

# Seabreeze Leasing Limited

## Annual report and financial statements for the year ended 31 December 2019

### Registered office

25 Gresham Street  
London  
EC2V 7HN

### Registered number

02045936

### Current directors

C G Dowsett  
L F C Dorey  
G A Fox

### Company Secretary

A E Mulholland



## Directors' report

For the year ended 31 December 2019

The directors present their Annual Report and the audited financial statements of Seabreeze Leasing Limited ("the Company") for the year ended 31 December 2019.

The Company qualifies as a small company in accordance with sections 381-382 of the Companies Act 2006 (the "Act"). The Directors' report has therefore been prepared taking into consideration the provisions of Part 15 of the Act.

### General information

The Company is a private company limited by shares, incorporated and domiciled in England and Wales, United Kingdom (registered number: 02045936).

### Business review

The results of the Company show a profit before taxation of £1,488,000 (2018: £3,952,000 loss) for the year as set out in the Statement of comprehensive income on page 4.

During the year, the principal activity of the Company changed to the management of financial assets and liabilities due to the termination of its final operating lease. The gain on sale from the termination of the shipping vessel of £239,000 was realised in the Statement of comprehensive income in the current year.

The Company has a net deficit of shareholder's equity of £3,714,000 (2018: £3,691,000).

The Company is funded entirely by other companies within the Lloyds Banking Group ("the Group").

### Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are managed within the framework established for the Group and are not managed separately for the Company. Further details of the Company's and Group's risk management policy are contained in note 17 to the financial statements.

In the context of operational resilience, the Company is assessing the risks associated with the current global health issue Covid-19 and continues to monitor the impacts. The directors assess this event to have no impact on the financial position of the company.

### Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. KPIs are monitored and reported at a divisional level.

### Future outlook

The Company is part of the wider Lloyds Banking Group, and, at that level, consideration of many of the potential implications following the UK's vote to leave the European Union ("EU") has been undertaken. Work continues to assess the impact of EU exit at the level of the Lloyds Banking Group, as well as for the Company, upon customers, colleagues and products. This assessment includes all legal, regulatory, tax, finance and capital implications.

### Employees

The Company has no direct employees (2018: nil). All staff are employed by other group undertakings and no staff costs are recharged to the Company.

### Dividends

No dividends were paid or proposed during the year ended 31 December 2019 (2018: £nil).

### Directors

The current directors of the Company are shown on the front cover.

There have been no changes to directors between the beginning of the reporting period and the approval of the Annual report and financial statements.

No director had any interest in any material contract or arrangement with the Company during or at the end of the year.

## Directors' report (continued)

For the year ended 31 December 2019

### Going Concern

The financial statements have been prepared on a going concern basis. There is a net liability position of £3,714,000 (2018: £3,691,000).

The Company is covered by the letter of support from the Group dated 19 February 2020 that covers Bank of Scotland plc, and all its subsidiaries, which confirms that any additional liabilities will be borne by the ultimate parent company if required.

As a result, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the Annual report and financial statements.

### Directors' indemnities

Lloyds Banking Group plc has granted to the Directors of the Company, a deed of indemnity through deed poll which constituted 'qualifying third party indemnity provisions' for the purposes of the Companies Act 2006. The deed was in force during the whole of the financial year and at the date of approval of the financial statements or from the date of appointment in respect of the director who joined the Board of the Company during the financial year. The indemnity remains in force for the duration of a Director's period of office. The deed indemnifies the Directors to the maximum extent permitted by law. The Deed for existing Directors is available for inspection at the registered office of Lloyds Banking Group plc. In addition, the Group has in place appropriate Directors and Officers Liability Insurance cover which was in place throughout the financial year.

### Statement of directors' responsibilities

The Directors are responsible for preparing the Annual report and financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

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

The Directors are 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.

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.

### Statement of disclosure of information to auditors

In accordance with Section 418 of the Companies Act 2006, in the case of each director in office at the date the Directors' report is approved:

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

### Independent auditors

PricewaterhouseCoopers LLP are deemed to be re-appointed as auditors under section 487(2) of the Companies Act 2006.

Approved by the board of directors and signed on its behalf by:



**C G Dowsett**

Director

28 September 2020

## Statement of comprehensive income

For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Operating lease income	4	1,032	6,023
Depreciation of property, plant and equipment	12	(788)	(3,049)
Finance income	5	4	20
Finance costs	6	(96)	(411)
		152	2,583
Other operating income	7	282	65
Other operating expenses	8	(240)	(5,335)
Foreign exchange gain/(loss)		1,294	(1,265)
<b>Profit/(loss) before tax</b>	9	1,488	(3,952)
Taxation	10	(1,511)	(207)
<b>Loss after tax and total comprehensive income for the year</b>		(23)	(4,159)

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

## Balance sheet

As at 31 December 2019

	Note	2019 £'000	2018 £'000
<b>ASSETS</b>			
Amounts due from group undertakings	11	425	1,480
Trade and other receivables		-	235
Property, plant and equipment	12	-	34,649
<b>Total assets</b>		<b>425</b>	<b>36,364</b>
<b>LIABILITIES</b>			
Amounts due to group undertakings	14	4,139	39,999
Trade and other payables		-	17
Deferred tax liability	13	-	39
<b>Total liabilities</b>		<b>4,139</b>	<b>40,055</b>
<b>EQUITY</b>			
Share capital	15	-	-
Accumulated losses		(3,714)	(3,691)
<b>Total equity</b>		<b>(3,714)</b>	<b>(3,691)</b>
<b>Total equity and liabilities</b>		<b>425</b>	<b>36,364</b>

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

The financial statements were approved by the Board of directors and were signed on its behalf by:



**C G Dowsett**  
Director  
28 September 2020

## Statement of changes in equity

For the year ended 31 December 2019

	Share capital	Retained earnings/ (Accumulated losses)	Total equity
	£'000	£'000	£'000
Balance at 31 December 2017	-	468	468
Adjustment on adoption of IFRS 9	-	-	-
<b>Balance at 1 January 2018</b>	-	468	468
Comprehensive income	-	-	-
Loss for the year	-	(4,159)	(4,159)
<b>Total comprehensive income</b>	-	(4,159)	(4,159)
<b>At 31 December 2018</b>	-	(3,691)	(3,691)
Comprehensive income	-	-	-
Loss for the year	-	(23)	(23)
<b>Total comprehensive income</b>	-	(23)	(23)
<b>At 31 December 2019</b>	-	(3,714)	(3,714)

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

## Cash flow statement

For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Profit/(loss) before tax		1,488	(3,952)
Adjustments for:			
- Depreciation of property, plant and equipment		788	3,049
- Gain on sale of property, plant and equipment		(239)	-
- Foreign exchange (gain)/loss		(1,294)	1,265
<b>Operating cash flows before movements in working capital</b>		<b>743</b>	<b>362</b>
Decrease/(Increase) in trade and other receivables		236	(105)
(Decrease)/Increase in trade and other payables		(91)	52
<b>Cash generated from operations</b>		<b>888</b>	<b>309</b>
Tax paid		(168)	-
<b>Net cash generated from operating activities</b>		<b>720</b>	<b>309</b>
<b>Cash flows generated from/(used in) investing activities</b>			
Disposal/(Purchase) of property, plant and equipment		35,422	(39,163)
<b>Net cash generated from/(used in) investing activities</b>		<b>35,422</b>	<b>(39,163)</b>
<b>Cash flows (used in)/generated from financing activities</b>			
(Decrease)/Increase in bank borrowings		(37,167)	39,757
<b>Net cash (used in)/generated from financing activities</b>		<b>(37,167)</b>	<b>39,757</b>
Exchange movements on cash and cash equivalents		(28)	108
<b>Change in cash and cash equivalents</b>		<b>(1,053)</b>	<b>1,011</b>
Cash and cash equivalents at beginning of year		1,086	75
<b>Cash and cash equivalents at end of year</b>		<b>33</b>	<b>1,086</b>
<b>Cash and cash equivalents comprise</b>			
Cash at bank	11	33	54
Bank deposits	11	-	1,032
<b>Total cash and cash equivalents</b>		<b>33</b>	<b>1,086</b>

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

## Notes to the financial statements

For the year ended 31 December 2019

### 1. Basis of preparation

These financial statements have been prepared in accordance with applicable IFRSs as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRSs. IFRSs comprise accounting standards prefixed IFRS issued by the International Accounting Standards Board ("IASB") and those prefixed IAS issued by the IASB's predecessor body, as well as interpretations issued by the IFRS Interpretations Committee ("IFRS IC") and its predecessor body.

The financial information has been prepared under the historical cost convention. As stated below, the directors consider that it is appropriate to adopt the going concern basis in preparing the financial statements.

In preparation of these financial statements the Balance sheet has been arranged in order of liquidity.

The following new IFRS pronouncement relevant to the Company has been adopted in these financial statements:

- (i) IFRS 16 'Leases' replaces IAS 17 'Leases' and addresses the classification and measurement of all leases. The Company's accounting as a lessor under IFRS 16 is substantially unchanged from its approach under IAS 17; however for lessee accounting there is no longer a distinction between finance and operating leases.

For all assets the lessee recognises a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use. Assets and liabilities arising from a lease are initially measured on a present value basis. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the lessee's incremental borrowing rate. Lease payments are allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Payments associated with leases with a lease term of 12 months or less and leases of low-value assets are recognised as an expense in profit or loss on a straight-line basis.

Details of those pronouncements which will be relevant to the Company but which were not effective at 31 December 2019 and which have not been applied in preparing these financial statements are given in note 19. No standards have been early adopted.

The financial statements have been prepared on a going concern basis. There is a net liability position of £3,714,000 (2018: £3,691,000).

The Company is covered by the letter of support from the Group dated 19 February 2020 that covers Bank of Scotland plc, and all its subsidiaries, which confirms that any additional liabilities will be borne by the ultimate parent company if required.

As a result, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the Annual report and financial statements.

### 2. Accounting policies

The Company's accounting policies are set out below. These accounting policies have been applied consistently.

#### 2.1 Income recognition

##### Income and expense from financial instruments

Interest income and expense are recognised in the Statement of comprehensive income for all interest bearing financial instruments using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense to a period of account. The effective interest rate is the rate that discounts the estimated future cash payments or receipts over the expected life of the instrument to the net carrying amount of the financial asset or financial liability.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised on the net lending balance using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.



## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 2. Accounting policies (continued)

#### 2.1 Income recognition (continued)

##### Lease classification

Lease agreements are classified as finance leases if the lease agreements transfer substantially all of the risks and rewards of ownership to the lessee; all other leases are classified as operating leases.

When assets are leased under a finance lease, the net present value of the lease payments plus any guaranteed residual value payments, where applicable, is recognised as a receivable within finance lease receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance lease income.

##### Finance lease income

Finance lease income is recognised over the lease term using the net investment method so as to reflect a constant periodic rate of return on the Company's net investment in the lease. Initial direct incremental costs attributed to negotiating and arranging the lease are included in the initial measurement of the finance lease receivable thus reducing the amount of income recognised over the lease term.

When calculating the effective interest rate, the future cash flows are estimated after considering all the contractual terms of the agreement but not future credit losses. The calculation includes all amounts received or paid by the Company that are an integral part of the overall return such as acceptance and, where relevant, early settlement fees as well as direct incremental transaction costs related to the acquisition, issue or disposal of a financial instrument and all other premiums or discounts.

##### Operating lease income

Operating lease income is recognised on a straight line basis over the life of a lease.

#### 2.2 Finance costs

Interest expense for all interest bearing financial instruments is recognised in the Statement of comprehensive income as it accrues, within finance costs.

#### 2.3 Property, plant and equipment

Property, plant and equipment is held at cost less accumulated depreciation. Depreciation is calculated on a straight line basis over the estimated useful life of the asset less any residual value of the assets over their useful lives as follows:-

Ships	9 months
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The assets leased by the company include shipping vessels.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each Balance sheet date.

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. In the event that an asset's carrying amount is determined to be greater than its recoverable amount it is written down immediately. The recoverable amount is the higher of the asset's fair value less costs to sell and its value in use.

#### 2.4 Financial assets and liabilities

Financial assets comprise, amounts due from group undertakings and trade and other receivables. Financial liabilities comprise amounts due to group undertakings and trade and other payables.

*On initial recognition, financial assets are measured at fair value. These are subsequently classified as measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss, depending on the Company's business model for managing the financial assets and whether the cash flows represent solely payments of principal and interest. The Company assesses its business models at a portfolio level based on its objectives for the relevant portfolio, how the performance of the portfolio is managed and reported, and the frequency of asset sales. The Company reclassifies financial assets when and only when its business model for managing those assets changes.*

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 2. Accounting policies (continued)

#### 2.4 Financial assets and liabilities (continued)

A reclassification will only take place when the change is significant to the Company's operations and will occur at a portfolio level and not for individual instruments; reclassifications are expected to be rare.

Financial assets are derecognised when the contractual right to receive cash flows from those assets has expired or when the Company has transferred its contractual right to receive the cash flows from the assets and either: substantially all of the risks and rewards of ownership have been transferred; or the Company has neither retained nor transferred substantially all of the risks and rewards, but has transferred control.

Financial liabilities are derecognised when the obligation is discharged, cancelled or expires.

#### 2.5 Impairment of financial assets and lease receivables

The impairment charge in the Statement of comprehensive income includes the change in expected credit losses. Expected credit losses are recognised for financial assets and finance lease receivables. Expected credit losses are calculated as an unbiased and probability-weighted estimate using an appropriate probability of default, adjusted to take into account a range of possible future economic scenarios, and applying this to the estimated exposure of the Company at the point of default after taking into account the value of any collateral held, repayments, or other mitigants of loss and including the impact of discounting using the effective interest rate.

At initial recognition, allowance is made for expected credit losses resulting from default events that are possible within the next 12 months (12-month expected credit losses). In the event of a significant increase in credit risk, allowance is made for expected credit losses resulting from all possible default events over the expected life of the financial instrument (lifetime expected credit losses). Financial assets where 12-month expected credit losses are recognised are considered to be Stage 1; financial assets which are considered to have experienced a significant increase in credit risk are in Stage 2; and financial assets which have defaulted or are otherwise considered to be credit impaired are allocated to Stage 3.

An assessment of whether credit risk has increased significantly since initial recognition considers the change in the risk of default occurring over the remaining expected life of the financial instrument. The assessment is unbiased, probability-weighted and uses forward-looking information consistent with that used in the measurement of expected credit losses. In determining whether there has been a significant increase in credit risk, the Company uses quantitative tests based on relative and absolute probability of default (PD) movements linked to internal credit ratings together with qualitative indicators such as watch lists and other indicators of historical delinquency, credit weakness or financial difficulty. However, unless identified at an earlier stage, the credit risk of financial assets is deemed to have increased significantly when more than 30 days past due. Where the credit risk subsequently improves such that it no longer represents a significant increase in credit risk since initial recognition, the asset is transferred back to Stage 1.

Assets are transferred to Stage 3 when they have defaulted or are otherwise considered to be credit impaired. Default is considered to have occurred when there is evidence that the customer is experiencing financial difficulty which is likely to affect significantly the ability to repay the amount due. IFRS 9 contains a rebuttable presumption that default occurs no later than when a payment is 90 days past due. The Company uses this 90 day backstop for all its products.

The Company has not adopted the simplified expected credit loss model for its lease receivables, as allowed by IFRS 9, paragraph 5.5.15. Instead, the general expected credit loss model has been applied to financial assets and lease receivables.

#### Assets held under operating leases

Impairment of property, plant and equipment leased to customers under operating leases is assessed by comparing the net present value of the expected future cash flows with the asset's carrying value. Any impairment identified in this way is charged immediately to the Statement of comprehensive income.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the residual value of the related asset is adjusted and the amount of the reversal is recognised in the Statement of comprehensive income.

#### 2.6 Cash and cash equivalents

For the purposes of the Cash flow statement, cash and cash equivalents comprise cash and amounts due from banks with original maturities of less than three months.

#### 2.7 Foreign currency translation

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, which is the Company's functional and presentation currency.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 2.8 Taxation, including deferred income taxes

Tax expense comprises current and deferred tax. Current and deferred tax are charged or credited in the Statement of comprehensive income except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the Statement of comprehensive income (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the Balance sheet date.

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by Her Majesty's Revenue and Customs (HMRC) or another tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each Balance sheet date, and the provisions are re-measured as required to reflect current information.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Balance sheet. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the Balance sheet date, and which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are generally recognised for all taxable temporary differences but not recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint arrangements where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future. Deferred tax liabilities are not recognised on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets are recognised to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilised, and are reviewed at each Balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are not recognised in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination. Deferred tax is not discounted.

### 2.9 Share capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax. Dividends on ordinary shares are recognised as a reduction in equity in the period in which they are paid.

## 3. Critical accounting estimates and judgements

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions in applying the accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Due to the inherent uncertainty in making estimates, actual results reported in future periods may be based upon amounts which differ from those estimates. Estimates, judgements and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the course of preparing the financial statements, no critical judgements have been made in the process of applying the Company's accounting policies, other than those involving estimations which are disclosed separately below.

The following are critical accounting estimates that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

#### Deferred tax

Estimation of income taxes includes the assessment of recoverability of deferred tax assets. Deferred tax assets are only recognised to the extent they are considered more likely than not to be recoverable based on existing tax laws and forecasts of future taxable profits against which the underlying tax deductions can be utilised.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

<b>4. Operating lease income</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Operating lease income	1,032	6,023
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Operating lease income	1,032	6,023
<hr/>		
There were no lease rentals receivable during the year that were contingent on events other than the terms of the lease, Libor rates and UK corporation tax rates (2018: £nil).		
<b>5. Finance income</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable on bank deposits from other group companies	4	20
<hr/>		
Finance income	4	20
<hr/>		
<b>6. Finance costs</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Interest payable on bank loans and overdraft to other group companies	96	411
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Finance costs	96	411
<hr/>		
<b>7. Other operating income</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Other operating income	43	65
Gain on sale of operating lease assets	239	-
<hr/>		
Other operating income	282	65
<hr/>		
<b>8. Other operating expenses</b>	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Write off	-	3,585
Other operating expenses	240	1,750
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Other operating expenses	240	5,335
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## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 9. Profit before tax

Fees payable to the Company's auditors for the audit of the financial statements of £4,500 (2018: £4,500) have been borne by the ultimate parent Company and are not recharged to the Company.

The Company has no employees (2018: nil).

The Directors, who are considered to be key management, received no remuneration in respect of their services to the Company. The emoluments of the Directors are paid by a fellow Group undertaking on behalf of the ultimate parent, Lloyds Banking Group plc, which makes no recharge to the Company. The Directors are also directors of a number of other subsidiaries of the Group and are also substantially engaged in managing their respective business areas within the Group. Given this, it is not possible to make an accurate apportionment of Directors' emoluments in respect of their services to each of the subsidiaries. Accordingly, these financial statements include no emoluments in respect of the Directors.

### 10. Taxation

	2019 £'000	2018 £'000
<b>a) Analysis of charge for the year</b>		
UK corporation tax:		
- Current tax payable on taxable profit for the year	(1,550)	(168)
<b>Current tax charge</b>	<b>(1,550)</b>	<b>(168)</b>
UK deferred tax:		
- Origination and reversal of timing differences	39	(39)
<b>Deferred tax credit /(charge) (see note 13)</b>	<b>39</b>	<b>(39)</b>
<b>Tax charge</b>	<b>(1,511)</b>	<b>(207)</b>

Corporation tax is calculated at a rate of 19.00% (2018: 19.00%) of the taxable profit for the year.

#### b) Factors affecting the tax charge for the year

A reconciliation of the charge/(credit) that would result from applying the standard UK corporation tax rate to the profit/(loss) before tax to the actual tax charge for the year is given below:

	2019 £'000	2018 £'000
Profit/(loss) before tax	1,488	(3,952)
Tax (charge)/credit thereon at UK corporation tax rate of 19.00% (2018: 19.00%)	(283)	751
Factors affecting charge:		
- Disallowed items	(1,236)	(958)
- Non-taxable items	8	-
<b>Tax charge on profit on ordinary activities</b>	<b>(1,511)</b>	<b>(207)</b>
<b>Effective rate</b>	<b>(101.55%)</b>	<b>5.24%</b>

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 11. Amounts due from group undertakings

	2019 £'000	2018 £'000
Bank deposit	-	1,032
Cash at bank	33	54
Amounts due from parent undertakings	392	393
Interest receivable	-	1
<b>At 31 December</b>	<b>425</b>	<b>1,480</b>

Bank deposit of £nil (2018: £1,032,000) is unsecured, non interest bearing and payable on demand. For further details please refer to note 16.

### 12. Property, plant and equipment

Operating lease assets are represented by property, plant and equipment as follows:

	2019 £'000	2018 £'000
Cost:		
At 1 January	37,719	-
Additions during the year	-	37,719
Disposal	(37,719)	-
<b>At 31 December</b>	<b>-</b>	<b>37,719</b>
Accumulated depreciation and impairment:		
At 1 January	(3,070)	-
Charge for the year	(788)	(3,049)
Eliminated on disposal	3,829	-
Foreign exchange difference on depreciation	29	(21)
<b>At 31 December</b>	<b>-</b>	<b>(3,070)</b>
<b>Balance sheet amount at 31 December</b>	<b>-</b>	<b>34,649</b>
Future minimum lease payments receivable under operating lease:		
	2019 £'000	2018 £'000
Receivable within 1 year	-	2,732
	-	2,732

### 13. Deferred tax liability

The movement in the Deferred tax liability is as follows:

	2019 £'000	2018 £'000
At 1 January	(39)	-
Deferred tax credit/(charge) for the year	39	(39)
<b>At 31 December 2019</b>	<b>-</b>	<b>(39)</b>

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 13. Deferred tax liability (continued)

The deferred tax credit/(charge) in the Statement of comprehensive income comprises the following temporary differences:

	2019 £'000	2018 £'000
Accelerated capital allowances	39	(39)
<b>Deferred tax credit/(charge)</b>	<b>39</b>	<b>(39)</b>
Deferred taxation liabilities are comprised as follows:		
	2019 £'000	2018 £'000
Accelerated capital allowances	-	(39)
<b>Total deferred taxation liabilities</b>	<b>-</b>	<b>(39)</b>

### 14. Amounts due to group undertakings

	2019 £'000	2018 £'000
Bank borrowings	2,589	39,757
Interest payable	-	74
Tax payable	1,550	168
<b>At 31 December</b>	<b>4,139</b>	<b>39,999</b>

Bank borrowings of £2,589,000 (2018: £39,757,000) are unsecured, interest bearing and repayable on maturity (note 16).

All other balances within amounts due to group undertakings of £1,550,000 (2018: £242,000) are unsecured, non interest bearing and payable on demand.

### 15. Share capital

	2019 £	2018 £
<b>Allotted, issued and fully paid</b>		
2 ordinary shares of £1 each	2	2

The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, provide an adequate return to its shareholder through pricing products and services commensurately with the level of risk and, indirectly, to support the Group's regulatory capital requirements.

The Company's parent manages the Company's capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company's parent may adjust the amount of dividends to be paid to the shareholder, return capital to the shareholder, issue new shares, or enter into debt financing.

The Company's capital comprises all components of equity, movements in which appear in the Statement of changes in shareholder's equity.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 16. Related party transactions

The Company's immediate parent company is Bank of Scotland Structured Asset Finance Limited. The company regarded by the directors as the ultimate parent company and ultimate controlling party is Lloyds Banking Group plc, a limited liability company incorporated and domiciled in Scotland, which is also the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member. Lloyds Bank plc is the parent company of the smallest such group of undertakings. Copies of the group financial statements may be downloaded via [www.lloydsbankinggroup.com](http://www.lloydsbankinggroup.com).

The Company's related parties include other companies in the Group and the Company's key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, which is determined to be the Company's directors, who are listed on the cover of these financial statements.

A summary of the outstanding balances at the year end and the related income and expense for the year are set out below.

				2019	2018
				£'000	£'000
<b>Amounts due from group undertakings</b>					
Nature of transaction	Related party	Repayment	Interest		
Bank deposit	Bank of Scotland plc	N/A	N/A	-	1,032
Cash at bank	Bank of Scotland plc	N/A	N/A	33	54
Interest receivable	Bank of Scotland plc	N/A	N/A	-	1
Amounts due from immediate parent	Bank of Scotland Structured Asset Finance Limited	No fixed date	N/A	392	393
<b>Total amounts due from group undertakings (note 11)</b>				<b>425</b>	<b>1,480</b>

				2019	2018
				£'000	£'000
<b>Amounts due to group undertakings</b>					
Nature of transaction	Related party	Repayment	Interest		
Bank borrowings	Bank of Scotland plc	15/01/2019	0.71%	2,589	39,757
Interest payable	Bank of Scotland plc	N/A	N/A	-	74
Tax payable	Bank of Scotland plc	N/A	N/A	1,550	168
<b>Total amounts due to group undertakings (note 14)</b>				<b>4,139</b>	<b>39,999</b>

Finance income	Related Party		
Interest receivable	Bank of Scotland plc	4	20

Finance costs	Related Party		
Interest payable	Bank of Scotland plc	96	411

There were no doubtful debts or bad debt expenses relating to the above balances incurred during the year.

Bank borrowings denominated in GBP are interest bearing and during the year rates of interest of between 0.63% and 0.73% were incurred. Bank borrowings denominated in USD are interest bearing and during the year rates of interest of between 2.34% and 2.75% were incurred.

The Company earned interest on bank deposits of £4,000 (2018: £20,000) on which interest rates of between 2.23% and 2.65% were received on bank deposits denominated in USD.

The Company paid taxation of £168,000 (2018: £nil) during the year to fellow subsidiary undertakings.

The registered offices of related parties are noted below:

Related party	Registered address
Bank of Scotland plc	The Mound, Edinburgh, EH1 1YZ
Bank of Scotland Structured Asset Finance Limited	25 Gresham Street, London EC2V 7HN



## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 17. Financial risk management

The Company's operations expose it to credit risk, liquidity risk, market risk, interest rate risk and foreign exchange risk. Responsibility for the control of overall risk lies with the Board of directors, operating within a management framework established by Lloyds Banking Group, and the ultimate parent, Lloyds Banking Group plc.

#### 17.1 Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The credit risk associated with trade receivables is managed through the application of strict underwriting criteria, determined by the Group's credit committee and credit functions. Significant credit exposures are measured and reported on a regular basis. Impairment provisions are provided for losses expected to be incurred at the Balance sheet date, using the basis of assessment discussed in note 1 and 2.4.

##### Credit risk mitigation

- Credit principles and policy: Group Risk sets out the group credit principles and policy according to which credit risk is managed, which in turn is the basis for divisional and business unit credit policy. Principles and policy are reviewed regularly and any changes are subject to a review and approval process. Business unit policy includes lending guidelines, which define the responsibilities of lending officers and provide a disciplined and focused benchmark for credit decisions.
- Concentration risk: Credit risk management includes portfolio controls on certain industries, sectors and product lines that reflect risk appetite and which operate at a divisional level. Credit policy is aligned to risk appetite and restricts exposure to certain high risk and more vulnerable sectors. At a divisional level, exposures are monitored to prevent excessive concentration of risk. These concentration risk controls are not necessarily in the form of a maximum limit on lending but may instead require new business in concentrated sectors to fulfil additional hurdle requirements.
- Stress testing and scenario analysis at a divisional level: The credit portfolio is also subjected to stress testing and scenario analysis, to simulate outcomes and calculate their associated impact.

##### Maximum credit exposure

The maximum exposure to credit risk arising on the Company's financial assets at the reporting date is disclosed in the table below and equates to carrying value.

	2019 £'000	2018 £'000
Amounts due from group undertakings	425	1,480
Trade and other receivables	-	235
	<b>425</b>	<b>1,715</b>

The credit risk associated with amounts due from group undertakings is not considered to be significant.

Amounts within trade and other receivables are immaterial and as such the associated credit risk is not considered to be significant.

#### 17.2 Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due.

The Company is funded entirely by companies within the Group.

The liquidity profile of financial liabilities at the year end was as follows:

As at 31 December 2019	On demand £'000	Up to 1 month £'000	1-3 months £'000	3-12 months £'000	1-5 years £'000	Total £'000
Bank borrowings	-	2,589	-	-	-	2,589
Other payables	1,550	-	-	-	-	1,550
	<b>1,550</b>	<b>2,589</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,139</b>

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 17. Financial risk management (continued)

#### 17.2 Liquidity risk (continued)

As at 31 December 2018

	On demand £'000	Up to 1 month £'000	1-3 months £'000	3-12 months £'000	1-5 years £'000	Total £'000
Bank borrowings	-	39,755	-	2	-	39,757
Other payables	242	17	-	-	-	259
	242	39,772	-	2	-	40,016

#### 17.3 Interest rate risk

Interest rate risk is the risk that the future cash flows and fair values of a financial instrument may fluctuate because of changes in market interest rates.

The Company takes into account the exposure on fluctuations in the prevailing levels of market interest rates on its cash flows when structuring its operations by ensuring the interest terms of its finance income is matched to the variable interest terms of the borrowing used to finance the leasing portfolio. As such the Company has no material exposure to financial risk arising from changes in market interest rates. Interest rate risk is hedged using interest rate swaps.

#### 17.4 Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

Exposure to foreign currency fluctuations arises due to its financial assets and liabilities being denominated in foreign currencies.

At the year end, if the currency had fluctuated by +/- 25 basis points against the USD, with all other variables held constant, post tax profit would not have changed significantly (2018: £97,000) primarily due to liabilities denominated in USD.

Foreign currency risk - carrying amount

	2019 \$000	2018 \$000
Amounts due from group undertakings	28	1,325
Trade and other receivables	-	285
Financial assets	28	1,610
Amounts due to group undertakings	-	48,919
Trade and other receivables	-	6
Financial liabilities	-	48,925

### 18. Events since the Balance sheet date

Since the Balance Sheet date there has been a global pandemic from the outbreak of Coronavirus which is causing widespread disruption to financial markets and normal patterns of business activity across the world, including the UK. The directors assess this event to have no impact on the financial position of the company.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 19. Future developments

The following pronouncement is not applicable for the year ending 31 December 2019 and has not been applied in preparing these financial statements. Save as disclosed below, the impact of these accounting changes is still being assessed by the Company and reliable estimates cannot be made at this stage.

With the exception of certain minor amendments, as at the date of signing these financial statements these pronouncements have been endorsed by the EU.

#### Minor amendments to other accounting standards

The IASB has issued a number of minor amendments to IFRSs effective 1 January 2020 (including IAS 1 Presentation of Financial Statements). These amendments are not expected to have a significant impact on the Company.

### 20. IFRS 16

IFRS 16 replaces the provisions of IAS 17 that relate to leases. IFRS 16 eliminates the distinction between leases as either operating leases or finance leases for a lessee. Instead all leases are treated in a similar way to finance leases applying IAS 17.

The Company has adopted IFRS 16 Leases from 1 January 2019 and elected to apply the standard retrospectively with the cumulative effect of initial application being recognised at that date; comparative information has therefore not been restated. Comparative information was prepared in accordance with IAS 17.

As at the Balance sheet dates 31 December 2018 and 31 December 2019 the Company is the lessor and as such there has been no impact on the presentation or disclosure of its leases.

The Company has conducted an analysis of the changes and does not consider there to be any significant impact of applying IFRS 16 to the financial statements.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SEABREEZE LEASING LIMITED

### Report on the audit of the financial statements

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#### Opinion

In our opinion, Seabreeze Leasing Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2019; the statement of comprehensive income, the cash flow statement, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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#### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SEABREEZE LEASING LIMITED (CONTINUED)

### *Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

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### **Responsibilities for the financial statements and the audit**

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

#### *Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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### **Other required reporting**

#### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

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#### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mark Hoskyns-Abraham (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Edinburgh  
28 September 2020