

Annual report and financial statements

Lannraig Funding Limited

For the year ended 30 September 2020

Company Number: 07681029

Lannraig Funding Limited

Annual report and financial statements

For the year ended 30 September 2020

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Officers and professional advisers

| | |
|-----------------------------|--|
| Directors | Miles Storey (resigned 31 July 2020) Justin Fox (appointed 1 August 2020) Intertrust Directors 1 Limited Intertrust Directors 2 Limited |
| Secretary | Intertrust Corporate Services Limited |
| Registered office | 1 Bartholomew Lane London EC2N 2AX |
| Independent auditors | Ernst & Young LLP 1 Bridgewater Place Leeds LS11 5QR |

Strategic report

The Directors of Lannraig Funding Limited (the “Company”) present their strategic report for the year ended 30 September 2020.

Principal activities and business structure

The Company is a Special Purpose Vehicle (“SPV”) which forms part of Clydesdale Bank PLC’s (“CB PLC”) Lannraig Residential Mortgage Backed Securities Programme (the “Programme”). The Programme was established primarily for the purpose of raising wholesale funding for the Programme Originator (“Originator”) CB PLC.

The Company is incorporated under the Companies Act 2006 and registered in England and Wales and is a wholly owned subsidiary of Lannraig Holdings Limited (“LaHL”), the immediate parent entity, which is incorporated under the Companies Act 2006 and registered in England and Wales. The ultimate controlling entity is Virgin Money UK PLC (“VMUK PLC”). VMUK PLC and its subsidiary undertakings, which include CB PLC, comprise the Virgin Money UK PLC Group (“Group”). Further detail of the group structure is disclosed in note 1.1.

The principal activity of the Company is to hold an interest in a pool of mortgages held on trust (the “Trust Property”) By Lannraig Trustees Limited (“LaTL”), a private limited company incorporated and registered in Jersey. The Trust Property was sold to LaTL by the Originator who retains substantially all the risks and rewards associated with the mortgage loans. As such, the Company’s interest in the Trust Property is recognised as part of a deemed loan to CB PLC. The deemed loan is described in note 1.4 to the financial statements. Pursuant to the Global Intercompany Loan Agreement, the Company has received (“Intercompany Loans”) from Lannraig Master Issuer PLC (“LaMI”) to fund the acquisition of the deemed loan.

The Programme documentation relating to the Programme structure defines certain prescribed roles and terms and should be read in conjunction with these financial statements. The Programme documentation can be found at: <https://www.virginmoneyukplc.com/investor-relations/debt-investors/securitisation-lannraig/>.

Financial analysis

During the year the Company issued no new Notes or associated Intercompany Loans. There were scheduled repayments of £72m on the 2018-1A Notes and associated Intercompany Loans.

The class 1A and class 2A Notes and associated Intercompany Loans are subject to controlled amortisation and bullet repayments, with the maximum repayment on each payment date set out in the Programme documentation. Repayments are ultimately dependent on there being sufficient principal receipts from the borrowers under the underlying mortgage loans in the Trust Property or Originator cash contributions as outlined in the Programme documentation. The Company is only obliged to make repayments of interest and principal in respect of the Intercompany Loans, to the extent that repayments are received from CB PLC in respect of the deemed loan or applicable reserve funds are available.

Following a successful consent solicitation process with the Noteholders, the existing Sterling LIBOR interest basis of all Notes in issue was replaced by a Compounded Daily SONIA interest basis. This change was implemented in August 2020 for both the Notes and associated Intercompany Loan tranches. This change completes the IBOR transition related activities of the Programme.

The Company receives a share of income from the Trust Property in proportion to its share of the total mortgage assets of the Trust. Under the terms of the Programme, the Company is entitled to retain a pre-determined profit balance. For the year ended 30 September 2020 this equated to £4,800 (2019: £5,300). Income in excess of the required amount accrues to CB PLC as deferred consideration of £10,366,000 (2019: £11,995,000). Deferred consideration is described in note 1.4 to the financial statements.

The combined performance of the deemed loan and payments made under the Intercompany Loans has been in line with expectations.

Key performance indicators (“KPIs”)

The Company’s Directors are of the opinion that analysis using KPIs would not enhance an understanding of the development, performance or position of the Company.

Strategic report (continued)

Section 172(1) statement

In accordance with the Companies Act 2006 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018), the Directors provide this statement describing how they have had regard to the matters set out in section 172(1) of the Act, when performing their duty to promote the success of the Company.

In accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018), this statement also provides details of how the Directors have engaged with and had regard to the interest of key stakeholders. In accordance with section 426B of the Companies Act 2006, this statement is also available at <https://www.virginmoneyukplc.com/investor-relations/>.

As an SPV, the governance structure and key policies to achieve the objectives of section 172(1) were set out in the Programme documentation at inception of the Programme. Therefore, compliance with the Programme documentation ensures regard for the matters set out in section 172(1) as follows:

- The programme documentation sets out the principal transactions that will be undertaken to achieve the purpose and objectives of the Company, while ensuring the Company's assets are safeguarded.
- The Company has appointed third parties to perform various roles as specified in the Programme documentation. Fees and conditions were agreed at inception and are paid in line with the Programme's priority of payment schedule.
- In accordance with the securitisation tax regime, the Company is only permitted to retain minimal profit.
- The limited nature and range of activities of an SPV, means the Company has no employees and engagement with community and environmental stakeholders is not relevant for consideration.
- The Company has a sole member, LaHL, which also forms part of the Programme. CB PLC is the originator of the Programme and where matters impact the wider Group, stakeholder engagement is led by the VMUK PLC Board.

Future developments

The Company was established as a structured entity to facilitate the raising of funds for investment in a deemed loan. The Directors continue to monitor the economic environment and financial markets with regard to the borrowing of further loan tranches from LaMI for additional investment. No changes in future activities are envisaged.

The economic impacts of COVID-19 have yet to fully crystallise. Although the duration and depth of the downturn is uncertain, risks to credit and margin performance are expected, with significant disruption to both supply and demand already occurring. Increasing unemployment could impact customers' ability to repay their lending.

The efficacy of monetary and fiscal policy, and the speed and ability with which the United Kingdom ("UK") can return to normal operating conditions, will determine the overall economic impact for the UK and the Group.

There is an increased possibility of a second Scottish independence referendum, driven by a greater visibility of policy differences through the COVID-19 response.

Principal risks and uncertainties

The Company is exposed to changes in market variables such as floating interest rate obligations arising from floating rate interest bearing loans. These risks are mitigated as the Company entered into a funding basis swap arrangement and the limited recourse nature of the loans. The main features of the Company's internal control and risk management systems are set out in note 4.3.

The risks and challenges identified in the financial statements do not represent an exhaustive list of the risks and issues associated with the Company. Other risks and issues not specifically referenced may adversely impact the future financial position and performance of the Company. Accordingly, no assurances or guarantees of future performance, profitability or returns on capital are given by the Company.

Financial risk management

The Company's principal financial asset is the deemed loan and the risks associated are the performance of the underlying mortgage loans along with the floating rate interest obligations on the Intercompany Loans issued. The financial risk management policies are discussed further in note 4.3 to the financial statements.

This report was approved by the Board of Directors on 25 January 2021 and signed on its behalf by:



Helena Whitaker

For and on behalf of Intertrust Directors 1 Limited, Director
25 January 2021

Directors' report

The Directors present their report and the audited financial statements of the Company for the year to 30 September 2020.

Corporate governance

The Directors have been charged with governance in accordance with the Programme documentation describing the structure and operation of the Programme. The governance structure of the Company is such that the key policies have been predetermined at inception and the operational roles have been assigned to third parties with their roles strictly governed by the Programme documentation.

The main features of the Company's internal control and risk management systems are set out in note 4.3.

Profits and appropriations

The statement of comprehensive income for the year is set out on page 9.

The Directors do not recommend the payment of a dividend for the year under review (2019: £Nil).

Future developments and financial risk management objectives and policies

Information regarding future developments and financial risk management objectives and policies of the Company in relation to the use of financial instruments that would otherwise be required to be disclosed in the Directors' report, and which is incorporated into this report by reference, can be found in the strategic report.

Directors and Directors' interests

The Directors of the Company during the period and up to the date on which the financial statements were approved are disclosed on page 1.

Directors' interests

None of the Directors had any interest either during the year or at the end of the year in any material contract or arrangement with the Company.

Appointments and resignations

Justin Fox was appointed as a director of the Company on 1st August 2020.

Miles Storey resigned as director of the Company on 30th July 2020.

Directors' remuneration

None of the Directors were directly remunerated by the Company in respect of their duties as Directors of the Company. However, during the year, an expense of £7,000 (2019: £7,000) was incurred to Intertrust Management Limited for the provision of corporate administration services including the services of two Directors to the Company. In relation to the remaining Directors, their service to the Company was performed as part of their employment with CB PLC and no remuneration was earned in respect of qualifying services provided to the Company. CB PLC has not recharged this Company for the cost of this service.

Company secretary

The Company secretary during the year, and subsequently, was Intertrust Corporate Services Limited.

Third party indemnities

A qualifying third party indemnity provision for the benefit of the Directors was in force during the year and remains in force as at the date of approval of the annual report and financial statements.

Employees

The Company does not have any employees.

Stakeholder engagement

In accordance with the Companies Act 2006 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018) the Directors provide this statement on page 3 describing how they have had regard to the matters set out in section 172(1), when performing their duty to promote the success of the Company.

In accordance with the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018) this statement also provides details of how the Directors have engaged with and had regard to the interest of key stakeholders.

The Company is a controlled entity of VMUK PLC and as such follows many of the processes and practices of this company which are further referenced in this statement where relevant. In accordance with section 426B of the Companies Act 2006, this statement is also available at <https://www.virginmoneyukplc.com/investor-relations/>.

Political donations

No political donations were made throughout the year (2019: £Nil).

Directors' report (continued)

Research and development costs

The Company does not undertake formal research and development activities.

Related parties

Details of related party transactions are set out in note 4.2 of the financial statements.

Share capital

Information about share capital is shown in note 3.8.

Going concern

The Company's Directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the resources to continue in business for at least 12 months from the approval of the financial statements. This assessment has taken into account the impact of COVID-19 on the Company's current financial position and results and the potential impact in future periods.

The Company's use of the going concern basis for preparation of the accounts is discussed in note 1.3.

Events after the balance sheet date

There have been no significant events between 30 September 2020 and the date of approval of the annual financial statements which would require a change to or additional disclosure in the financial statements.

Auditors and disclosure of information to the auditors

The Directors who were members of the Board at the time of approving the Directors' report are listed on page 1. Having made enquiries of fellow Directors and of the Company's auditors, each of these Directors confirms that:

- to the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware; and
- each Director has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditors are aware of that information.

The auditor, Ernst & Young LLP, has expressed their willingness to continue in office. Pursuant to Section 487 of the Companies Act 2006, Ernst & Young LLP, subject to any resolution to the contrary, are deemed to have been re-appointed as auditor of the Company.

This report was approved by the Board of Directors on 25 January 2021 and was signed on its behalf by:



Helena Whitaker

For and on behalf of Intertrust Directors 1 Limited, Director
25 January 2021

Statement of Directors' responsibilities

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

UK 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 International Financial Reporting Standards ("IFRS's") as adopted by the EU and applicable law. 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 Statement of Comprehensive Income of the Company for that year. In preparing these financial statements the Directors are required to:

- select suitable accounting policies in accordance with IAS 8: Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- 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 IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the financial position and financial performance;
- state that the Company has complied with IFRS, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable; 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.

This statement was approved by the Board of Directors on 25 January 2021 and was signed on its behalf by:



Helena Whitaker

For and on behalf of Intertrust Directors 1 Limited, Director
25 January 2021

Independent auditor's report to the members of Lannraig Funding Limited

We have audited the financial statements of Lannraig Funding Limited for the period ended 30 September 2020 which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity, the Statement of cash flows and the related notes 1 to 4.4, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 30 September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the EU and
- have been properly 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the 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 Directors' report have been prepared in accordance with applicable legal requirements.

Independent auditor's report to the members of Lannraig Funding Limited (continued)

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 strategic report or 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 by the parent company, 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 statement of Directors' responsibilities on page 7 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.

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



Steven Robb (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP

Statutory Auditor, Leeds

25 January 2021

**Statement of comprehensive income
for the year ended 30 September**

| | Note | 2020 £'000 | 2019 restated £'000 |
|--|------|-----------------|------------------------|
| Interest income | 2.2 | 11,937 | 14,890 |
| Interest expense | 2.3 | <u>(11,822)</u> | <u>(14,774)</u> |
| Operating income | | 115 | 116 |
| Operating expenses | 2.4 | <u>(110)</u> | <u>(110)</u> |
| Profit before tax | | 5 | 6 |
| Tax expense | 2.5 | <u>(1)</u> | <u>(1)</u> |
| Total comprehensive income attributable to equity holders | | <u>4</u> | <u>5</u> |

The notes on pages 13 to 31 form part of these financial statements. Refer to note 1.7 for a schedule of restatements.

**Balance sheet
as at 30 September**

| | Note | 2020 £'000 | 2019 restated £'000 |
|-------------------------------------|------|----------------|------------------------|
| Assets | | | |
| Deemed loan | 3.1 | 723,777 | 799,502 |
| Reserve fund | 3.2 | 35,000 | 35,000 |
| Other assets | 3.3 | 6,643 | 6,427 |
| Cash and cash equivalents | 3.4 | 6,163 | 6,155 |
| Total assets | | 771,583 | 847,084 |
| Liabilities | | | |
| Intercompany Loans | 3.5 | 766,297 | 838,533 |
| Other liabilities | 3.6 | 5,240 | 8,509 |
| Current tax liability | | 1 | 1 |
| Total liabilities | | 771,538 | 847,043 |
| Equity | | | |
| Share capital | 3.8 | - | - |
| Retained earnings | | 45 | 41 |
| Total equity | | 45 | 41 |
| Total liabilities and equity | | 771,583 | 847,084 |

The notes on pages 13 to 31 form part of these financial statements. Refer to note 1.7 for a schedule of restatements.

The financial statements were approved by the Board of Directors on 25 January 2021 and signed on its behalf by:



Helena Whitaker

For and on behalf of Intertrust Directors 1 Limited, Director
25 January 2021
Company No: 07681029

Statement of changes in equity

| | Share capital £'000 | Retained earnings £'000 | Total £'000 |
|---|---------------------------|-------------------------------|----------------|
| Balance at 30 September 2018 | - | 36 | 36 |
| Total comprehensive income for the year | - | 5 | 5 |
| Balance at 30 September 2019 | - | 41 | 41 |
| Total comprehensive income for the year | - | 4 | 4 |
| Balance at 30 September 2020 | - | 45 | 45 |

The notes on pages 13 to 31 form part of these financial statements.

**Statement of cash flows
for the year ended 30 September**

| | Note | 2020 £'000 | 2019 restated £'000 |
|--|------|-----------------|------------------------|
| Operating activities | | | |
| Profit before tax | | 5 | 6 |
| <i>Adjustments for non-cash movements included in profit before tax:</i> | | | |
| Interest income | 2.2 | (11,937) | (14,890) |
| Interest expense | 2.3 | 11,822 | 14,774 |
| <i>Adjustments to working capital:</i> | | | |
| Changes in operating assets | 4.1 | (216) | (1,840) |
| Changes in operating liabilities | 4.1 | (5) | 2 |
| Tax paid | | (1) | (1) |
| Net cash used in operating activities | | (332) | (1,949) |
| Investing activities | | | |
| Principal repayment of deemed loan | | 72,000 | 66,900 |
| Interest received on deemed loan | | 15,628 | 22,767 |
| Increase in investment in reserve funds | | - | (10,700) |
| Interest received on cash and cash equivalents | | 34 | 81 |
| Net cash provided by investing activities | | 87,662 | 79,048 |
| Financing activities | | | |
| Drawdown of Intercompany Loans | 4.1 | - | 750,000 |
| Principal repayment of Intercompany Loans | 4.1 | (72,000) | (810,900) |
| Interest paid on Intercompany Loans | | (11,379) | (13,979) |
| Drawdown of subordinated loan | 4.1 | - | 3,930 |
| Repayment of subordinated loan | 4.1 | (3,930) | - |
| Interest paid on subordinated loan | | (13) | (143) |
| Net cash used in by financing activities | | (87,322) | (71,092) |
| Net increase in cash and cash equivalents | | 8 | 6,007 |
| Cash and cash equivalents at beginning of year | | 6,155 | 148 |
| Cash and cash equivalents at end of year | 3.4 | 6,163 | 6,155 |

The notes on pages 13 to 31 form part of these financial statements. Refer to note 1.7 for a schedule of restatements.

Notes to the financial statements

Section 1: Basis of preparation and accounting policies

1.1 General information

The Company is incorporated under the Companies Act 2006 and registered in England and Wales.

The immediate parent company is LaHL, a company incorporated under the Companies Act 2006 and registered in England and Wales. The ultimate parent company is Intertrust Corporate Services Limited, a company incorporated and registered in England. Intertrust Corporate Services Limited does not consolidate the results of the Company.

CB PLC, a company incorporated under the Companies Act 2006 and registered in Scotland, is the Originator of the Programme. The smallest group in which the results of the Company are consolidated is that headed by CB PLC. The ultimate controlling entity is VMUK PLC, a company incorporated under the Companies Act 2006 and registered in England and Wales. VMUK PLC and its subsidiary undertakings, which include CB PLC, comprise the Virgin Money UK Group ("Group"). The Virgin Money UK Group is the largest group in which the results of the Company are consolidated. The financial statements of VMUK PLC may be obtained from VMUK PLC's registered office at Jubilee House, Gosforth, Newcastle upon Tyne, NE3 4PL.

1.2 Basis of accounting

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, including interpretations issued by the IFRS Interpretations Committee, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial information has been prepared under the historical cost convention.

1.3 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report. In addition, note 4.3 to the financial statements includes the Company's risk management objectives.

The Company has access to financial resources through its interest in the deemed loan. It is the intention of the Directors of the Company to continue operations while the Programme supports the funding and liquidity needs of the Group. Due to the limited recourse nature of the Intercompany Loans and associated Notes issued by LaMI, the ultimate risk is borne by the Noteholders, therefore any shortfall in the proceeds from the deemed loan will be a risk to the Noteholders of the Programme rather than the Company.

The Directors believe the Company is well placed to manage its business risks successfully in line with the Programme documentation. This includes the impact of COVID-19 on the Company's current financial position and results and the potential impact in future financial periods. Accordingly, the financial statements have been prepared on a going concern basis.

1.4 Accounting policies

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The financial statements are presented in pounds sterling ("GBP"), which is also the Company's presentation currency, rounded to the nearest thousand pounds (£'000) unless otherwise stated.

(b) Interest income and interest expense

Interest income is reflected in the statement of comprehensive income using the effective interest ("EIR") method which discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the non-credit impaired financial asset. Interest expense is reflected in the statement of comprehensive income using the same EIR method on the amortised cost of the financial liability.

When calculating the EIR, cash flows are estimated considering all contractual terms of the financial instrument (e.g. prepayment, call and similar options) excluding future credit losses ("ECL"). The calculation includes all amounts paid or received that are an integral part of the EIR such as transaction costs and all other premiums or discounts. Where it is not possible to reliably estimate the cash flows or the expected life of a financial instrument (or group of financial instruments), the contractual cash flows over the full contractual term of the financial instrument (or group of financial instruments) are used.

Deferred consideration expense to LaMI

Deferred consideration to LaMI arises when LaMI requires additional income to provide for expenses and meet the pre-defined profit level. Deferred consideration to LaMI is paid in priority to the deferred consideration paid to the Originator, CB PLC, as per priority of payments in the Programme documentation. The expense is included in interest expense in the statement of comprehensive income and is accrued as a payable until settled.

(c) Taxation

Income tax expense is the tax payable on the current year's taxable income, based on the applicable tax rate adjusted by changes in deferred tax assets and liabilities, and is based on the permanent tax regime for securitisation companies.

Notes to the financial statements (continued)**Section 1: Basis for preparation and accounting policies (continued)****1.4 Accounting policies (continued)****(d) Financial instruments***Recognition and derecognition*

A financial asset or a financial liability is recognised on the balance sheet when the Company becomes party to the contractual provisions of the instrument. Purchases and sales of financial assets classified within fair value through profit and loss ("FVTPL") or fair value through other comprehensive income ("FVOCI") are recognised on trade date.

The Company derecognises a financial asset when the contractual cash flows from the asset expire or it transfers the right to receive contractual cash flows on the financial asset in a transaction in which substantially all the risk and rewards of ownership are transferred. Financial liabilities are derecognised when the Company has discharged its obligation to the contract, or the contract is cancelled or expires.

Classification and measurement

The Company measures a financial asset or liability on initial recognition at its fair value, plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability (with the exception of financial assets or liabilities at fair value through profit or loss, where transaction costs are recognised directly in the statement of comprehensive income as they are incurred).

Financial assets

Subsequent accounting for a financial asset is determined by the classification of the asset depending on the underlying business model and contractual cash flow characteristics. This results in classification within one of the following categories:

i. Amortised cost

A financial asset is measured at amortised cost when (1) the asset is held within a business model whose objective is achieved by collecting contractual cash flows; and (2) the contractual terms give rise to cash flows on specified dates which are solely payments of principal and interest on the principal amount outstanding. Financial assets held at amortised cost are assessed for impairment using the ECL methodology. Further detail is provided in note 1.5.

ii. FVOCI

A financial asset is measured at FVOCI when (1) the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and (2) the contractual terms give rise to cash flows on specified dates which are solely payments of principal and interest on the principal amount outstanding unless the financial asset is designated as FVTPL on initial recognition.

iii. FVTPL

A financial asset is measured at FVTPL if it (1) does not fall into one of the business models described above; (2) is specifically designated as FVTPL on initial recognition in order to eliminate or significantly reduce a measurement mismatch; or (3) is classified as held for trading.

A financial instrument is classified as held for trading if it is acquired principally for the purpose of selling in the near term, forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative not in a qualifying hedge relationship.

The Company's cash and cash equivalents, reserve funds and deemed loan are classified as financial assets at amortised cost. This classification is determined by the business model under which the Company uses the assets ('held to collect' business model) and the nature of the assets' cash flows. The cash flows have been determined to be solely payments of principal and interest, reflecting the basic lending arrangement.

The company has no financial assets classified as FVOCI or FVTPL.

Financial liabilities

Financial liabilities are measured at amortised cost, except for financial liabilities at FVTPL. Such liabilities include derivatives (other than derivatives that are financial guarantee contracts or are designated and effective hedging instruments), and liabilities designated at FVTPL on initial recognition.

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

Notes to the financial statements (continued)**Section 1: Basis for preparation and accounting policies (continued)****1.4 Accounting policies (continued)****(d) Financial instruments (continued)***Fair value measurement*

Fair value is defined as 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 measurement date.

When available, the Company measures the fair value of an instrument using quoted prices 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 ongoing basis.

Where no such active market exists for the particular asset or liability, the Company uses a valuation technique to arrive at the fair value, including the use of transaction prices obtained in recent arm's length transactions where possible, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants. In doing so, fair value is estimated using a valuation technique that makes maximum possible use of market inputs and that places minimal possible reliance upon entity-specific inputs.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price (i.e. the fair value of the consideration given or received) unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging) or based on a valuation technique whose variables include only data from observable markets. When such evidence exists, the Company recognises profits or losses on the transaction date.

The carrying value of financial assets at FVTPL reflects the credit risk attributable to the counterparty. Changes in the credit profile of the counterparty are reflected in the fair value of the asset and recognised in the statement of comprehensive income.

(e) Deemed loan

Where 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 Company has concluded that CB PLC has retained substantially all the risks and rewards of the pool of mortgage loans held by the Trustee. As a consequence, the Company has concluded that the Company should not recognise the beneficial interest in the mortgage loans on its balance sheet but rather a deemed loan at amortised cost due from CB PLC.

Initial recognition of the deemed loan corresponds to the initial consideration paid by the Company for the interest in the Trust Property. The Company recognises principal and interest cash flows from the underlying pool of mortgage loans only to the extent that it is entitled to retain such cash flows in accordance with the Company revenue and principal priority of payments as detailed in the Programme documentation. Cash flows attributable to CB PLC are not recognised in the Company's statement of comprehensive income.

Deferred consideration to CB PLC

Deferred consideration to CB PLC arises when there is surplus income of the underlying mortgage loans to which the Company has a beneficial interest, to the extent that it exceeds the costs and allowable profit of the Company. Deferred consideration is payable to CB PLC as the Originator of the Programme. As the Company does not recognise income to which it is not beneficially entitled, deferred consideration payable is accounted for as a deduction against the deemed loan and the associated expense is recognised in the statement of comprehensive income as a deduction against deemed loan interest income.

Basis swaps

The Company uses derivative financial instruments to manage exposure to interest rate. Interest rate risk arises when there is a mismatch between fixed interest rate and floating interest rates, and different repricing characteristics between assets and liabilities.

As the transfer of the Trust Property did not qualify for derecognition, the basis swap derivatives have not been separately recognised on the balance sheet, but the effect of the derivatives has been recognised as a component of the deemed loan.

(f) Reserve funds

Reserve funds are held in line with the Programme documentation, which places restrictions on the timing and use of the funds. The reserve funds are held as cash at bank, which is measured at amortised cost.

(g) Other assets

Other assets include intercompany receivables and pre-paid expenses, which are recognised initially at fair value and subsequently measured at amortised cost.

Notes to the financial statements (continued)

Section 1: Basis for preparation and accounting policies (continued)

1.4 Accounting policies (continued)

(h) Cash and cash equivalents

Cash and cash equivalents are measured at amortised cost and are derecognised when the rights to receive cash flows have expired or the Company has transferred substantially all the risks and rewards of ownership. These balances are generally of a short-term nature, and repayable on demand or within a short timescale, generally three months. For the purposes of the statement of cash flows, cash and cash equivalents comprise balances with less than three months' maturity from the date of acquisition.

(i) Intercompany Loans

The loans issued under the terms of the Global Intercompany Loan Agreement with LaMI comprise the Intercompany Loans. The Intercompany Loans are initially recognised on the balance sheet at the fair value of the proceeds received and subsequently measured at amortised cost.

(j) Other liabilities

Other liabilities include non-interest earning intercompany payables and accrued expenses, which are recognised initially at fair value and subsequently measured at amortised cost.

(k) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of tax effects.

(l) Capital management overview

The Company is not subject to externally imposed capital requirements outside the scope of Programme documentation. The Company considers its capital to reflect share capital which can be found in the balance sheet on page 10.

1.5 Critical accounting estimates and judgements

The preparation of financial statements requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosed amount of contingent liabilities. Assumptions made at each balance sheet date are based on best estimates at that date. Although the Company has internal control systems in place to ensure that estimates can be reliably measured, actual amounts may differ from those estimates. The most significant judgements and estimates are as follows:

Fair value of financial instruments

Where the fair values of financial assets and liabilities recorded on the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of mathematical models. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair values. The most significant inputs in relation to the Company's derivative financial instruments, impacting the carrying value are future expectations of interest rates. These are derived from observable market data. The valuation of these financial instruments is described in more detail in note 3.7.

Impairment of financial assets

At initial recognition, allowance is made for ECLs resulting from default events that are forecast within the next 12 months (12-month ECL). In the event of a significant increase in credit risk since origination, allowance (or provision) is made for ECLs resulting from all possible default event over the expected life of the financial instrument (lifetime ECL). In assessing a significant increase in credit risk, the Company monitors the level of credit enhancement within the programme as detailed in the monthly reporting, as well as consider the presence of any trigger events as per the Programme documentation.

Financial assets where 12-month ECL 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 deemed loan is, by its construction, an instrument that incorporates credit enhancement. The interest due on the deemed loan is only due to the extent it matches the obligations of the entity. All securitisation programmes incorporate credit enhancement in the form of excess spread and various reserve funds for use in the event the cash flow for a particular payment period is insufficient. ECL for the deemed loan would only therefore be recognised where the ECL on the underlying assets were large enough that no credit enhancement remained, which is not currently the case. As at 30 September 2020, Management judges ECLs based on the available supportable information, to be immaterial and as a result no ECL disclosures are presented. Any subsequent additional uptake in payment holidays as a result of COVID-19, result in a deferral of payment only and do not constitute or indicate losses on the underlying pool, or additional ECLs.

Notes to the financial statements (continued)

Section 1: Basis for preparation and accounting policies (continued)

1.6 New accounting standards and interpretations

(a) New accounting standards and interpretations adopted during the period

The Company has adopted a number of International Accounting Standards Board ("IASB") pronouncements in the current financial year, none of which have had a material impact on the financial statements:

- IFRIC interpretation 23: 'Uncertainty over Income Tax Treatments', issued June 2017 and effective for financial years beginning on or after 1 January 2019. The new interpretation applies to any situation in which there is uncertainty as to whether an income tax treatment is acceptable under tax law and is not limited to actual ongoing disputes; and
- 'Annual Improvements to IFRS Standards 2015-2017 Cycle', issued December 2017 and effective for financial years beginning on or after 1 January 2019. The IASB has made amendments to the following standards: IFRS 3 'Business Combinations'; IFRS 11 'Joint arrangements'; IAS 12 'Income Taxes'; and IAS 32 'Borrowing Costs'.

(b) New accounting standards and interpretations not yet adopted

The IASB has issued a number of minor amendments to IFRSs that are not mandatory for the current financial year and have not been early adopted by the Company. These amendments are not expected to have a material impact for the Company and have therefore not been listed.

1.7 Restatement of prior year comparatives

Following the approval of the banking business transfer scheme under Part VII of FSMA and the subsequent transfer of business of Virgin Money PLC to CB PLC, there has been an alignment of accounting policies and presentation across the new combined Group. This has resulted in a number of items in the financial statements being reclassified to ensure consistency with Group presentation.

Components of the deemed loan

Intercompany balances relating to the deemed loan which have previously been presented on a disaggregate basis are now aggregated. In the prior year, principal due from Trustee was presented within other assets and accrued interest on the basis swap and deferred consideration due to CB PLC presented as other liabilities. As the ultimate source of these cashflows is the underlying mortgage loans, it has been determined that they should form part of the deemed loan. Deferred consideration expense to CB PLC and interest income on the basis swap have been similarly represented.

Impact on the financial statements

In accordance with IAS 8 'Accounting policies, changes in accounting estimates and errors' the adjustments noted above require restatement to the prior year financial statements. The impact of the restatements on the statement of comprehensive income, the balance sheet and the cash flow statement are set out below:

Statement of comprehensive income

| | As previously stated | Reclassify deemed loan | Restated |
|--|----------------------|---------------------------|------------|
| | £'000 | £'000 | £'000 |
| Interest income | 26,885 | (11,995) | 14,890 |
| Interest expense | (26,769) | 11,995 | (14,774) |
| Operating income | 116 | - | 116 |
| Operating expenses | (110) | - | (110) |
| Profit before tax | 6 | - | 6 |
| Tax expense | (1) | - | (1) |
| Total comprehensive income attributable to equity holders | 5 | - | 5 |

Notes to the financial statements (continued)

Section 1: Basis for preparation and accounting policies (continued)

1.7 Restatement of prior year comparatives (continued)

Balance sheet

| | As previously stated £'000 | Reclassify deemed loan £'000 | Restated £'000 |
|-------------------------------------|-------------------------------|------------------------------------|-------------------|
| Assets | | | |
| Deemed loan | 816,073 | (16,571) | 799,502 |
| Reserve fund | 35,000 | - | 35,000 |
| Other assets | 12,427 | (6,000) | 6,427 |
| Cash and cash equivalents | 6,155 | - | 6,155 |
| Total assets | 869,655 | (22,571) | 847,084 |
| Liabilities | | | |
| Intercompany Loans | 838,533 | - | 838,533 |
| Other liabilities | 31,080 | (22,571) | 8,509 |
| Current tax liability | 1 | - | 1 |
| Total liabilities | 869,614 | (22,571) | 847,043 |
| Equity | | | |
| Share capital | - | - | - |
| Retained earnings | 41 | - | 41 |
| Total equity | 41 | - | 41 |
| Total liabilities and equity | 869,655 | (22,571) | 847,084 |

Notes to the financial statements (continued)

Section 1: Basis for preparation and accounting policies (continued)

1.7 Restatement of prior year comparatives (continued)

Statement of cash flows

| | As previously stated | Reclassify deemed loan | Restated |
|--|----------------------|---------------------------|-----------------|
| | £'000 | £'000 | £'000 |
| Operating activities | | | |
| Profit before tax | 6 | - | 6 |
| <i>Adjustments for non-cash movements included in profit before tax:</i> | | | |
| Interest income | (26,885) | 11,995 | (14,890) |
| Interest expense | 26,769 | (11,995) | 14,774 |
| <i>Adjustments to working capital:</i> | | | |
| Changes in operating assets | (7,840) | 6,000 | (1,840) |
| Changes in operating liabilities | 2 | - | 2 |
| Tax paid | (1) | - | (1) |
| Net cash used in operating activities | (7,949) | 6,000 | (1,949) |
| Investing activities | | | |
| Reduction in deemed loan principal | 72,900 | (6,000) | 66,900 |
| Interest received on deemed loan | 26,648 | (3,881) | 22,767 |
| Increase in investment in reserve funds | (10,700) | - | (10,700) |
| Interest received on basis swap | 458 | (458) | - |
| Interest received on cash and cash equivalents | 81 | - | 81 |
| Net cash provided by investing activities | 89,387 | (10,339) | 79,048 |
| Financing activities | | | |
| Drawdown of Intercompany Loans | 750,000 | - | 750,000 |
| Principal repayment of Intercompany Loans | (810,900) | - | (810,900) |
| Interest paid on Intercompany Loans | (13,979) | - | (13,979) |
| Drawdown of subordinated loan | 3,930 | - | 3,930 |
| Interest paid on subordinated loan | (143) | - | (143) |
| Deferred consideration paid | (4,339) | 4,339 | - |
| Net cash used in financing activities | (75,431) | 4,339 | (71,092) |
| Net increase in cash and cash equivalents | 6,007 | - | 6,007 |
| Cash and cash equivalents at beginning of year | 148 | - | 148 |
| Cash and cash equivalents at end of year | 6,155 | - | 6,155 |

Notes to the financial statements (continued)

Section 2: Results for year

2.1 Employee costs and Directors' emoluments

The Company does not have any employees thus there are no associated costs included within these financial statements (2019: £Nil). The corporate administrative duties of the Company have been outsourced to an external services provider, Intertrust Management Limited. Refer to page 4 for details of Directors emoluments.

2.2 Interest income

| | 2020 £'000 | 2019 restated £'000 |
|--|---------------|------------------------|
| Interest income on deemed loan | 11,903 | 14,809 |
| Interest income on cash and cash equivalents | 34 | 81 |
| | <u>11,937</u> | <u>14,890</u> |

Interest income on the deemed loan represents the income on the underlying mortgage loans, reduced by the net expense on the basis swap and deferred consideration expense of £10,366,000 (2019: 11,995,000).

2.3 Interest expense

| | 2020 £'000 | 2019 restated £'000 |
|--|---------------|------------------------|
| Interest expense on Intercompany Loans | 11,143 | 13,885 |
| Deferred consideration expense to LaMI | 668 | 744 |
| Interest expense on subordinated loan | 11 | 145 |
| | <u>11,822</u> | <u>14,774</u> |

2.4 Operating expenses

| | 2020 £'000 | 2019 £'000 |
|--------------------------|---------------|---------------|
| Cash management fee | 100 | 100 |
| Other operating expenses | 10 | 10 |
| | <u>110</u> | <u>110</u> |

During the year, the Company expensed £2,000 (2019: £5,000) of audit fees which are included in other operating expenses.

Notes to the financial statements (continued)

Section 2: Results for year (continued)

2.5 Taxation

The Company is taxable under the Taxation of Securitisation Companies Regulations 2006 ("Securitisation Regulations"), which is effective for accounting years beginning on or after the first of January 2007. As the payments condition has been satisfied at all times during the accounting year, the calculation of corporation tax is based on the Company's retained profits.

The Company is entitled to retain an amount of £4,800 (2019: £5,700) for year ended 30 September 2020. This annual profit meets the definition of retained profits under the Securitisation Regulations and is taxable at the current taxation rate.

| | 2020 | 2019 |
|--|--------------|----------|
| | £'000 | £'000 |
| Tax expense comprises | | |
| Current tax expense | <u>1</u> | <u>1</u> |
| The total charge can be reconciled to the accounting profit as follows: | | |
| Profit before tax | <u>5</u> | <u>6</u> |
| Income tax expense calculated at standard UK tax rate of 19% (2019: 19%) | <u>1</u> | <u>1</u> |
| Income tax expense recognised in the statement of comprehensive income | <u>1</u> | <u>1</u> |

The charge above has been calculated in accordance with the permanent regime for taxation of securitisation companies.

Since 1 April 2017, the statutory rate of UK corporation tax has been 19%. The previously enacted corporation tax reduction to 17% on 1 April 2020 was cancelled in the Budget of 11 March 2020, and a resolution effecting this passed by Parliament on 17 March 2020. The change to the tax rate has no impact on the amount disclosed in the financial statements.

Notes to the financial statements (continued)

Section 3: Assets, liabilities and capital

3.1 Deemed loan

| | 2020 £'000 | 2019 restated £'000 |
|-----------------------------|----------------|------------------------|
| Principal balance | 723,177 | 798,571 |
| Accrued interest receivable | 600 | 931 |
| | <u>723,777</u> | <u>799,502</u> |

The deemed loan represents the beneficial interest in the underlying mortgages and deferred consideration payable of £24,767,000 (2019: £21,373,000). The mortgage loans are all denominated in GBP and are at various variable or fixed rates of interest.

3.2 Reserve fund

The Company maintains a funding reserve fund, the balance of which is held as cash at bank. The Programme documentation specifies the terms under which the reserve fund can be utilised.

| | 2020 £'000 | 2019 £'000 |
|----------------------|---------------|---------------|
| Funding reserve fund | <u>35,000</u> | <u>35,000</u> |

3.3 Other assets

| | 2020 £'000 | 2019 restated £'000 |
|-----------------------|---------------|------------------------|
| Amounts due from LaMI | 6,640 | 6,427 |
| Other receivables | 3 | - |
| | <u>6,643</u> | <u>6,427</u> |

3.4 Cash and cash equivalents

| | 2020 £'000 | 2019 £'000 |
|---------------------------|---------------|---------------|
| Cash and cash equivalents | <u>6,163</u> | <u>6,155</u> |

The Company holds accounts with National Australia Bank Limited, CB PLC and Citibank. These accounts have been established in the Company's name for the following purposes:

- to hold the Company's share of the mortgage trustee available principal and revenue receipts until each distribution date;
- to apply proceeds to pay various creditors in accordance with the relevant priority of payments; and
- to retain the remaining balance as the Company's profits and paid up share capital.

Notes to the financial statements (continued)
Section 3: Assets, liabilities and capital (continued)

3.5 Intercompany Loans

| | 2020 | 2019 |
|--------------------------|----------------|----------------|
| | £'000 | £'000 |
| Principal balance | 766,100 | 838,100 |
| Accrued interest payable | 197 | 433 |
| | <u>766,297</u> | <u>838,533</u> |

| Series and class of Intercompany Loans | Credit rating of associated Note | Initial principal amount £'000 | Interest | Margin | Step-up date | Adj margin |
|--|----------------------------------|-----------------------------------|----------|--------|----------------|------------|
| 2018-1 Class 1A | AAA rated | 450,000 | SONIA | 0.836% | 21 August 2023 | 1.672% |
| 2018-1 Class 2A | AAA rated | 250,000 | SONIA | 0.946% | 21 August 2023 | 1.892% |

Credit enhancements in the form of class Z VFNs are also in existence. These are reassessed at the point of each issuance and have a rate of Compounded Daily SONIA plus 0.90%.

The Intercompany Loans are repayable quarterly in order of priority starting from the Class A tranche to the Class Z tranche, to the extent there are sufficient funds available.

The Intercompany Loans are interest bearing and have a step-up provision for the interest margin. The adjusted margin is the margin that is payable if the principal is not paid by the step-up date.

The ultimate maturity date for loan tranches is December 2069.

Following a successful consent solicitation process with the Noteholders, the existing Sterling LIBOR interest basis of all Notes and associated Intercompany Loans were replaced by a Compounded Daily SONIA interest basis. As part of this process, the margin and step-up margin were amended to reflect the differences in the underlying basis.

Movements during the year

| 2020 Series and class of Intercompany Loans | Amortised cost brought forward £'000 | Amounts issued £'000 | Amounts redeemed £'000 | Amortised cost carried forward £'000 |
|--|---|-------------------------|---------------------------|---|
| 2018-1 Class 1A | 432,000 | - | (72,000) | 360,000 |
| 2018-1 Class 2A | 250,000 | - | - | 250,000 |
| VFN1 Class Z | 106,100 | - | - | 106,100 |
| VFN2 Class Z | 50,000 | - | - | 50,000 |
| | <u>838,100</u> | <u>-</u> | <u>(72,000)</u> | <u>766,100</u> |

| 2019 Series and class of Intercompany Loans | Amortised cost brought forward £'000 | Amounts issued £'000 | Amounts redeemed £'000 | Amortised cost carried forward £'000 |
|--|---|-------------------------|---------------------------|---|
| 2012-1 Class 1A | 715,000 | - | (715,000) | - |
| 2018-1 Class 1A | - | 450,000 | (18,000) | 432,000 |
| 2018-1 Class 2A | - | 250,000 | - | 250,000 |
| VFN1 Class Z | 184,000 | - | (77,900) | 106,100 |
| VFN2 Class Z | - | 50,000 | - | 50,000 |
| | <u>899,000</u> | <u>750,000</u> | <u>(810,900)</u> | <u>838,100</u> |

Notes to the financial statements (continued)

Section 3: Assets, liabilities and capital (continued)

3.5 Intercompany Loans (continued)

Interest

Interest is payable quarterly in arrears. The payment of interest on the Intercompany Loans is dependent on the receipt of income from the deemed loan. If the Company does not receive income from the deemed loan, there is no obligation to pay interest to LaMI.

Redemption

Redemption of the Intercompany Loans will be made from the principal proceeds received on the deemed loan on the relevant payment date, in accordance to the seniority of the associated Notes and availability of funds.

Limited recourse and segregation of assets and liabilities

The Intercompany Loans are limited in recourse to the swap agreements and to the underlying mortgage loans within the deemed loan. Following termination of a swap agreement and its enforcement against the counterparty and the enforcement of the Mortgages Trust Deed there will be no other assets of the Company available to meet any outstanding Intercompany Loans and the Noteholders, who will bear any ultimate shortfall pro rata to their holdings of Notes.

3.6 Other liabilities

| | 2020 | 2019 restated |
|--|---------------------|---------------------|
| | £'000 | £'000 |
| Deferred consideration payable to LaMI | 5,236 | 4,568 |
| Subordinated loan | - | 3,932 |
| Other payables | 4 | 9 |
| | <u>5,240</u> | <u>8,509</u> |

3.7 Fair value of financial instruments held at amortised cost

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 valuation date.

Analysis of the fair value disclosures uses a hierarchy that reflects the significance of inputs used in measuring the fair value. The level in the fair value hierarchy within which a fair value measurement is categorised is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy is as follows:

- Level 1 fair value measurements - quoted prices (unadjusted) in active markets for an identical financial asset or liability;
- Level 2 fair value measurements - inputs other than quoted prices within Level 1 that are observable for the financial asset or liability, either directly (as prices) or indirectly (derived from prices); and
- Level 3 fair value measurements - inputs for the financial asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments held at amortised cost

There are various limitations inherent in this fair value disclosure particularly where prices are derived from unobservable inputs due to some financial instruments not being traded in an active market. The methodologies and assumptions used in the fair value estimates are therefore described in the notes to the tables. The difference between carrying value and fair value is relevant in a trading environment, but is not relevant to assets such as the Intercompany Loans.

The tables below show a comparison of the carrying amounts, as reported on the balance sheet, and fair values of those financial assets and liabilities measured at the amortised cost where the carrying value amounts of the financial assets and financial liabilities recorded at amortised cost in the balance sheet are not approximately equal to their fair value.

Notes to the financial statements (continued)
Section 3: Assets, liabilities and capital (continued)

3.7 Fair value of financial instruments held at amortised cost (continued)

Fair value of financial instruments held at amortised cost (continued)

| | 2020 | | | | | 2019 restated | | | | |
|---|----------------|----------------|-----------------------|---------|---------|----------------|------------|-----------------------|---------|---------|
| | Carrying value | Fair value | Fair value measuring: | | | Carrying value | Fair value | Fair value measuring: | | |
| | | | Level 1 | Level 2 | Level 3 | | | Level 1 | Level 2 | Level 3 |
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| Financial assets held at amortised cost | | | | | | | | | | |
| Deemed loan | 723,777 | 723,827 | - | - | 723,827 | 799,502 | 783,674 | - | - | 783,674 |
| Financial liabilities held at amortised cost | | | | | | | | | | |
| Intercompany Loans | 766,297 | 759,130 | - | - | 759,130 | 838,533 | 843,227 | - | 843,227 | - |

The Company's fair values disclosed for financial instruments at amortised cost are based on the following methodologies and assumptions:

Deemed loan – The fair value of the deemed loan is predominantly based on the fair value of the underlying mortgage loans and is determined from a discounted cash flow model using current market rates for instruments of similar terms and maturity and incorporates behavioural adjustment where appropriate.

Intercompany Loans – The fair value is determined from a discounted cash flow model using current market rates for instruments of similar terms and maturity.

Transfers between levels during the year were as a result of a change in the underlying methodology.

3.8 Share capital

| | 2020 | 2019 |
|--|----------|----------|
| | £ | £ |
| <i>Issued, allotted and paid-up shares</i> | | |
| 1 ordinary share - fully paid | <u>1</u> | <u>1</u> |

The entire issued share capital of the Company is held by LaHL.

Notes to the financial statements (continued)

Section 4: Other notes

4.1 Notes to the statement of cash flows

| | 2020 £'000 | 2019 restated £'000 | |
|--|-------------------------------|------------------------------|-----------------------|
| Changes in operating assets | | | |
| Net increase in: | | | |
| Other receivables | (3) | - | |
| Due to LaMI | (213) | (1,840) | |
| | <u>(216)</u> | <u>(1,840)</u> | |
| Changes in operating liabilities | | | |
| Net decrease in: | | | |
| Other payables | (5) | (2) | |
| | <u>(5)</u> | <u>(2)</u> | |
| Liabilities arising from financing activities | | | |
| | Intercompany Loans | Subordinated loan | Total |
| | £'000 | £'000 | £'000 |
| At 30th September 2018 | 899,527 | - | 899,527 |
| <i>Cash flows:</i> | | | |
| Issuances | 750,000 | 10,700 | 760,700 |
| Redemptions | (810,900) | (6,770) | (817,670) |
| <i>Non-cash flows:</i> | | | |
| Movement in accrued interest | (94) | 2 | (92) |
| At 30 September 2019 | <u>838,533</u> | <u>3,932</u> | <u>842,465</u> |
| <i>Cash flows:</i> | | | |
| Redemptions | (72,000) | (3,930) | (75,930) |
| <i>Non-cash flows:</i> | | | |
| Movement in accrued interest | (236) | (2) | (238) |
| At 30 September 2020 | <u>766,297</u> | <u>-</u> | <u>766,297</u> |

Notes to the financial statements (continued)

Section 4: Other notes (continued)

4.2 Related party transactions

During the year, the Company had intercompany transactions with fellow Programme companies LaMI and the Originator of the Programme, CB PLC. Transactions with these related parties are disclosed below.

| <i>Transactions during the year</i> | 2020 | 2019 restated |
|---|------------------|---------------|
| | £'000 | £'000 |
| LaMI | | |
| Proceeds from Intercompany Loans drawn | - | 750,000 |
| Principal repayments made on Intercompany Loans | 72,000 | 810,900 |
| Interest paid on Intercompany Loans | 11,143 | 13,885 |
| Deferred consideration expensed | 668 | 744 |
| CB PLC | | |
| Decrease in the deemed loan | 75,725 | 73,230 |
| Interest received on the deemed loan | 11,903 | 14,809 |
| Cash management fee paid | 100 | 100 |
| Proceeds from subordinated loan drawn | - | 10,700 |
| Principal repayments made on subordinated loan | 3,930 | 6,770 |
| Interest paid on subordinated loan | 11 | 145 |
| Audit fee recharged from CB PLC | 2 | - |
| Balances at end of the year | | |
| | 2020 | 2019 restated |
| | £'000 | £'000 |
| LaMI | | |
| Intercompany Loans payable | (766,297) | (838,533) |
| Expense contribution receivable | 6,640 | 6,427 |
| Deferred consideration payable | (5,236) | (4,568) |
| | (764,893) | (836,674) |
| CB PLC | | |
| Deemed loan | 723,777 | 799,502 |
| Subordinated loan payable | - | (3,932) |
| Balances in current accounts | 43 | 69 |
| | 723,820 | 795,639 |

Notes to the financial statements (continued)

Section 4: Other notes (continued)

4.3 Management of risk

Introduction and overview

The principal activity of the Company is to hold a beneficial interest in a deemed loan with CB PLC. The Company received Intercompany Loans from LaMI to fund the acquisition of the deemed loan. Therefore, the role of financial assets and financial liabilities is central to the activities of the Company; the financial liabilities provide the funding used to invest in the deemed loan, which represents the Company's principal financial asset. Financial assets and liabilities provide the majority of the assets and liabilities of the Company.

In addition to the investment in the deemed loan, and the drawdown of the Intercompany Loans, the Company has also entered into basis swaps. These are used to manage the interest rate risk associated with the mis-match between the fixed and floating interest generated by the deemed loan and that paid on the Intercompany Loans.

The strategies used by the Company in achieving its objectives regarding the use of financial instruments were set when the Company entered into the series issuance transactions, such as aligning the cash flow profiles of the Intercompany Loans with the receivables under the deemed loan. The Company has attempted to match the properties of its financial liabilities to its assets in order to avoid significant elements of risk generated by mis-matches of maturity and interest rate risk.

The Intercompany Loans are initially recognised at the value of the net proceeds received and are carried at amortised cost. The amounts repaid to LaMI (being the provider of the Intercompany Loans) in respect of these Intercompany Loans, will depend on the proceeds from the underlying mortgage loans within the deemed loan.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework which is in line with the Programme documentation.

This note presents information about the Company's exposure to risk and the Company's objectives, policies and processes for measuring and managing risk. Further quantitative disclosures are provided below.

Credit risk

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

The Company limits its exposure to credit risk by investing only with counterparties that have a suitable credit rating as defined in the Programme documentation. Credit risk is reduced in respect of the Intercompany Loans by establishing a reserve fund to meet shortfalls. The risk of default on the deemed loan is borne by the ultimate Noteholders.

Maximum exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was as follows:

| | 2020 | 2019 restated |
|---------------------------|-----------------------|----------------|
| | £'000 | £'000 |
| Deemed loan | 723,777 | 799,502 |
| Reserve fund | 35,000 | 35,000 |
| Other assets | 6,643 | 6,427 |
| Cash and cash equivalents | 6,163 | 6,155 |
| | <u>771,583</u> | <u>847,084</u> |

Notes to the financial statements (continued)

Section 4: Other notes (continued)

4.3 Management of risk (continued)

Maturity analysis of assets and liabilities

The following tables represent a breakdown of the Company's balance sheet according to the assets and liabilities contractual maturity. Maturity analysis of the deemed loan and Intercompany Loans has been based upon these being redeemed at the step-up date.

| | 2020 | | | | | | Total £'000 |
|---------------------------|--------------|---------------------|--------------------------|-----------------|-----------------|--------------------------|----------------|
| | Call | 3 months or less | 3 months to 12 months | 1 to 5 years | Over 5 years | No specified maturity | |
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | |
| Assets | | | | | | | |
| Deemed loan | - | 17,187 | 51,004 | 655,586 | - | - | 723,777 |
| Reserve funds | - | - | - | - | - | 35,000 | 35,000 |
| Other assets | - | 3 | - | - | - | 6,640 | 6,643 |
| Cash and cash equivalents | 6,163 | - | - | - | - | - | 6,163 |
| | 6,163 | 17,190 | 51,004 | 655,586 | - | 41,640 | 771,583 |
| Liabilities | | | | | | | |
| Intercompany Loans | - | 18,197 | 54,000 | 694,100 | - | - | 766,297 |
| Other liabilities | - | 4 | - | - | - | 5,236 | 5,240 |
| Current tax liability | - | - | 1 | - | - | - | 1 |
| | - | 18,201 | 54,001 | 694,100 | - | 5,236 | 771,538 |
| 2019 restated | | | | | | | |
| | Call | 3 months or less | 3 months to 12 months | 1 to 5 years | Over 5 years | No specified maturity | Total £'000 |
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| Assets | | | | | | | |
| Deemed loan | - | 17,575 | 51,486 | 730,441 | - | - | 799,502 |
| Reserve funds | - | - | - | - | - | 35,000 | 35,000 |
| Other assets | - | - | - | - | - | 6,427 | 6,427 |
| Cash and cash equivalents | 6,155 | - | - | - | - | - | 6,155 |
| | 6,155 | 17,575 | 51,486 | 730,441 | - | 41,427 | 847,084 |
| Liabilities | | | | | | | |
| Intercompany Loans | - | 18,433 | 54,000 | 766,100 | - | - | 838,533 |
| Subordinated loan | - | 2,904 | 1,028 | - | - | - | 3,932 |
| Other liabilities | - | 1,207 | - | - | - | 3,370 | 4,577 |
| Current tax liability | - | - | 1 | - | - | - | 1 |
| | - | 22,544 | 55,029 | 766,100 | - | 3,370 | 847,043 |

Notes to the financial statements (continued)

Section 4: Other notes (continued)

4.3 Management of risk (continued)

Liquidity and funding risk

Liquidity risk is the risk that the Company is unable to meet its current and future financial obligations as they fall due at acceptable cost.

The Company's obligation to LaMI is limited to the net proceeds receivable under the deemed loan and any available reserve fund. Should the net proceeds be insufficient to make all payments due in respect of a particular tranche of Intercompany Loans, the other assets of the Company will not be available for payment and the deficit is instead borne by LaMI and the swap counterparty according to established priorities.

In light of the current COVID-19 outbreak, and the measures in place to stop the spread, additional risk analysis has been performed, particularly in relation to the liquidity of the Company and the ability to settle liabilities as they fall due. The Programme is significantly over collateralised and carries additional credit enhancements, such as cash reserve funds and Z class Notes held internally to the Group, which would absorb the first of any losses. The investor reports, which are published monthly, contain details of both the underlying mortgage pool and the additional credit enhancements and can be found at: <https://www.virginmoneyukplc.com/investor-relations/debt-investors/securitisation-lannraig/>.

Cash flows payable under financial liabilities by contractual maturity

The following is an analysis of gross contractual cash flows payable under financial liabilities. Liquidity analysis of Intercompany Loans has been based upon these being redeemed at the step-up date.

| | 2020 | | | | | | Total £'000 |
|-----------------------|---------------|------------------------------|-----------------------------------|--------------------------|--------------------------|-----------------------------------|----------------|
| | Call £'000 | 3 months or less £'000 | 3 months to 12 months £'000 | 1 to 5 years £'000 | Over 5 years £'000 | No specified maturity £'000 | |
| Intercompany Loans | - | 19,163 | 58,841 | 704,273 | - | - | 782,277 |
| Other liabilities | - | 4 | - | - | - | 5,236 | 5,240 |
| Current tax liability | - | - | 1 | - | - | - | 1 |
| | - | 19,167 | 58,842 | 704,273 | - | 5,236 | 787,518 |

| | 2019 restated | | | | | | Total £'000 |
|-----------------------|---------------|------------------------------|-----------------------------------|--------------------------|--------------------------|-----------------------------------|----------------|
| | Call £'000 | 3 months or less £'000 | 3 months to 12 months £'000 | 1 to 5 years £'000 | Over 5 years £'000 | No specified maturity £'000 | |
| Intercompany Loans | - | 21,314 | 62,922 | 793,089 | - | - | 877,325 |
| Subordinated loan | - | 2,913 | 1,028 | - | - | - | 3,941 |
| Other liabilities | - | 1,207 | - | - | - | 3,370 | 4,577 |
| Current tax liability | - | - | 1 | - | - | - | 1 |
| | - | 25,434 | 63,951 | 793,089 | - | 3,370 | 885,844 |

The balances in the cash flow tables above will not agree directly to the balances in the balance sheet as the table incorporates all cash flows, on an undiscounted basis, related to both principal and interest.

Notes to the financial statements (continued)**Section 4: Other notes (continued)****4.3 Management of risk (continued)****Interest rate risk**

Interest rate risk comprises the sensitivity of the Company's current and future net interest income to movements in market interest rates. The Company is exposed to interest rate risk in that its interest expense is at fixed rates, whilst its interest income originates from its beneficial interest in a pool of mortgages at fixed and floating rates.

The operations of the Company are subject to the risk of interest rate fluctuations, to the extent that there is a difference between the amount of the interest-earning assets and the amount of the interest-bearing liabilities that mature or reprice in specified periods with the potential for both gains and losses.

At the reporting date, the Company's interest bearing financial instruments was as follows:

| | 2020 | 2019 restated |
|----------------------------------|------------------------|-----------------|
| | £'000 | £'000 |
| <i>Floating rate instruments</i> | | |
| Deemed loan | 723,177 | 799,502 |
| Intercompany Loans | (766,100) | (838,533) |
| | <u>(42,923)</u> | <u>(39,031)</u> |

Sensitivity analysis

The company has mitigated the interest rate risk associated with the Intercompany Loans by entering into swap agreements whereby the swap counterparty pays the Company amounts equal to the interest payable on the Intercompany Loans in return for the interest earned by the Company on deemed loan. Therefore, any change in interest rates would not affect the statement of comprehensive income of the Company.

Prepayment risk

Prepayment risk is the risk that the deemed loan may be realised earlier than it is possible to redeem the liabilities. This may arise due to redemptions of mortgage loans in the underlying pool. In the event that mortgage loans are redeemed sooner, the prepayment proceeds are distributed in accordance with the Programme documentation and additional mortgage loans are assigned to the pool as required.

Operational risk

Operational risk is the risk of loss resulting from inadequate or failed processes, people or systems or from external events. All administration functions have been outsourced by the Company to reputable organisations with strong operational risk controls.

4.4 Events after the balance sheet date

There have been no significant events between 30 September 2020 and the date of approval of the annual financial statements which would require a change to or additional disclosure in the financial statements.