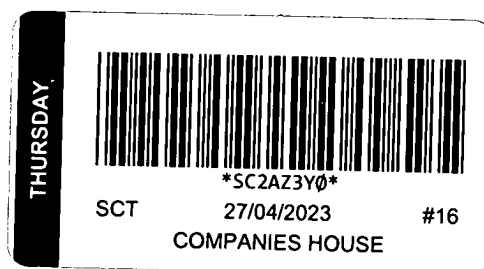
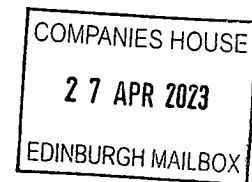


ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

Company registration number 09929174

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022



ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

COMPANY INFORMATION

Directors	D Crawford W Paterson D Wilson
Company Secretary	N Jennings
Registered number	09929174
Registered office	Arbuthnot House 7 Wilson Street London EC2M 2SN
Auditor	Mazars LLP 100 Queen Street Glasgow G1 3DN

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**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

Introduction

The Directors present the Strategic Report, the Directors' Report and the financial statements of the Company for the year ended 31 December 2022.

Business review

Asset Alliance Group Finance No.2 Limited is a subsidiary of Asset Alliance Group Holdings Limited ("AAGHL"). The principal activity of the Company is to act as an intermediate holding company.

The company has not traded in either the current or prior year.

Principal risks and uncertainties

Being non-trading, the risks and uncertainties affecting the Company are limited. The main risk is the impact of inflationary pressures in the wider economy and the adverse impact that this may have on the subsidiary businesses. The risk is mitigated within each of the subsidiaries as far as possible through regular Board meetings, budget reviews, planning processes and the preparation and analysis of detailed monthly management accounts.

Financial key performance indicators

Given the nature of its operations, there are no key performance indicators.

Future developments

The company is expected to continue to act as an intermediate holding company. The company is not expected to trade.

This report was approved by the Board on 26 April 2023 and signed on its behalf by:


David S Crawford (Apr 26, 2023 16:18 GMT+1)

D Crawford
Director

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

The Directors present their report and the financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

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 the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice). 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 these financial statements, the Directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently.
- make judgements and accounting 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The Directors who served during the year and up to the date of these financial statements were signed were:

D Crawford
A Lannon (resigned 18 January 2023)
W Paterson
D Wilson

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Matters covered in the Strategic Report

The business review, principal risks and uncertainties and future developments are included within the Strategic Report on page 1.

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 as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Mazars LLP has expressed its willingness to continue in office as the Company's auditor. Pursuant to section 487 of the Companies Act 2006, Mazars LLP will therefore be deemed to be reappointed and will remain in office.

The report was approved by the Board on 26 April 2023 and signed on its behalf by:


David S Crawford (Apr 26, 2023 16:18 GMT+1)

D Crawford
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASSET ALLIANCE GROUP HOLDINGS LIMITED

Opinion

We have audited the financial statements of Asset Alliance Group Finance No. 2 Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

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

Basis for opinion

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

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASSET ALLIANCE GROUP HOLDINGS LIMITED (CONTINUED)

cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASSET ALLIANCE GROUP HOLDINGS LIMITED (CONTINUED)

In preparing the financial statements, the Directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006.

In addition, we evaluated the Directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related posting manual journal entries to manipulate

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASSET ALLIANCE GROUP HOLDINGS LIMITED (CONTINUED)

financial performance, management bias through judgements and assumptions in significant accounting estimates and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the Directors and Management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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

Use of the audit report

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


Craig Maxwell (Apr 27, 2023 09:46 GMT+1)

Craig Maxwell (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor
100 Queen Street
Glasgow
G1 3DN

Date: Apr 27, 2023

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £	2021 £
Turnover		-	-
Gross profit		-	-
Administrative expenses		-	-
Operating profit	4	-	-
Interest receivable and similar income		-	-
Profit before taxation		-	-
Taxation	6	-	-
Profit after taxation		-	-

The company did not trade in the year. There were no recognised gains and losses other than those included in the Statement of Comprehensive Income.

The notes on pages 11 to 15 form part of these financial statements.

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	7	<u>2,400,145</u>	<u>2,400,145</u>
		2,400,145	2,400,145
Creditors: amounts falling due within one year	8	<u>(1)</u>	<u>(1)</u>
Net current liabilities		(1)	(1)
Net assets		<u>2,400,144</u>	<u>2,400,144</u>
Capital and reserves			
Share capital	9	100	100
Other reserves	10	<u>2,400,044</u>	<u>2,400,044</u>
		<u>2,400,144</u>	<u>2,400,144</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 26 April 2023 by:

David S Crawford
David S Crawford (Apr 26, 2023 16:18 GMT+1)

D Crawford
Director

The notes on pages 11 to 15 form part of these financial statements.

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Share capital £	Other reserves £	Total equity £
At 1 January 2022	100	2,400,044	2,400,144
Comprehensive income for the year:			
Profit for the year	-	-	-
Total comprehensive income for the year	-	-	-
At 31 December 2022	100	2,400,044	2,400,144

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Share capital £	Other reserves £	Total equity £
At 1 January 2021	100	2,400,044	2,400,144
Comprehensive income for the year:			
Loss for the year	-	-	-
Total comprehensive income for the year	-	-	-
At 31 December 2021	100	2,400,044	2,400,144

The notes on pages 11 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

These financial statements are presented in Pounds Sterling (GBP), as that is the currency in which the Company's transactions are denominated. They comprise the financial statements of the Company drawn up to 31 December 2022.

Asset Alliance Group Finance No.2 Limited is a Company limited by shares incorporated in the United Kingdom and registered in England. Details of the registered office and number can be found on the Company information page of these financial statements.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies, as detailed in note 3.

The following principal accounting policies have been applied:

2.2. Financial Reporting Standard 102 – reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7

This information is included in the consolidated financial statements of Arbuthnot Banking Group PLC as at 31 December 2022 and these financial statements may be obtained from Arbuthnot House, 7 Wilson Street, London, EC2M 2SN.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

2.3. Going concern

The Company acts as an intermediate holding company. It does not trade and has net assets. As such the directors are satisfied that the preparation of the financial statements on a going concern basis is appropriate.

2.4. Consolidation

These financial statements are for the Company. Asset Alliance Group Finance No.2 Limited is a Parent Entity and the exemption from consolidation has been taken as consolidated financial statements are prepared by its ultimate parent, Arbuthnot Banking Group PLC., a company incorporated in the United Kingdom. Copies of the Group financial statements may be obtained from that company's registered address.

Exemption has been taken from preparing a Statement of Cash Flows on the grounds that a consolidated Statement of Cash Flows is prepared within the consolidated financial statements of Arbuthnot Banking Group PLC.

2.5. Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6. Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at the present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

2.6. Financial instruments (continued)

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the Balance Sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when contractual rights to the cashflows from the assets expire, or when the Company has transferred substantially all the risks and rewards of ownership.

Financial liabilities are derecognised only once the liability has been extinguished through discharge, cancellation or expiry.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Share capital

Ordinary shares are classified as equity. Called up share capital represents the nominal value of shares that have been issued.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

The Directors are satisfied that the accounting policies are appropriate and applied consistently. There are no areas of estimation.

4. Operating profit

The operating profit is stated after charging audit fees of £nil (2021: £nil). The audit fees were paid by another company within the group.

5. Employees

There were no employees during the year (2021: nil). The Directors did not receive any remuneration during the year (2021: £nil).

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

6. Taxation

The company did not trade in either the current or prior year. As such there is no corporation tax due in respect of either year.

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

7. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 January 2022	2,400,145
At 31 December 2022	2,400,145

The following were subsidiary undertakings of the Company:

Name	Activity	Class of shares	Holding
Direct shareholding:			
Asset Alliance Leasing Limited	Commercial vehicle financing	Ordinary	100%
ATE Truck & Trailer Sales Limited	Dormant	Ordinary	100%

The registered office of both companies is Arbuthnot House, 7 Wilson Street, London, EC2M 2SN.

8. Creditors: amounts falling due within one year

	Note	2022 £	2021 £
Amounts owed to Group undertakings	11	1	1
		1	1

ASSET ALLIANCE GROUP FINANCE NO.2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

9. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
100 (2021: 100) ordinary shares of £1 each	<u>100</u>	<u>100</u>
	<u>100</u>	<u>100</u>

Ordinary shares are non-redeemable and one vote can be cast per share. Dividends may be declared in general meetings.

10. Reserves

Other reserves

In 2016 the investment in ATE Truck & Trailer Sales Limited was purchased from Asset Alliance Finance Limited for consideration of 100 £1 Ordinary shares. The difference between the investment value of £2,400,144 and the £100 of Ordinary share capital was taken to other reserves.

11. Related party transactions

As permitted under FRS 102, transactions with other 100% owned companies in the Group have not been disclosed as related party transactions.

12. Controlling party

100% of the share capital of Asset Alliance Group Finance No.2 Limited is owned by Asset Alliance Finance Limited. Asset Alliance Finance Limited is owned by Asset Alliance Group Holdings Limited. Asset Alliance Group Holdings Limited is a subsidiary of Arbuthnot Latham & Co., Limited (a company registered in England and Wales), which in turn is a subsidiary of Arbuthnot Banking Group PLC (also a company registered in England and Wales), which is the ultimate parent company. Sir Henry Angest, the Group Chairman and CEO, has a beneficial interest in 56.3% of the issued ordinary share capital of Arbuthnot Banking Group PLC and is regarded by the Directors as the ultimate controlling party. A copy of the consolidated financial statements of Arbuthnot Banking Group PLC may be obtained from 7 Wilson Street, London, EC2M 2SN.