company incorporated in England, United Kingdom. The consolidated financial statements of Southern Pacific Mortgage Limited are available to the public and may be obtained from Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The Company's ultimate controlling party is Lehman Brothers Holdings Inc., which is incorporated in the state of Delaware in the United States of America, and was the ultimate parent undertaking of both Southern Pacific Mortgage Limited and Preferred Mortgages Limited.

**Notes to the financial statements  
for the year ended 30 November 2022**

**20 Capital management**

The Company is not subject to any externally proposed capital requirements except for the minimum requirement under the Companies Act 2006. The Company has not breached the minimum requirement.

The Company's capital consists of share capital contributed by investors. Due to the structural features of the securitisation process, where cash paid out to noteholders cannot exceed cash received, and where the holder of the deferred consideration certificate is entitled to any excess deferred consideration, the amount of share capital is not expected to fluctuate over time. Accordingly, the objective of capital management is to hold constant the amount of share capital, and this objective is achieved by the structural features of the securitisation transaction documented in the offering circular and other legal documentation.

**21 Post statement of financial position date events**

There are no significant events occurring after the statement of financial position date, up to the date of approval of the financial statements that would meet the criteria to be disclosed or adjusted in the financial statements as at 30 November 2022.