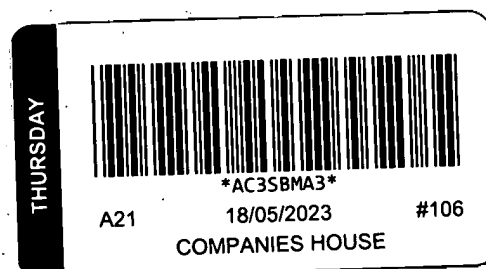


**Company Registered No: NI006915**

**LOMBARD & ULSTER LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 December 2022**



**LOMBARD & ULSTER LIMITED**

**NI006915**

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**LOMBARD & ULSTER LIMITED**

**NI006915**

**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS:**

I J Isaac  
P Moffat

**COMPANY SECRETARY:**

NatWest Group Secretarial Services Limited

**REGISTERED OFFICE:**

11-16 Donegall Square East  
Belfast  
Northern Ireland  
BT1 5UB

**INDEPENDENT AUDITOR:**

Ernst & Young LLP  
The Paragon  
Counterslip  
Bristol  
BS1 6BX

**Registered in Northern Ireland**

**LOMBARD & ULSTER LIMITED****NI006915****DIRECTORS' REPORT****ACTIVITIES AND BUSINESS REVIEW**

This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption and therefore does not include a Strategic report.

**Activity**

Historically the principal activity of Lombard & Ulster Limited ("the Company") has been the provision of credit finance by way of instalment credit and then primarily that of a holding company but in recent years the Company is non-trading.

The Company is a subsidiary of NatWest Group plc which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources, or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of NatWest Group plc review these matters on a group basis. A copy of the NatWest Group annual report is available at [www.natwestgroup.com](http://www.natwestgroup.com) and on Companies House website. A copy can also be requested from Legal, Governance and Regulatory Affairs, NatWest Group, Gogarburn, Edinburgh, PO Box 1000, EH12 1HQ.

NatWest Group comprises NatWest Group plc, its subsidiaries and associated undertakings.

**Review of the year****Business review**

The directors are satisfied with the Company's performance in the year. The Company will be guided by its shareholder over its future development.

**Financial performance**

The Company's financial performance is presented on pages 8 to 10.

Income increased by £463k (2021: decreased by £63k). The profit before tax for the year was £483k (2021: £20k). The retained profit for the year was £391k (2021: £16k) and this was transferred to reserves.

A final dividend of £33,500k was paid during the year (2021: nil).

At the end of the year total assets were £5,280k (2021: £38,301k).

**Principal risks and uncertainties**

The Company seeks to minimise its exposure to financial risks other than credit risk.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including market, interest rate and credit risk. It is undertaken within limits and other policy parameters set by the NatWest Group Asset and Liability Management Committee.

The Company is funded by facilities from Lombard North Central Plc, its immediate parent company. These are denominated in sterling which is the functional currency and carries no significant financial risk.

The Company's assets mainly comprise loans receivable and cash which would expose it to credit risk.

The principal risks associated with the Company are:

**Credit risk**

Credit risk is the risk that companies, financial institutions, individuals and other counterparties will be unable to meet their obligations to the Company.

All loans receivable are with NatWest Group. Although credit risk arises this is not considered to be significant, and no amounts are past due.

**LOMBARD & ULSTER LIMITED**

**NI006915**

**DIRECTORS' REPORT**

**Basis of preparation**

These financial statements are prepared on a going concern basis, see note 1(a) on page 11.

**DIRECTORS AND SECRETARY**

The present directors and secretary, who have served throughout the year, are listed on page 1.

**DIRECTORS' RESPONSIBILITIES STATEMENT**

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 a Directors' report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard (FRS) 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and the profit or loss of the Company for that year. In preparing these 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 FRS 101 has been followed; 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 to enable them to ensure that the Directors' report and financial statements comply with the requirements of 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' INDEMNITIES**

NatWest Group plc has indemnified both of the directors under qualifying third-party terms.

**LOMBARD & ULSTER LIMITED**

**NI006915**

**DIRECTORS' REPORT**

**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the directors at the date of approval of this report confirms that:

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

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

**AUDITOR**

Ernst & Young LLP has expressed its willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf:



Peter Moffat (May 12, 2023 12:45 GMT+1)

P Moffat

Director

Date: 12 May 2023

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOMBARD & ULSTER LIMITED

### Opinion

We have audited the financial statements of Lombard & Ulster 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 the related notes 1 to 9, 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 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

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

### Basis for opinion

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

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

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the 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 12 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### Other information

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

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

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

We have nothing to report in this regard

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOMBARD & ULSTER LIMITED**

### **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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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.
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirements to prepare a strategic report.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 3, 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.

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 these financial statements.

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

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

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (Financial Reporting Standard FRS 101 – Reduced Disclosure framework and the Companies Act 2006) and the relevant direct tax compliance regulation in the United Kingdom. In addition, the Company is required to comply with laws and regulations relating to its operations, including health and safety, anti-bribery and corruption and General Data Protection Regulation ('GDPR')



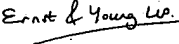
## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOMBARD & ULSTER LIMITED

- We understood how the Company is complying with those frameworks by making inquiries of senior management and those responsible for legal and compliance matters for their awareness of any non-compliance with laws and regulations and to understand how the Company maintains and communicates its policies as well as through the evaluation of corroborating documentation. We have also reviewed minutes of the Board and gained an understanding of the Company's governance framework.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved making inquiries of those charged with governance and senior management as to their awareness of any non-compliance of laws or regulations, inquiring about the policies that have been established to prevent non-compliance with laws and regulations, inquiring about the Company's methods of enforcing and monitoring compliance with such policies and reviewing the complaints logs.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by assuming revenue, specifically topside adjustments to revenue, to be subject to fraud risk. We considered the controls the Company has established to address the risks identified by the entity and to prevent or detect fraud, including in a remote-working environment; and how management monitors these controls. Where this risk was considered to be higher, we performed audit procedures to address each identified fraud risk. Our audit approach procedures also included testing a sample of manual journals to verify the transactions were appropriate and supported by source documentation.

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

### Use of our report

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

DocuSigned by:  
  
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Robin Enstone (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Bristol  
Date

12 May 2023

**LOMBARD & ULSTER LIMITED****NI006915****STATEMENT OF COMPREHENSIVE INCOME**  
**for the year ended 31 December 2022**

		<b>2022</b>	<b>2021</b>
	<b>Notes</b>	<b>£'000</b>	<b>£'000</b>
<b>Income from continuing operations</b>			
Finance income	<b>3</b>	<b>483</b>	<b>20</b>
<b>Profit before tax</b>		<b>483</b>	<b>20</b>
Tax charge	<b>4</b>	<b>(92)</b>	<b>(4)</b>
<b>Profit and total comprehensive income for the year</b>		<b>391</b>	<b>16</b>

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

**LOMBARD & ULSTER LIMITED****NI006915****BALANCE SHEET**  
**as at 31 December 2022**

	Notes	2022 £'000	2021 £'000
<b>Current assets</b>			
Loans receivable	7	4,408	37,461
Cash at bank		872	840
		<b>5,280</b>	<b>38,301</b>
<b>Total assets</b>		<b>5,280</b>	<b>38,301</b>
<b>Current liabilities</b>			
Current tax liabilities		92	4
<b>Total liabilities</b>		<b>92</b>	<b>4</b>
<b>Equity</b>			
Share capital	8	4,000	4,000
Retained earnings		1,188	34,297
<b>Total equity</b>		<b>5,188</b>	<b>38,297</b>
<b>Total liabilities and equity</b>		<b>5,280</b>	<b>38,301</b>

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

The financial statements were approved by the Board of Directors on 11 May 2023 and signed on its behalf by:

*Peter Moffat*

Peter Moffat (May 12, 2023 12:45 GMT+1)

P. Moffat  
Director  
12 May 2023

**LOMBARD & ULSTER LIMITED****NI006915****STATEMENT OF CHANGES IN EQUITY  
for the year ended 31 December 2022**

	Note	Share capital £'000	Retained earnings £'000	Total £'000
<b>At 1 January 2021</b>		4,000	34,281	38,281
Profit for the year		-	16	16
<b>At 31 December 2021</b>		4,000	34,297	38,297
Profit for the year		-	391	391
Dividend paid	5	-	(33,500)	(33,500)
<b>At 31 December 2022</b>		<b>4,000</b>	<b>1,188</b>	<b>5,188</b>

Total comprehensive income for the year of £391k (2021: £16k) was wholly attributable to the owners of the Company.

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

**LOMBARD & ULSTER LIMITED****NI006915****NOTES TO THE FINANCIAL STATEMENTS****1. Accounting policies****a) Preparation and presentation of financial statements**

The directors have prepared the financial statements:

- on a going concern basis after assessing the principal risks, forecasts, projections and other relevant evidence over the twelve months from the date the financial statements are approved and under FRS 101 Reduced Disclosure Framework; and
- on the historical cost basis.

The Company meets the definition of a qualifying financial entity under FRS 100 Application of Financial Reporting Requirements issued by the Financial Reporting Council.

The Company is incorporated in the UK and registered in Northern Ireland and the financial statements are presented:

- in accordance with the Companies Act 2006;
- in sterling which is the functional currency of the Company; and
- with the benefit of the disclosure exemptions permitted by FRS 101 with regard to:
  - comparative information in respect of certain assets;
  - cash-flow statement;
  - standards not yet effective;
  - related party transactions;
  - disclosure requirements of IFRS 7 "Financial Instruments: Disclosure" and IFRS 13 "Fair Value Measurement".

Where required, equivalent disclosures are given in the group accounts of NatWest Group plc, these financial statements are available to the public and can be obtained as set out in note 9.

The changes to IFRS that were effective from 1 January 2022 have had no material effect on the Company's financial statements for the year ended 31 December 2022.

**b) Revenue recognition**

Interest income or expense relates to financial instruments measured at amortised cost using the effective interest rate method.

**c) Taxation**

Tax encompassing current tax and deferred tax, is recorded in the profit and loss account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income, other comprehensive income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

**d) Financial instruments**

All financial instruments are measured at fair value on initial recognition.

Financial instruments are classified either by business model, by product or by reference to the IFRS default classification.

Classification by business model reflects how the Company manages its financial assets to generate cash flows. A business model assessment determines if cash flows result from holding financial assets to collect the contractual cash flows; from selling those financial assets; or both.

**LOMBARD & ULSTER LIMITED****NI006915****NOTES TO THE FINANCIAL STATEMENTS****1. Accounting policies (continued)****d) Financial instruments (continued)**

Financial assets that are held to collect the contractual cash flows and comprise solely payments of principal and interest are measured at amortised cost. Financial assets managed under a business model of both to collect contractual cash flows (comprising solely of payments of principal and interest), and to sell are measured at fair value through other comprehensive income.

Classification by product relies on specific designation criteria which are applicable to certain classes of financial assets or circumstances where accounting mismatches would otherwise arise. The product classifications apply to financial assets that are either designated at fair value through profit or loss, or to equity investments designated as at fair value through other comprehensive income. In all other instances, fair value through profit or loss is the default classification and measurement category for financial assets.

Regular way purchases of financial assets classified as amortised cost, are recognised on the settlement date; all other regular way transactions in financial assets are recognised on the trade date.

All liabilities not subsequently measured at fair value are measured at amortised cost.

**e) Impairment of financial assets**

At each balance sheet date each financial asset or portfolio of loans measured at amortised cost or at fair value through other comprehensive income, issued financial guarantee and loan commitment is assessed for impairment. Loss allowances are forward looking, based on 12 month expected credit losses where there has not been a significant increase in credit risk rating, otherwise allowances are based on lifetime expected losses.

Expected credit losses are a probability-weighted estimate of credit losses. The probability is determined by the risk of default which is applied to the cash flow estimates. In the absence of a change in credit rating, allowances are recognised when there is reduction in the net present value of expected cash flows. Following a significant increase in credit risk, ECL are adjusted from 12 months to lifetime. This will lead to a higher impairment charge.

On restructuring where a financial asset is not derecognised, the revised cash flows are used in re-estimating the credit loss. Where restructuring causes derecognition of the original financial asset, the fair value of the replacement asset is used as the closing cash flow of the original asset.

Where, in the course of the orderly realisation of a loan, it is exchanged for equity shares or property, the exchange is accounted for as the sale of the loan and the acquisition of equity securities or investment property. Where the Company's acquired interest is in equity shares, relevant policies for control, associates and joint ventures apply.

**f) Derecognition**

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition in accordance with IFRS 9 "Financial Instruments".

A financial liability is removed from the balance sheet when the obligation is discharged, or cancelled, or expires.

**LOMBARD & ULSTER LIMITED****NI006915****NOTES TO THE FINANCIAL STATEMENTS****2. Critical accounting policies and key sources of estimation uncertainty**

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. In accordance with their responsibilities for these financial statements, the estimates the directors consider most important to the portrayal of the Company's performance and financial condition are discussed below.

**Loan impairment provisions**

In 2022 there were no loan impairment provisions established. Accounting policy 1(e) sets out how the expected loss approach is applied. A loan is impaired when there is objective evidence that the cash flows will not occur in the manner expected when the loan is advanced. Such evidence includes changes in the credit rating of the borrower, the failure to make payments in accordance with the loan agreement; significant reductions in the value of any security, breach of limits or covenants; and observable data about relevant macroeconomic measures.

**3. Finance income**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
On loans receivable from group companies	<b>483</b>	<b>20</b>

**4. Tax**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Current taxation:</b>		
UK corporation tax charge for the year	<b>92</b>	<b>4</b>

The actual tax charge matches the expected tax charge computed by applying the standard rate of UK corporation tax of 19% (2021: 19%)

The UK Corporation tax rate applicable to the company from 1 April 2020 is 19%.

It was announced in the UK Government's Budget on 3 March 2021 that the main UK corporation tax rate will increase to 25% from 1 April 2023. This change was substantively enacted on 24 May 2021.

**5. Dividends**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Final dividend paid	<b>33,500</b>	<b>-</b>

**6. Auditor's remuneration**

There was no charge in either the current or prior year's financial statements for auditor's remuneration as the fees of £7k (2021: £6k) were charged in the financial statements of Lombard North Central Plc.

**7. Loans receivable**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Due within one year</b>		
Amounts owed by group companies	<b>4,408</b>	<b>37,461</b>

**LOMBARD & ULSTER LIMITED****NI006915****NOTES TO THE FINANCIAL STATEMENTS****8. Share capital**

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Allotted, called up and fully paid:		
4,000,000 Ordinary shares of £1 each	<b>4,000</b>	<b>4,000</b>

The company has one class of ordinary voting shares which carry no right to fixed income.

**9. Related parties****UK Government**

The UK Government through HM Treasury is the ultimate controlling party of NatWest Group plc. Its shareholding is managed by UK Government Investments Limited, a company it wholly-owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they include the payment of UK corporation tax.

**Group companies**

At 31 December 2022

The Company's immediate parent was:	Lombard North Central Plc
The smallest consolidated accounts including the Company were prepared by:	National Westminster Bank Plc
The ultimate parent company was:	NatWest Group plc

All parent companies are incorporated in the UK. Copies of their accounts may be requested from Legal, Governance and Regulatory Affairs, NatWest Group plc, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.