

# **DELAMARE CARDS HOLDCO LIMITED**

## **ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

**Company Number: 06634898**



## **DELAMARE CARDS HOLDCO LIMITED**

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## **DELAMARE CARDS HOLDCO LIMITED**

### **DIRECTORS AND ADVISERS**

<b>Directors:</b>	C S Bidel M Speight C M Warnes
<b>Secretary:</b>	Sanne Group Secretaries (UK) Limited 6th Floor 125 London Wall London EC2Y 5AS
<b>Registered Office:</b>	6th Floor 125 London Wall London EC2Y 5AS
<b>Bankers:</b>	HSBC Bank Plc 8 Canada Square London E14 5HQ
<b>Cash Manager:</b>	Tesco Personal Finance plc 2 South Gyle Crescent Edinburgh EH12 9FQ
<b>Servicer:</b>	Tesco Personal Finance plc 2 South Gyle Crescent Edinburgh EH12 9FQ

## **DELAMARE CARDS HOLDCO LIMITED**

### **STRATEGIC REPORT**

The Directors present their Strategic Report for Delamare Cards Holdco Limited (the Company) for the year ended 31 December 2021.

The Annual Report and Financial Statements comprises the Strategic Report, the Directors' Report and the Financial Statements and accompanying notes.

### **BUSINESS MODEL**

The principal activity of the Company is to act within a securitisation structure for credit card receivables originated or acquired by Tesco Personal Finance plc (TPF).

The credit card receivables are held in Trust for the Company and the originator, TPF, by Delamare Cards Receivables Trustee Limited (the Trustee). The Company is incorporated and domiciled in the United Kingdom, where all of its business activities take place, and is registered in England.

The activities of the Company are managed in accordance with the securitisation transaction documents, which set out the workings of the transaction and the principal risks to holders of the Notes issued by Delamare Cards MTN Issuer Plc, a fellow group undertaking. As such, these have not been reproduced in full in these Financial Statements.

### **BUSINESS PERFORMANCE**

The Company has not traded during the year.

### **STRATEGIC PRIORITIES**

The Company is currently dormant. No future changes in the activities of the Company are envisaged.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

There are no risks or uncertainties which are considered relevant to the activities of the Company due to its dormant status.

### **KEY PERFORMANCE INDICATORS (KPIs)**

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 Company. However, a defined set of KPIs for the securitisation transaction are set out in the securitisation transaction documentation and published in the monthly Servicer Reports, available on <https://bank.tescopl.com>.

### **BY ORDER OF THE BOARD**



C S Bidel

Director

28 February 2022

## **DELAMARE CARDS HOLDCO LIMITED**

### **DIRECTORS' REPORT**

The Directors present their Annual Report and the unaudited Financial Statements for the year ended 31 December 2021.

### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The Company's business review and future developments are set out in the Strategic Report on page 2.

### **RISK MANAGEMENT**

The Company's risk management disclosures are set out in the Strategic Report on page 2.

### **EVENTS AFTER THE REPORTING DATE**

There are no events after the reporting date requiring adjustment or disclosure in these Financial Statements.

### **GOING CONCERN**

The Directors have made an assessment of going concern, taking into account both current and projected cash flows.

Given its dormant status, the Directors do not anticipate any external changes in the business environment which would adversely impact the Company.

As a result of this assessment, the Directors consider the Company to be in a satisfactory financial position and confirm that the Company has confidence that any solvency or liquidity risks can be managed effectively. Accordingly, the Directors consider that it is appropriate to adopt the going concern basis of accounting in preparing the Financial Statements.

### **DIVIDENDS**

During the year, no interim dividend has been paid (2020: £nil). The Directors do not recommend a final dividend for the year (2020: £nil). The Directors consider the results to be satisfactory and as expected in light of the Company's operating environment during the year.

### **DIRECTORS**

The present Directors, who have served throughout the year and up to the date of signing the Financial Statements, except where noted below, are listed on page 1.

Since 1 January 2021 to date the following changes have taken place:

	<b>Appointed</b>	<b>Resigned</b>
Coral Suzanne Bidel	30 June 2021	
Beejadhursingh Mahen Surnam		30 June 2021

### **EMPLOYEES**

The Company does not have any employees (2020: none).

### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Where this document contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. The Company cautions users of these Financial Statements that a number of factors, including matters referred to in this document, could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, those discussed under 'Principal risks and uncertainties' on page 2.

## **DELAMARE CARDS HOLDCO LIMITED**

### **DIRECTORS' REPORT (Continued)**

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare such financial statements for each financial year. Under that law the Directors have prepared the Financial Statements in accordance with International Accounting Standards (IASs) in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB). 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 for that year.

In preparing these Financial Statements, the Directors are required to:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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.

Each of the Directors, whose names are listed on page 1 of the Annual Report and Financial Statements confirms that, to the best of their knowledge:

- the Financial Statements, which have been prepared in accordance with IASs in conformity with the requirements of the Companies Act 2006 and IFRSs as issued by the IASB, give a true and fair view of the assets, liabilities, financial position and result of the Company;
- the Strategic Report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that it faces; and
- the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for the Company's shareholder to assess the Company's position, performance, business model and strategy.

#### **BY ORDER OF THE BOARD**



CS Bidel  
Director

28 February 2022

**DELAMARE CARDS HOLDCO LIMITED**

**STATEMENT OF FINANCIAL POSITION**

**As at 31 December 2021**

**Company number 06634898**

	<b>Note</b>	<b>31 December 2021 £'000</b>	<b>31 December 2020 £'000</b>
<b>Assets</b>			
Investment in subsidiary undertakings	2	50	50
<b>Total assets</b>		<b>50</b>	<b>50</b>
<b>Liabilities</b>			
Other payables	3	38	38
<b>Total liabilities</b>		<b>38</b>	<b>38</b>
<b>Equity</b>			
Share capital	4	–	–
Retained earnings		12	12
<b>Total equity</b>		<b>12</b>	<b>12</b>
<b>Total liabilities and equity</b>		<b>50</b>	<b>50</b>

For the year ended 31 December 2021 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The member has not required the Company to obtain an audit of its Financial Statements for the period in question in accordance with section 476 of the Companies Act 2006; and
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of Financial Statements.

The Financial Statements on pages 5 - 8 were approved by the Board of Directors and authorised for issue on 28 February 2022 and were signed on its behalf by:



C S Bidel

Director

## **DELAMARE CARDS HOLDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **1. ACCOUNTING POLICIES**

##### **Basis of preparation**

The Financial Statements have been prepared in accordance with International Accounting Standards in conformity with the requirements of the Companies Act 2006 and International Financial Reporting Standards (IFRSs) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) of the International Accounting Standards Board (IASB) and those parts of the Companies Act 2006 applicable to Companies reporting under IFRSs.

The Financial Statements have been prepared under the historical cost convention.

The Financial Statements are presented in Sterling, which is the functional currency of the Company. The figures shown in the Financial Statements are rounded to the nearest thousand unless otherwise stated.

New and amended accounting standards adopted by the Company in the year are set out in note 8.

##### **Going concern**

The Directors continue to adopt the going concern basis in preparing the Financial Statements.

##### **Principal accounting policies**

A summary of the Company's accounting policies is set out below. These policies have been consistently applied to all of the years presented, unless otherwise stated.

##### **(a) Investment in subsidiary undertakings**

Subsidiaries are all entities (including structured entities) over which the Company has legal ownership. Although all of the equity of the securitisation structured entities is owned by the Company, the nature of these entities means that Tesco Personal Finance plc (TPF) has the rights to variable returns from its involvement with these securitisation structured entities and has the ability to affect those returns through its power over them. As such, they are effectively controlled by TPF and are consolidated on a line by line basis in the Consolidated Financial Statements of TPF. The Company's investments in its subsidiaries are stated at cost less any impairment.

##### **(b) Financial Instruments**

The Company classifies a financial instrument as a financial asset, financial liability or an equity instrument in accordance with the substance of the contractual arrangement. An instrument is classified as a liability if it creates a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities on potentially unfavourable terms. An instrument is classified as equity if it evidences a residual interest in the assets of the Company after the deduction of liabilities.

##### **Financial liabilities**

###### **• Classification and measurement**

All of the financial liabilities held by the Company are classified and measured at amortised cost using the effective interest rate method, after initial recognition at fair value. Fair value is calculated as the issue proceeds, net of premiums, discounts and transaction costs incurred.

##### **Derecognition**

Financial liabilities are derecognised when they have been redeemed or otherwise extinguished.

##### **(c) Impairment of non-financial assets**

Non-financial assets are reviewed for impairment when there are indications that the carrying value may not be recoverable. In the event that an asset's carrying amount is determined to be greater than its recoverable amount, an impairment loss is recognised immediately in the Income Statement and the carrying value of the asset is written down by the amount of the loss. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets for which an impairment loss has been recognised are reviewed for possible reversal of the impairment at each reporting date.



**DELAMARE CARDS HOLDCO LIMITED****NOTES TO THE FINANCIAL STATEMENTS (Continued)****2. INVESTMENT IN SUBSIDIARY UNDERTAKINGS**

	<b>31 December 2021 £'000</b>	<b>31 December 2020 £'000</b>
Investment in subsidiary undertakings	50	50

Investment in subsidiary undertakings is classified as non-current (2020: non-current).

<b>Name of company</b>	<b>Nature of business</b>	<b>Place of incorporation</b>	<b>Registered Offices</b>
Delamare Cards MTN Issuer Plc	Securitisation entity	UK	6th Floor, 125 London Wall, London, EC2Y 5AS
Delamare Cards Funding 1 Limited	Securitisation entity	UK	6th Floor, 125 London Wall, London, EC2Y 5AS
Delamare Cards Funding 2 Limited	Securitisation entity	UK	6th Floor, 125 London Wall, London, EC2Y 5AS

**3. OTHER PAYABLES**

	<b>31 December 2021 £'000</b>	<b>31 December 2020 £'000</b>
Amounts due to Delamare Cards MTN Issuer Plc	38	38

Other payables are classified as current (2020: current).

**4. SHARE CAPITAL**

	<b>31 December 2021 £</b>	<b>31 December 2020 £</b>
<b>Authorised</b>		
100 Ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1 each	1	1

100% of the issued share capital is beneficially owned by the parent undertaking, Sanne Group Nominees 1 (UK) Limited.

## **DELAMARE CARDS HOLDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

#### **5. CONTROLLING PARTY**

The entire share capital of Delamare Cards Holdco Limited is held under a trust agreement by Sanne Group Nominees 1 (UK) Limited, a company incorporated in the United Kingdom (UK) and registered in England. Copies of the Financial Statements of Sanne Group Nominees 1 (UK) Limited may be obtained from its registered office at 6th Floor, 125, London Wall, London, EC2Y 5AS.

The Directors' decisions and control of the entity are carried out in accordance with the securitisation transaction documents set up for the benefit of Tesco Personal Finance plc. Therefore the Company's immediate parent company is Tesco Personal Finance plc, a company incorporated in the UK and registered in Scotland. The smallest group into which the Company is consolidated is Tesco Personal Finance plc. Copies of the consolidated Financial Statements of Tesco Personal Finance plc can be obtained from its registered office at 2 South Gyle Crescent, Edinburgh, EH12 9FQ.

The Company's ultimate parent undertaking and controlling party is Tesco PLC, a company incorporated in the UK and registered in England. Tesco PLC is the largest group into which the Company is consolidated. Copies of the consolidated Financial Statements of Tesco PLC can be obtained from its registered office at Tesco House, Shire Park, Kestrel Way, Welwyn Garden City, AL7 1GA.

#### **6. RELATED PARTY DISCLOSURE**

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operational decisions, or one other party controls both.

The terms and conditions of any transactions with key management personnel and their related parties are no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel or related entities on an arm's length basis.

The Company was established by TPF, the ultimate parent Company of which is Tesco PLC, to facilitate the securitisation of credit card receivables originated by TPF.

C S Bidel and C M Warnes are directors of Sanne Group Secretaries (UK) Limited and Sanne Group Nominees 1 (UK) Limited.

#### **7. FINANCIAL INSTRUMENTS**

##### **Classification of financial liabilities**

All of the Company's financial liabilities are classified at amortised cost.

##### **Fair values of financial liabilities**

The Directors consider that the carrying value of other payables recorded on the Statement of Financial Position is approximately equal to their fair value due to their short-term nature.

#### **8. ADOPTION OF NEW AND AMENDED INTERNATIONAL FINANCIAL REPORTING STANDARDS**

##### **Standards, amendments and interpretations issued which became effective in the current year**

During the year the Company did not adopt any new accounting standards or amendments to standards which became effective in the current year which had any impact on the Company.

##### **Early adoption of new standards**

During the year the Company did not early adopt any new accounting standards or amendments to standards.

##### **Standards, amendments and interpretations issued but not yet effective**

There are no new standards and amendments to standards which have been issued and are mandatory for accounting periods beginning on or after 1 January 2022 or later periods which are expected to impact the Company.