Company Registration No: 05386924

PARAGON MORTGAGES (NO. 12) PLC

Report and Financial Statements

Year ended 30 September 2018

STRATEGIC REPORT

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

Paragon Mortgages (No. 12) PLC ('the Company') is a wholly owned subsidiary of Paragon Banking Group PLC ('the Group') and was set up to provide finance for its mortgage loan assets, by issuing mortgage backed floating rate loan notes and using the proceeds to purchase mortgage loans from other group companies.

During the year the Company operated in the United Kingdom, its principal activities are the provision of first mortgage loans. There have been no significant changes in the Company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

As shown in the Company's profit and loss account on page 8, the Company's net interest income has decreased by 10% compared to the prior year (2017: 2% decrease). This was principally reflecting the reduction in the Company's loan book. The loss after tax has increased from £925,000 to £1,113,000. This was mainly due to a decrease in net interest income during the year.

The balance sheet on page 9 of the Financial Statements shows the Company's financial position at the year end. Loans to customers have decreased by 7% due to customers redeeming their accounts. As a result, the asset backed loan notes have reduced by 6% during the year, excluding the fair value adjustment in respect of the cross currency swaps. Details of amounts owed from and to other group companies are shown in notes 13 and 17.

No interim dividend was paid during the year (2017: £nil). No final dividend is proposed (2017: £nil).

The Group manages its operations on a centralised basis. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the Group's mortgage lending operation, which includes the Company, is discussed in the Group's Annual Report, which does not form part of this Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is a securitisation company and has been structured so as to avoid, in as far as is possible, all forms of financial risk with its outstanding loan notes match-funded to maturity. An analysis of the Company's exposure to risk, including financial risk, and the steps taken to mitigate these risks are set out in note 4, and a discussion of critical accounting estimates is set out in note 3.

After considering the above, the directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements.

ENVIRONMENT

The Group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities. The Company operates in accordance with group policies, which are described in the Group's Annual Report, which does not form part of this Report.

EMPLOYEES

The Company has no employees. All operational services are provided by employees of the Group. The Group's employment policies are described in its Annual Report, which does not form part of this Report.

Approved by the Board of Directors

and signed on behalf of the Board

K G Allen

Director

15 January 2019

DIRECTORS' REPORT

The directors present their Annual Report prepared in accordance with Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the audited Financial Statements of Paragon Mortgages (No. 12) PLC ('the Company'), a company registered in England and Wales with registration no: 05386924, for the year ended 30 September 2018.

CORPORATE GOVERNANCE

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

DIRECTORS

The directors throughout the year and subsequently were:

R D Shelton

R J Woodman

J Fairrie (resigned 19 November 2018)

K G Allen

J P Giles

P H Whitaker

AUDITOR

The directors have taken all reasonable steps to make themselves and the Company's auditor, KPMG LLP, aware of any information needed in preparing the audit of the Annual Report and Financial Statements for the year, and, as far as each of the directors is aware, there is no relevant audit information of which the auditor is unaware.

A resolution for the re-appointment of KPMG LLP as the auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

INFORMATION PRESENTED IN OTHER SECTIONS

Certain information required to be included in a directors' report by the Companies Act 2006 and regulations made there under can be found in the other sections of the Annual Report, as described below. All of the information presented in these sections is incorporated by reference into this Directors' Report and is deemed to form part of this report.

- Commentary on the likely future developments in the business of the Company is included in the Strategic Report.
- A description of the Company's financial risk management objectives and policies, and its exposure to risks arising from its use of financial instruments are set out in note 4 to the accounts.
- Disclosure on any dividends paid during the year is included in the Strategic Report.

Approved by the Board of Directors

and signed on behalf of the Board

K G Allen

Director

15 January 2019

Registered Office: 51 Homer Road, Solihull, West Midlands, B91 3QJ

STATEMENT OF DIRECTORS' RESPONSIBILITIES
in relation to Financial Statements

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 financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 their profit or loss for that period.

The directors are responsible for keeping proper accounting records that 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, for the Company's systems of internal control and for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a strategic report and directors' report which comply with the applicable requirements of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board.

PSharp

Pandora Sharp

Company Secretary

15 January 2019

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PARAGON MORTGAGES (NO. 12) PLC

1 Our opinion is unmodified

We have audited the Financial Statements of Paragon Mortgages (No. 12) PLC for the year ended 30 September 2018 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of movement in equity and the related notes 1 to 19, including the accounting policies in note 2.

In our opinion, the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including Financial Reporting Standard 101 – 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion. Our audit opinion is consistent with our report to those charged with governance.

We were appointed as auditor by the shareholders on 9 February 2016. The period of total uninterrupted engagement is for the two financial years ended 30 September 2018. We have fulfilled our ethical responsibilities under, and we remain independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard as applied to listed public interest entities. No non-audit services prohibited by that standard were provided.

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

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. We summarise below the key audit matters (unchanged from 2017), in decreasing order of audit significance, in arriving at our audit opinion above, together with our key audit procedures to address those matters and, as required for public interest entities, our results from those procedures. These matters were addressed, and our results are based on procedures undertaken, in the context of, and solely for the purpose of, our audit of the financial statements as a whole, and in forming our opinion thereon, and consequently are incidental to that opinion, and we do not provide a separate opinion on these matters.

	The risk	Our response
Revenue recognition on loans and advances (£15,848k; 2016: £15,166k) *Refer to page 9 (profit and loss account) and note 2 (accounting policy).*	**Subjective estimate:** The recognition of revenue (interest receivable) on loans and advances to customers under the effective interest rate ("EIR") method requires the directors to apply judgement, with the most critical estimate being the loans' expected behavioural life. The expected life assumptions utilise repayment profiles which represent how customers are expected to pay. These profiles extend significantly into the future which creates a high level of estimation uncertainty and subjects the judgement to future market changes. The Company makes its expected life assumptions based on its forecasting process which incorporates both historical experience and judgemental overlays by management.	Our procedures included: — **Historical comparison:** We critically assessed the Company's analysis and key assumptions over the repayment profiles by comparing them to the Company's historical trends and actual portfolio behaviour; this included assessing the appropriateness of the revised cohort segmentation and the treatment of product switches; and — **Sensitivity analysis:** We performed sensitivity analysis over the repayment profiles by applying alternative profiles based upon the above procedures. — **Controls:** We tested management review controls over the approval of the Company's repayment profiles; and **Our results** — We found the resulting estimate of the revenue recognition on loans and advances to be acceptable (2017: acceptable).

Impairment of loans and receivables (£491k; 2017: £(106)k) *Refer to note 2 (accounting policy) and page 19 (financial disclosures).*	**Subjective estimate:** The impairment provision relating to the Company's loans to customers requires the Directors to make significant judgements and assumptions over the recoverability of loans and receivables. Impairment provisions are assessed on an individual and collective basis and we consider the key assumptions and risks for each in turn. *Individual impairment* A critical assumption is the appropriate identification of the impairment trigger. The individual provision model uses arrears as the primary impairment trigger and for buy-to-let properties in receivership of rent, the property status (vacant, held for sale or let) and the cure from impaired to non-impaired. There is a risk that other impairment triggers are not identified on a timely basis or that cured accounts remain impaired. The other key assumption used within the model is the estimation of the quantum and timing of future cash flows on impaired loans. This estimation includes past payment behaviour, the expected collections approach, including net rental income from the receivership of rent arrangement, and the likely collateral valuation. Where the expected collections approach is through net rental income, a key estimate is the expected future rental period. *Collective impairment* For the purposes of the collective provision assessment, the Company calculates an emergence provision based on the previous loss experience for loans that have become individually impaired, overlaid with management judgement. There is a risk that the overall provision is not reflective of the incurred losses at the end of the period due to the period of time assumed that it takes for incurred losses to emerge, changes in customer credit quality or other market factors not sufficiently incorporated into the model, such as the tax position of borrowers, changes in rental income on buy-to-let properties, and house prices.	Our procedures included: — **Control:** We tested the key controls over the acceptance, monitoring and reporting of credit risk, including testing of IT controls over the identification and measurement of accounts in arrears; — **Historical comparisons:** We critically assessed the Company's assumptions on past payment behaviour, including net rental income and growth, collateral valuations and growth, the rental periods, the proportion of properties that are vacant, and emergence provisions by comparing them to the Company's historical experience; — **Benchmarking assumptions:** We compared the Company's key assumptions on emergence period to comparable peer group organisations; — **Our sector experience:** We challenged the Company's key assumptions on impairment triggers, net rental income and emergence provisions by applying our own expectations based upon our knowledge of the Company and experience of the industry in which it operates; — **Sensitivity analysis:** We performed sensitivity analysis over the Company's key assumptions on rental periods, likely collateral valuations and emergence provisions based upon our findings from the above procedures; and **Our results** — We found the resulting estimate of the impairment of loans and receivables to be acceptable (2017: acceptable).

3 Our application of materiality and an overview of the scope of our audit
Materiality for the financial statements as a whole was set at £5.58m (2017: £3.90m), determined with reference to a benchmark of total assets of £1.0 billion, of which it represents 0.56% (2017: 0.37%).

We agreed to report to those charged with governance any corrected or uncorrected identified misstatements exceeding £0.28m (2017: £0.20m), in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above and was all performed at the Company's head office in Solihull.

4 We have nothing to report on going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

5 We have nothing to report on the other information in the Annual Report

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

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Strategic report and directors' report

Based solely on our work on the other information:
- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

6 We have nothing to report on the other matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

7 Respective responsibilities

Directors' responsibilities
As explained more fully in their statement set out on page 3, the Directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; and assessing the Company's ability to continue as a going concern. Additionally, they are responsible for: such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Irregularities – ability to detect

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience, and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence.

We had regard to laws and regulations in areas that directly affect the financial statements including financial reporting (including related company legislation) and taxation legislation. We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statement items.

In addition, we considered the impact of laws and regulations in the specific areas of regulatory capital and liquidity and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities. With the exception of any known or possible non-compliance, and as required by auditing standards, our work in respect of these was limited to enquiry of the directors and other management and inspection of regulatory and legal correspondence.

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

As with any audit, there remained a higher risk of non- detection of non-compliance with relevant laws and regulations, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

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

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

Simon Clark (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

One Snowhill, Snow Hill Queensway, Birmingham, B4 6GH

15 January 2019

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 SEPTEMBER 2018

	Note	2018 £000	2017 £000
Interest receivable			
Mortgages		15,848	15,166
Other		232	97
		16,080	15,263
Interest payable and similar charges	5	(8,543)	(6,845)
Net interest income		7,537	8,418
Other operating income		72	67
Total operating income		7,609	8,485
Operating expenses		(8,492)	(9,732)
Provisions for losses	7	(491)	106
Operating loss, being loss on ordinary activities before taxation	8	(1,374)	(1,141)
Tax on loss on ordinary activities	9	261	216
Loss on ordinary activities after taxation	15	(1,113)	(925)

All activities derive from continuing operations.

STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 30 SEPTEMBER 2018

	2018 £000	2017 £000
Loss for the year	(1,113)	(925)
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Cash flow hedge profit / (loss) taken to equity	212	(317)
Tax on items taken directly to equity	(40)	60
Other comprehensive income for the year net of tax	172	(257)
Total comprehensive income for the year	(941)	(1,182)

BALANCE SHEET

30 SEPTEMBER 2017

	Note	2018 £000	2018 £000	2017 £000	2017 £000
ASSETS EMPLOYED					
FIXED ASSETS					
Financial assets	10		967,036		1,016,238
CURRENT ASSETS					
Debtors falling due within one year	13	1,435		1,672	
Cash at bank		40,495		39,156	
			41,930		40,828
			1,008,966		1,057,066
FINANCED BY					
EQUITY SHAREHOLDERS' FUNDS					
Called up share capital	14	12		12	
Cash flow hedging reserve	15	919		747	
Profit and loss account	15	9,473		10,586	
			10,404		11,345
PROVISIONS FOR LIABILITIES	16		2,358		2,593
CREDITORS					
Amounts falling due within one year	17	6,135		7,798	
Amounts falling due after more than one year	17	990,069		1,035,330	
			996,204		1,043,128
			1,008,966		1,057,066

These Financial Statements were approved by the Board of Directors on 15 January 2019.

Signed on behalf of the Board of Directors

R D Shelton

Director

STATEMENT OF MOVEMENT IN EQUITY

YEAR ENDED 30 SEPTEMBER 2018

	Share capital £000	Cash flow hedging reserve £000	Profit and loss account £000	Total equity £000
Total comprehensive income for the year				
Loss for the year	-	-	(1,113)	(1,113)
Other comprehensive income	-	172	-	172
Total comprehensive income for the year	-	172	(1,113)	(941)
Opening equity	12	747	10,586	11,345
Closing equity	12	919	9,473	10,404

YEAR ENDED 30 SEPTEMBER 2017

	Share capital £000	Cash flow hedging reserve £000	Profit and loss account £000	Total equity £000
Total comprehensive income for the year				
Loss for the year	-	-	(925)	(925)
Other comprehensive income	-	(257)	-	(257)
Total comprehensive income for the year	-	(257)	(925)	(1,182)
Opening equity	12	1,004	11,511	12,527
Closing equity	12	747	10,586	11,345

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

1. GENERAL INFORMATION

Paragon Mortgages (No. 12) PLC ('the Company') is a company domiciled in the United Kingdom and incorporated in England and Wales under the Companies Act 2006 with company number 05386924. The address of the registered office is 51 Homer Road, Solihull, West Midlands, B91 3QJ. The nature of the Company's operations and its principal activities are set out in the Strategic Report.

These financial statements are presented in pounds sterling, which is the currency of the economic environment in which the Company operates.

2. ACCOUNTING POLICIES

The Financial Statements have been prepared in accordance with applicable UK accounting standards. Disclosures have been made in accordance with Financial Reporting Standard 101 – 'Reduced Disclosure Framework' ('FRS 101').

As permitted by FRS 100 – 'Application of Financial Reporting Requirements' ('FRS 100') the Company has applied the measurement and recognition requirements of International Financial Reporting Standards ('IFRS') as adopted by the EU, but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of disclosure exemptions provided by FRS 101 has been taken.

Accounting convention

The Financial Statements are prepared under the historical cost convention, except as required in the valuation of certain financial instruments which are carried at fair value.

Going concern

The Financial Statements have been prepared on a going concern. The directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements.

Loans to customers

Loans to customers are considered to be 'loans and receivables' as defined by International Accounting Standard 39 – 'Financial Instruments: Recognition and Measurement' ('IAS 39'). They are therefore accounted for on the amortised cost basis.

Such loans are valued at inception as the amount of initial advance, which is the fair value at that time, inclusive of procuration fees paid to brokers or other business providers and less initial fees paid by the customer. Thereafter they are valued at this amount less the cumulative amortisation calculated using the Effective Interest Rate ('EIR') method. The loan balances are then reduced where necessary by a provision for balances which are considered to be impaired.

The EIR method spreads the expected net income arising from a loan over its expected life. The EIR is that rate of interest which, at inception, exactly discounts the expected future cash payments and receipts arising from the loan to the initial carrying amount.

The Company's policy is to hedge against any exposure to fixed rate loan assets (note 4).

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

2. ACCOUNTING POLICIES (CONTINUED)

Impairment of loans and receivables

Loans and receivables are reviewed for indications of possible impairment throughout the year and at each balance sheet date in accordance with IAS 39. Where loans exhibit objective evidence of impairment (a 'loss event') the carrying value of the loans is reduced to the net present value of their expected future cash flows, including the value of the potential realisation of any security (net of sales costs) discounted at the original EIR.

Within its buy-to-let portfolio the Group utilises a receiver of rent process, whereby the receiver stands between the landlord and tenant and will determine an appropriate strategy for dealing with any delinquency. This strategy may involve the immediate sale of any underlying security or the short or long term letting of the property to cover arrears and principal shortfalls. Properties in receivership are either returned to their landlord owners or sold.

Loss events reflect both loans that display delinquency in contractual payments of principal or interest or, for buy-to-let loans in receivership but up to date at the balance sheet date, properties where the receiver adopts a sale strategy, where a shortfall may or may not arise.

In addition to loans where loss events are evident, loans are also assessed collectively, grouped by risk characteristics and account is taken of any impairment arising due to events which are believed to have taken place but have not been specifically identified at the balance sheet date. Collective impairment provisions are calculated for each key portfolio based on recent historical performance, with adjustments for expected changes in losses based on management's judgement.

For financial accounting purposes provisions for impairments of loans to customers when first recognised in the income statement are held in an allowance account. These balances are released to offset against the gross value of the loan when it is written off to profit and loss on the administration system. After this point a salvage balance may be held in respect of any further recoveries expected on the loan.

Cash at bank

Balances shown as cash at bank in the balance sheet comprise demand deposits and short-term deposits with banks with initial maturities of not more than 90 days.

Current tax

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation

Deferred taxation is provided in full on temporary differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Deferred tax assets are recognised to the extent that it is regarded as probable that they will be recovered. As required by IAS 12 – 'Income Taxes', deferred tax assets and liabilities are not discounted to take account of the expected timing of realisation.

Borrowings

Borrowings are carried in the balance sheet on the amortised cost basis. The initial value recognised includes the principal amount received less any discount on issue or costs of issuance.

Interest and all other costs of the funding are expensed to the profit and loss account as interest payable over the term of the borrowing on an Effective Interest Rate basis.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

2. ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments

Derivative instruments utilised by the Company comprise currency swaps and interest rate swaps. All such instruments are used for hedging purposes to alter the risk profile of the existing underlying exposure of the Company in line with the Company's risk management policies (note 4).

The Company does not enter into speculative derivative contracts.

All derivatives are carried in the balance sheet at fair value, as assets where the value is positive or as liabilities where the value is negative. Fair value is based on market prices, where a market exists. If there is no active market, fair value is calculated using present value models which incorporate assumptions based on market conditions and are consistent with accepted economic methodologies for pricing financial instruments. Changes in the fair value of derivatives are recognised in the profit and loss account, except where such amounts are permitted to be taken to equity as part of the accounting for a cash flow hedge.

Hedging

For all hedges, the Company documents, at inception, the relationship between the hedging instruments and the hedged items, as well as its risk management strategy and objectives for undertaking the transaction. The Company also documents its assessment, both at hedge inception and on an ongoing basis, of whether the hedging arrangements put in place are considered to be 'highly effective' as defined by IAS 39.

For a fair value hedge, as long as the hedging relationship is deemed 'highly effective' and meets the hedging requirements of IAS 39, any gain or loss on the hedging instrument recognised in income can be offset against the fair value loss or gain arising from the hedged item for the hedged risk. For macro hedges (hedges of interest rate risk for a portfolio of loan assets) this fair value adjustment is disclosed in the balance sheet alongside the hedged item, for other hedges the adjustment is made to the carrying value of the hedged asset or liability. Only the net ineffectiveness of the hedge is charged or credited to income. Where a fair value hedge relationship is terminated, or deemed ineffective, the fair value adjustment is amortised over the remaining term of the underlying item.

Where a derivative is used to hedge the variability of cash flows of an asset or liability, it may be designated as a cash flow hedge so long as this relationship meets the hedging requirements of IAS 39. For such an instrument the effective portion of the change in the fair value of the derivative is taken initially to equity, with the ineffective part taken to profit or loss. The amount taken to equity is released to the profit and loss account at the same time as the hedged item affects the profit and loss account. Where a cash flow hedge relationship is terminated, or deemed ineffective, the amount taken to equity will remain there until the hedged transaction is recognised, or is no longer highly probable.

Amounts owed by or to group companies

The balances owed by or to other group companies are carried at the current amount outstanding less any provision.

Revenue

The revenue of the Company comprises interest receivable and other income. The accounting policy for the recognition of each element of revenue is described separately within these accounting policies.

Fee and commission income

Other income includes administration fees charged to borrowers, which are credited to the profit and loss account when the related service is performed.

2. ACCOUNTING POLICIES (CONTINUED)

Foreign currency

Foreign currency transactions, assets and liabilities are accounted for in accordance with International Accounting Standard 21 – 'The Effects of Changes in Foreign Exchange Rates'. The functional currency of the Company is pound sterling. Transactions which are not denominated in sterling are translated into sterling at the spot rate of exchange on the date of the transaction. Monetary assets and liabilities which are not denominated in sterling are translated at the closing rate on the balance sheet date.

Gains and losses on retranslation are included in interest payable or interest receivable depending on whether the underlying instrument is an asset or a liability, except where deferred in equity in accordance with cash flow hedging provisions of IAS 39.

Deferred purchase consideration

Under the Mortgage sale agreement profits from the Company are paid up to the companies which originated the loans by way of deferred purchase consideration. Deferred purchase consideration is recognised in the period in which it becomes payable and is paid when sufficient cash resources allow. Mortgage Trust Services PLC and Paragon Finance PLC, to whom deferred purchase consideration is paid, are fellow group companies.

Disclosures

In preparing these financial statements the Company has taken advantage of the exemptions from disclosure provided by FRS 101 in respect of:

- The requirement to produce a cash flow statement and related notes
- Disclosures in respect of transactions with wholly owned subsidiaries
- Disclosures in respect of capital management
- The effects of new, but not yet effective IFRSs
- Disclosures in respect of key management personnel
- Disclosures of transactions with a management entity which provides key management personnel services to the Company

As the consolidated financial statements of Paragon Banking Group PLC, the ultimate parent undertaking of the Company, include equivalent disclosures the Company has also taken advantage of these further exemptions provided by FRS 101:

- Certain disclosures required by IFRS 13 – 'Fair Value Measurement'
- Certain disclosures required by IFRS 7 – 'Financial Instruments Disclosures'

The Company presently intends to continue to apply these exemptions in future periods.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

3. CRITICAL ACCOUNTING ESTIMATES

Certain balances reported in the Financial Statements are based wholly or in part on estimates or assumptions made by the directors. There is, therefore, a potential risk that they may be subject to change in future periods. The most significant of these are:

Impairment losses on loans to customers

Impairment losses on loans are calculated based on statistical models. The key assumptions revolve around estimates of future cash flows from customer's accounts, their timing and, for secured accounts, the expected proceeds from the realisation of the property. These key assumptions are based on observed data from historical patterns and are updated regularly based on new data as it becomes available.

In addition the directors consider how appropriate past trends and patterns might be in the current economic situation and make any adjustments they believe are necessary to reflect the current conditions.

The accuracy of the impairment calculations would therefore be affected by unexpected changes to the economic situation, variances between the models used and the actual results or assumptions which differ from the actual outcomes.

In particular, if the impact of economic factors such as employment levels on customers is worse than is implicit in the model then the number of accounts requiring provision might be greater than suggested by the model, while falls in house prices, over and above any assumed by the model might increase the provision required in respect of accounts currently provided.

Effective interest rates

In order to determine the EIR applicable to loans and borrowings an estimate must be made of the expected life of each loan and hence the cash flows relating thereto. For purchased accounts this will involve estimating the likely future performance of the accounts at the time of acquisition. These estimates are based on historical data and reviewed regularly. For purchased accounts historical data obtained from the vendor will be examined. The accuracy of the EIR applied would therefore be compromised by any differences between actual repayment profiles and that predicted, which in turn would depend directly or indirectly on customer behaviour.

Fair values

Where financial assets and liabilities are carried at fair value, in the majority of cases this can be derived by reference to quoted market prices. Where such a quoted price is not available the valuation is based on cash flow models, based, where possible on independently sourced parameters. The accuracy of the calculation would therefore be affected by unexpected market movements or other variances in the operation of the models or the assumptions used.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

4. FINANCIAL RISK MANAGEMENT

The Company's operations are financed principally by floating rate, asset backed loan notes and, to a lesser extent, by a mixture of share capital and loans from other group companies. The Company issues financial instruments to finance the acquisition of its portfolio of loans to customers and uses derivative financial instruments to hedge interest rate risk arising from fixed rate lending. In addition, various financial instruments, for example debtors and accruals, arise directly from the Company's operations.

The principal risks arising from the Company's financial instruments are credit risk, liquidity risk and interest rate risk. The board of the Company's holding company reviews and agrees policies for all companies in the Group managing each of these risks and they are summarised below. These policies have remained unchanged throughout the year and since the year end.

Credit risk

The Company's credit risk is primarily attributable to its loans to customers. The maximum credit risk at 30 September 2018 approximates to the carrying value of loans to customers (note 11). There are no significant concentrations of credit risk due to the large number of customers included in the portfolios.

The Company acquired mortgages from Paragon Mortgages Limited and Mortgage Trust Services PLC, fellow group companies which place strong emphasis on good credit management at the time of underwriting new loans.

The acquired mortgages are secured by first charges over residential properties in the United Kingdom. Despite this security, in assessing credit risk an applicant's ability to repay the loan remains the overriding factor in the decision to lend by the originating lender. Additionally, each mortgage has the benefit of one or more life assurance policies and certain mortgages have the benefit of a mortgage guarantee indemnity insurance policy.

Paragon Finance PLC and Mortgages Trust Services PLC, fellow group companies, continue to administer the mortgages on behalf of Paragon Mortgages (No. 12) PLC and the collections process is the same as that utilised for all companies in the group.

In order to control credit risk relating to counterparties to the Company's financial instruments, the board of the Company's holding company determines on a group basis, which counterparties the group of companies will deal with, establishes limits for each counterparty and monitors compliance with those limits.

Liquidity risk

The Company's assets are principally financed by asset backed loan notes issued through the securitisation process. Details of the Company's borrowings are given in notes 17 and 18. Securitisation effectively eliminates the Company's liquidity risk by matching the maturity profile of the Company's funding to the profile of the assets to be funded.

Interest rate risk

The Company's policy is to maintain floating rate liabilities and match these with floating rate assets by the use of interest rate swap agreements.

The rates payable on the asset backed loan notes issued by the Company are reset quarterly on the basis of LIBOR, USD LIBOR or EURIBOR. The Company's assets predominantly bear LIBOR linked interest rates or are hedged fixed rate assets. The interest rates charged on the Company's variable rate loan assets are determined by reference to, inter alia, the Company's funding costs and the rates being charged on similar products in the market. Generally this ensures the matching of changes in interest rates on the Company's loan assets and borrowings and any exposure arising on the interest rate resets is relatively short term.

In part, the Company's interest rate hedging objectives are achieved by the controlled mismatching of the dates on which instruments mature, redeem or have their interest rates reset.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

4. FINANCIAL RISK MANAGEMENT (CONTINUED)

Currency risk

All of the Company's assets and liabilities are denominated in sterling with the exception of the asset backed loan notes denominated in euros and US dollars, described in note 19. Although IAS 39 requires that they be accounted for as currency liabilities and valued at their spot rates, it was a condition of the issue of these notes that the interest rate and currency swaps were put in place for the duration of the borrowing, having the effect of converting the liability to a LIBOR linked floating rate sterling borrowing. As a result the Company has no material exposure to foreign currency risk.

The equivalent sterling principal amounts of notes in issue under these arrangements, and their carrying values at 30 September 2018 and 30 September 2017 are:

	2018 Equivalent sterling principal £000	2018 Carrying value £000	2017 Equivalent sterling principal £000	2017 Carrying value £000
US dollar notes	404,265	571,688	437,045	600,552
Euro notes	224,824	290,528	235,028	300,655

Use of derivative financial instruments

The Company uses derivative financial instruments for risk management purposes. Such instruments are used only to limit the exposure of the Company to movements in market interest or exchange rates, as described above.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken, and hence all of the Company's derivative financial instruments are for commercial hedging purposes. These are used to protect the Company from exposures principally arising from fixed rate lending and borrowings denominated in foreign currencies. Hedge accounting is applied where appropriate, though it should be noted that some derivatives, while forming part of an economic hedge relationship, do not qualify for this accounting treatment under IAS 39 either because natural accounting offsets are expected, or obtaining hedge accounting would be especially onerous.

The Company has also designated cash flow hedging relationships, principally arising from currency borrowings, where a specified foreign exchange basis swap, set up as part of the terms of the borrowing is used.

Fair values of financial assets and financial liabilities

Derivative financial instruments are stated at their fair values in the accounts. The Group uses a number of techniques to determine the fair values of its derivative assets and liabilities, for which observable prices in active markets are not available. These are principally present value calculations based on estimated future cash flows arising from the instruments, discounted using a risk adjusted interest rate. The principal inputs to these valuation models are LIBOR benchmark interest rates for the currencies in which the instruments are denominated, sterling, euros and dollars. The cross currency basis swaps have a notional principal related to the outstanding currency borrowings and therefore the estimated rate of repayment of these notes also affects the valuation of the swaps. In order to determine the fair values the management applies valuation adjustments to observed data where that data would not fully reflect the attributes of the instrument being valued, such as particular contractual features or the identity of the counterparty. The management reviews the models used on an ongoing basis to ensure that the valuations produced are reasonable and reflect all relevant factors. Details of these assets are given in note 12.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

5. INTEREST PAYABLE AND SIMILAR CHARGES

	2018 £000	2017 £000
Asset backed loan notes	7,059	5,513
Subordinated loan interest	1,301	1,240
Interest payable to group companies	183	92
	8,543	6,845

6. DIRECTORS AND EMPLOYEES

Directors' remuneration from the Company during the year is stated in note 8.

The Company had no employees in the current or preceding year. All administration is performed by employees of the Group. The directors of the Company, with the exception of J Fairrie and P H Whitaker, are employed by Paragon Finance PLC, a fellow group company, and their remuneration is disclosed within the financial statements of that company, which do not form part of this Report.

7. PROVISIONS FOR LOSSES

	2018 £000	2017 £000
Impairment of financial assets / (release of provision):		
First mortgage loans (note 11)	491	(106)

8. OPERATING LOSS, BEING LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

	2018 £000	2017 £000
Operating loss is after charging:		
Directors' fees	3	3
Auditor remuneration - audit services	8	8
Deferred purchase consideration	6,132	7,226

Non audit fees provided to the Group are disclosed in the accounts of the parent company and the exemption from disclosure of fees payable to the Company's auditor in respect to non-audit services in these financial statements has been taken.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

9. TAX ON LOSS ON ORDINARY ACTIVITIES

a) Tax credit for the year

	2018 £000	2017 £000
Current tax		
Corporation tax	14	16
Total current tax	14	16
Deferred tax (note 16)		
Origination and reversal of timing differences	(275)	(238)
Rate change	-	6
Total deferred tax	(275)	(232)
Tax credit on loss on ordinary activities	(261)	(216)

b) Factors affecting the tax credit for the year

	2018 £000	2017 £000
Loss before tax	(1,374)	(1,141)
UK corporation tax at 19% (2017: 19.5%) based on the loss for the year	(261)	(222)
Effects of:		
Change in rate of taxation on deferred tax balances	-	6
Tax credit for the year	(261)	(216)

The current rate of corporation tax applicable to the Company for the year ended 30 September 2018 is 19.0%. Legislation has been enacted that will reduce this to 17% with effect from 1 April 2020.

Therefore, the standard rate of corporation tax is expected to be 19% for the year ended 30 September 2019, 18% for the year ending 30 September 2020 and 17% thereafter. The deferred tax liability reflects the rate at which temporary differences are expected to reverse.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

10. FINANCIAL ASSETS

	2018 £000	2017 £000
Loans to customers (note 11)	733,703	786,727
Derivative financial assets (note 12)	233,333	229,511
	967,036	1,016,238

11. LOANS TO CUSTOMERS

Loans to customers at 30 September 2018 and 30 September 2017, which are all denominated and payable in sterling, were first mortgages which are secured on residential property within the United Kingdom and are categorised as loans and receivables as defined by IAS 39.

Mortgage loans have a contractual term of up to thirty years, the borrower is entitled to settle the loan at any point and in most cases such early settlement does take place. All borrowers are required to make monthly payments, except where an initial deferred period is included in the contractual terms.

All the mortgage loans are pledged as collateral for asset backed loan notes at 30 September 2018 and 30 September 2017.

	2018 £000	2017 £000
Balance at 1 October 2017	786,727	831,060
Additions	2,017	708
Other debits	16,441	15,877
Provision (charge) / credit (note 7)	(491)	106
Repayments and redemptions	(70,991)	(61,024)
Balance at 30 September 2018	733,703	786,727

Other debits include primarily interest charged to customers on loans outstanding and other changes in the amortised cost of the assets caused by the effective interest rate method.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

12. DERIVATIVE FINANCIAL ASSETS AND LIABILITIES

All of the Company's financial derivatives are held for economic hedging purposes, although not all may be designated for hedge accounting in accordance with the provisions of IAS 39. The analysis below therefore splits derivatives between those accounted for as hedges and those which, while representing an economic hedge do not qualify for this treatment.

	2018	2018	2018	2017	2017	2017
	Notional amount	Assets	Liabilities	Notional amount	Assets	Liabilities
	£000	£000	£000	£000	£000	£000
Derivatives in accounting hedge relationships						
Cash flow hedges						
Foreign exchange basis swaps	629,089	233,333	-	672,073	229,511	-
	629,089	233,333	-	672,073	229,511	-
Total recognised derivative assets	629,089	233,333	-	672,073	229,511	-

13. DEBTORS

	2018	2017
	£000	£000
Amounts falling due within one year:		
Amounts due from group companies	1,398	1,652
Prepayments and accrued income	37	20
	1,435	1,672

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

14. CALLED UP SHARE CAPITAL

	2018 £	2017 £
Allotted:		
49,998 ordinary shares of £1 each (25p called up and paid)	12,500	12,500
2 ordinary shares of £1 each (fully paid)	2	2
	12,502	12,502

15. RESERVES

	Profit and loss account £000	Cash flow hedging reserve £000	Total reserves £000
At 1 October 2016	11,511	1,004	12,515
Loss for the financial year	(925)	-	(925)
Movement in fair value of hedging derivatives net of tax	-	(257)	(257)
At 30 September 2017	10,586	747	11,333
Loss for the financial year	(1,113)	-	(1,113)
Movement in fair value of hedging derivatives net of tax	-	172	172
At 30 September 2018	9,473	919	10,392

16. PROVISIONS FOR LIABILITIES

Deferred tax

The movements in the net liability for deferred tax are as follows:

	2018 £000	2017 £000
Balance at 1 October 2017	2,593	2,885
Charge / (credit) to equity	40	(60)
Profit and loss credit (note 9)	(275)	(238)
Rate change (note 9)	-	6
Balance at 30 September 2018	2,358	2,593
The net deferred tax liability for which provision has been made is analysed as follows:		
Other timing differences	2,358	2,593

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

17. CREDITORS

	2018 £000	2017 £000
Amounts falling due within one year:		
Amounts due to group companies	4,251	6,144
Corporation tax	14	16
Accruals and deferred income	1,870	1,638
	6,135	7,798

Included with the accruals and deferred income balance is an amount of £546,000 (2017: £551,000) due to fellow subsidiaries of Paragon Banking Group PLC.

	2018 £000	2017 £000
Amounts falling due after more than one year:		
Asset backed loan notes	729,367	778,238
Asset backed loan notes – fair value adjustment	232,198	228,588
	961,565	1,006,826
Intercompany subordinated loan	28,504	28,504
	990,069	1,035,330

The Company's securitisation borrowings are denominated in sterling, US dollars and euros. All currency borrowings are swapped at inception so that they have the effect of sterling borrowings. These swaps provide an effective hedge against exchange rate movements, but the requirement to carry them at fair value leads, when exchange rates have moved significantly since the issue of the notes, to large balances for the swaps being carried in the balance sheet. This is currently the case with all foreign currency swaps, although the credit balance is compensated for by retranslating the borrowings at the current exchange rate. A maturity analysis and further details of the asset backed loan notes are given in note 18.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

18. BORROWINGS

The mortgage backed floating rate notes are secured over a portfolio comprising variable rate mortgage loans secured by first charges over residential properties in the United Kingdom. The notes are subject to mandatory redemption in part on each interest payment date in an amount equal to the principal received or recovered in respect of the mortgage. As a result of this structure, cash received in respect of loan assets is not immediately available for distribution. At 30 September 201, the amount of restricted cash and investments held within the Company was £40,495,000 (2017: £39,156,000). The maturity date of the notes matches the maturity date of the underlying assets. It is likely that a substantial proportion of these notes will be repaid within five years.

The Company had the option to repay all of the notes at an earlier date (the 'call date'), or at any Interest Payment Date thereafter, at the outstanding principal amount.

Interest is payable at a fixed margin above:

- the London Interbank Offered Rate ('LIBOR') on notes denominated in sterling;
- the London Interbank Offered Rate ('US Dollar LIBOR') on notes denominated in US dollars; and
- the Euro Interbank Offered Rate ('EURIBOR') on notes denominated in euros.

All payments in respect of the notes are required to be made in the currency in which they are denominated.

Notes in issue at 30 September 2018 and 30 September 2017 were:

Notes	**Maturity date**	**Call date**	**Principal outstanding**		**Note margin**	
			2018	**2017**	**2018**	**2017**
			£m	**£m**		
'A2a'	Nov 2038	Aug 2010	59.6	64.4	0.24%	0.24%
'B1a'	Nov 2038	Aug 2010	24.3	25.0	0.48%	0.48%
'C1a'	Nov 2038	Aug 2010	16.5	17.0	0.92%	0.92%
			$m	**$m**		
'A1a'	Nov 2038	Aug 2010	616.1	666.1	0.24%	0.24%
'A2c'	Nov 2038	Aug 2010	127.7	138.1	0.22%	0.22%
			€m	**€m**		
'A2b'	Nov 2038	Aug 2010	100.6	108.8	0.24%	0.24%
'B1b'	Nov 2038	Aug 2010	122.4	126.0	0.48%	0.48%
'C1b'	Nov 2038	Aug 2010	103.0	106.0	0.92%	0.92%

All of the above notes are listed on the main market of the London Stock Exchange.

There is a subordinated loan facility under which an amount was drawn down by the Company to establish the first loss fund, which is repayable to Paragon Finance PLC and Mortgage Trust Services PLC on the earlier of the last interest payment date in November 2038 or the first day on which there are no notes outstanding, except that on any interest payment date sums borrowed will be repaid to the extent of any amount released from the first loss fund. Interest is payable at the rate of 4% above the London Interbank Offered Rate for three month sterling deposits.

There are no amounts of committed but undrawn facilities at 30 September 2018 and September 2017.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2018

19. ULTIMATE PARENT COMPANY

The smallest and largest group into which the Company is consolidated, and the Company's immediate and ultimate parent company and ultimate controlling party is Paragon Banking Group PLC, a company registered in England and Wales.

Copies of the Group's financial statements are available from that company's registered office at 51 Homer Road, Solihull, West Midlands, B91 3QJ.