

Black Horse Group Limited

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

Registered office

25 Gresham Street
London
EC2V 7HN

Registered number

02498806

Current directors

R A Jones
L Pamma
T R Smith

Company Secretary

D D Hennessey

Member of Lloyds Banking Group plc



Strategic report

For the year ended 31 December 2019

The directors present their Strategic report and the audited financial statements of Black Horse Group Limited (the "Company") for the year ended 31 December 2019.

Business overview

The Company's results for the year show a Profit before tax of £13,961,000 (2018: £4,327,000). Net assets at 31 December 2019 were £936,847,000 (2018: £497,886).

During the year, the Company received dividends from the following subsidiary undertakings: Inchcape Financial Services Limited, £24,000; Shogun Finance Limited, £3,000,000 and Suzuki Financial Services Limited, £11,071,000 (see note 3).

The Company has reviewed the carrying value of its Investment in subsidiary undertakings and an impairment loss of £29,000 (2018: £3,653,000) has been included in the Statement of comprehensive income (see note 10).

Future outlook

There are no expected changes in the nature and extent of the Company's operation.

Following the UK's exit from the EU, significant negotiation is now required on the terms of the future trade agreement. As a result, the possibility of a limited or no deal at the end of the transition period remains and could manifest in prolonged business uncertainty across the UK, including in the financial services sector. This continued lack of clarity over the UK's relationship with the EU and other foreign countries, and on-going challenges in the Eurozone, including weak growth, raise additional uncertainty for the UK's economic outlook. There also remains the possibility of a further referendum on Scottish independence. The Company is part of the wider Lloyds Banking Group, and, it is at that level that consideration of the many potential implications this may have has been undertaken.

The impact on the Company is indirect and would manifest by way of a potential impact upon the carrying value of its investments in trading entities. Work continues to assess the impact of EU exit at the level of the Lloyds Banking Group, as well as for the Company (and its subsidiary undertakings), upon customers, colleagues and products. This assessment includes all legal, regulatory, tax, finance and capital implications.

Details of the expected impact of Covid-19 are given in the Directors' report.

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 14 to the financial statements.

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.

Section 172(1) Statement

In accordance with the Companies Act 2006 (the 'Act'), for the year ended 31 December 2019, the Directors provide the following statement describing how they have had regard to the matters set out in section 172(1) of the Act, when performing their duty to promote the success of the Company under section 172.

Statement of Engagement with Employees and Other Stakeholders

In accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, the following statement also provides details on how the Directors have engaged with, and had regard to, the interest of key stakeholders. The Company has no direct employees. The Company is a subsidiary of Lloyds Banking Group plc, and as such follows many of the processes and practices of Lloyds Banking Group plc, which are further referred to in this statement where relevant.

Strategic report (continued)

For the year ended 31 December 2019

Section 172(1). Statement (continued)

Shareholders

The Company is a wholly owned subsidiary of Lloyds Banking Group plc, forming part of Lloyds Banking Group plc's retail division. As a wholly owned subsidiary, the Directors ensure that the strategy, priorities, processes and practices of the Company are fully aligned where required to those of Lloyds Banking Group plc, ensuring that the interests of Lloyds Banking Group plc as the Company's sole shareholder are duly acknowledged. Further information in respect of the relationship of Lloyds Banking Group plc with its shareholders is included within the Strategic Report within the Lloyds Banking Group plc Annual Report and Accounts for 2019, which does not form part of this report, available on the Lloyds Banking Group plc website.

How stakeholder interest has influenced decision making

The Directors acknowledge that one of the primary responsibilities of the Board is to ensure the strategy of the Company, as aligned to that of Lloyds Banking Group plc, is to effectively manage the Company, central to which is ensuring engagement with stakeholders, and considering in all instances the long-term implications of decisions made, acting at all times to maintain the highest possible standards of conduct.

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



R A Jones
Director

13 October 2020

Directors' report

For the year ended 31 December 2019

The directors present their report for the year ended 31 December 2019:

General information

The Company is a private company limited by shares, incorporated in the United Kingdom, registered in England and Wales and domiciled in England (registered number: 02498806).

The Company acts as a holding company for its subsidiaries. It has not traded in any other capacity during the year.

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

During 2019 a total of 425,000,000 ordinary shares of £1 each were allotted and issued by the Company to its immediate parent company, Lloyds Bank Asset Finance Limited, increasing the share capital to £867,000,000.

Post balance sheet event

In March 2020 the World Health Organisation declared the outbreak of Covid-19 a global pandemic. The outbreak and the action taken by governments across the world are causing widespread disruption to financial markets and normal patterns of business activity across the world, including the UK. The directors assess this event to be a non-adjusting post balance sheet event given the limited number of cases reported as at 31 December 2019.

In view of its currently evolving nature, the directors continue to monitor the developments closely. The main considerations for the Company is the impact on its investment in Black Horse Group Limited, which itself holds Black Horse Limited (one of the main trading companies of the Retail division). Based upon an initial assessment of the likely impact of the pervasive disruption experienced in the UK, the Black Horse Limited directors assessed an additional credit impairment provision of £160.2m during the first half of 2020. In addition, the disruption to the economy and the used car market is expected to impact both customer behaviour and used car prices in the near future and the Company's market impairment provision was also increased by a £17.6m during the first half of 2020, based upon an assessment of the impact on the future volume and value of vehicles returned to the Company by lessees either early or at the end of the lease.

Dividends

No dividends were paid or proposed during the year ended 31 December 2019 (2018: £30,000,000).

Going concern

The directors are satisfied that it is the intention of Lloyds Banking Group plc that its subsidiaries, including the Company, will continue to have access to adequate liquidity and capital resources for the foreseeable future and, accordingly, the financial statements have been prepared on a going concern basis.

Directors

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

The following change has taken place between the beginning of the reporting period and the approval of the Annual report and financial statements:

L Pamma (appointed 1 May 2019)

Information included in the Strategic report

The disclosures for Principal risks and uncertainties, Future outlook and Key performance indicators that would otherwise be required to be disclosed in the Directors' report can be found in the Strategic report on page 1.

Statement of Engagement with Employees and Other Stakeholders

A statement of Engagement with Employees and other Stakeholders is included in the Strategic report page 2.

Directors' report (continued)

For the year ended 31 December 2019

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 directors who join the board of the Company during the financial year. Directors no longer in office but who served on the board of the Company at any time in the financial year have the benefit of this contract of indemnity during that period of service. The indemnity remains in force for the duration of the directors' periods of office. The deed indemnifies the directors to the maximum extent permitted by law. Deeds for existing directors are 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 Director's 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 prepared the Company's 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 these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

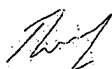
Independent auditors and disclosure of information to auditors

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.

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:



R A Jones
Director

13 October 2020

Statement of comprehensive income

For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Interest expense		(105)	(80)
Income from investments	3	14,095	8,060
Impairment of Investment in subsidiary undertakings	10	(29)	(3,653)
Profit before tax		13,961	4,327
Taxation	7	-	-
Profit for the year, being total comprehensive income		13,961	4,327

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

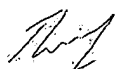
Balance sheet

As at 31 December 2019

	Note	2019 £'000	2018 £'000
ASSETS			
Amounts due from group undertakings	9	199,720	50,716
Investment in subsidiary undertakings	10	914,443	489,472
Total assets		1,114,163	540,188
LIABILITIES			
Borrowed funds	11	177,316	42,302
Total liabilities		177,316	42,302
EQUITY			
Share capital	12	867,000	442,000
Retained earnings		69,847	55,886
Total equity		936,847	497,886
Total equity and liabilities		1,114,163	540,188

The accompanying notes to the financial statements 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:



R A Jones
Director

13 October 2020

Statement of changes in equity

For the year ended 31 December 2019

	Share capital	Retained earnings	Total equity
	£'000	£'000	£'000
At 1 January 2018	442,000	81,559	523,559
Profit for the year being total comprehensive income	-	4,327	4,327
Dividend paid to equity holders of the Company	-	(30,000)	(30,000)
At 31 December 2018	442,000	55,886	497,886
Profit for the year being total comprehensive income	-	13,961	13,961
Share capital issued	425,000	-	425,000
At 31 December 2019	867,000	69,847	936,847

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

Cash flow statement

For the year ended 31 December 2019

	2019 £'000	2018 £'000
Cash flows generated from operating activities		
Profit before tax	13,961	4,327
Adjustments for:		
- Dividend income	(14,095)	(8,060)
- Interest expense	105	80
- Impairment of Investment in subsidiary undertakings	29	3,653
Cash generated from operations	-	-
Net cash generated from operating activities	-	-
Cash flows generated from investing activities		
Dividends received	14,095	8,060
Net cash generated from investing activities	14,095	8,060
Cash flows used in financing activities		
Dividends paid	-	(30,000)
(Increase in)/Proceeds from net lending to group undertakings	(13,990)	22,020
Interest paid	(105)	(80)
Net cash used in financing activities	(14,095)	(8,060)
Change in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of year	-	-
Cash and cash equivalents at end of year	-	-

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

Notes to the financial statements

For the year ended 31 December 2019

1. Accounting policies

1.1 Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied in both years presented, unless otherwise stated.

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.

There are no new IFRS pronouncements relevant to the Company requiring adoption in these financial statements.

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 18. No standards have been early adopted.

These separate financial statements contain information about the Company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemptions under IFRS 10 Consolidated Financial Statements and Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The Company and its subsidiaries are included in the consolidated financial statements of the Company's ultimate parent company.

The financial statements have been prepared on a going concern basis as detailed in the Directors' report and under the historical cost convention.

1.2 Income recognition

Dividend income

Dividend income is recognised in the period in which it is declared.

Income and expense from financial instruments

Interest income and expense are recognised in the Statement of comprehensive income for all interest bearing financial instruments, including loans and advances, 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.

1.3 Financial assets and liabilities

Financial assets comprise Amounts due from group undertakings. Financial liabilities comprise Amounts due to group undertakings.

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are derecognised when the rights to receive cash flows, or obligations to pay cash flows, have expired.

Interest bearing financial assets and financial liabilities are recognised and measured at amortised cost inclusive of transaction costs, using the effective interest rate method.

Amounts due from group undertakings are assessed at the reporting date for impairment on a forward looking basis and where appropriate an expected credit loss ("ECL") is recognised based on reasonable and supportable information.

Notes to the financial statements (continued)

For the year ended 31 December 2019

1. Accounting policies (continued)

1.4 Dividends paid

Dividends on ordinary shares are recognised through equity in the period in which they are paid.

1.5 Cash and cash equivalents

For the purposes of the Balance sheet and Cash flow statement, cash and cash equivalents comprise balances with less than three months' maturity.

1.6 Taxation

Tax expense comprises current tax. Current tax is 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 income statement (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.

1.7 Investment in subsidiary undertakings

Investment in subsidiary undertakings is stated in the Balance sheet at cost less any provision for impairment.

Investment in subsidiary undertakings is reviewed for impairment losses at the end of each period and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised in the Statement of comprehensive income for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of an asset's net realisable value and value in use. For the purposes of assessing impairment, investments are grouped at the lowest level at which cash flows are separately monitored by management.

In the event that the assessment for impairment has indicated that the recoverable amount is higher than the carrying value at the date of the assessment, then amounts in respect of previous impairment losses are reversed to bring the carrying amount to the lower of its recoverable amount or original cost of investment.

1.8 Preference shares

Dividends on preference shares are treated as an Interest expense in the Statement of comprehensive income, and are recognised when they fall due. Preference shares are treated as liabilities.

2. Critical accounting estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although those estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

In the course of preparing these 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:

Notes to the financial statements (continued)

For the year ended 31 December 2019

2. Critical accounting estimates and judgements in applying accounting policies (continued)

Impairment of investment in subsidiary undertakings

The Company regularly reviews its investment in subsidiary undertakings (see note 10) for indicators of impairment. In determining whether impairment has occurred the Company uses a value in use model.

Value in use for the investment in Black Horse Group Limited, the Company's significant subsidiary investment, is calculated by considering the anticipated future cash flows generated by its subsidiaries. Cash flows include income based on the maturity profile of the existing loan books and projected income from new business.

The key judgements in the value in use calculation include:

- the growth in new business. A growth rate of +/- 2% has been assumed.
- cash outflows in respect of Payment Protection Insurance ("PPI") claims have been assumed to occur on a decreasing basis over a 2 year period in line with the expected pay-outs, until the Financial Conduct Authority's ("FCAs") deadline of 29th August 2019.
- cash flows have been discounted back to their current value to take into account the time value of money at a rate of 9.75% which is the Directors' assessment of the Company's weighted average cost of capital.
- the variables employed in assessing value in use result in a sufficient headroom over of the cost of investment.

3. Income from investment

	2019 £'000	2018 £'000
Dividend income (see note 13)		
Inchcape Financial Services Limited	24	-
Shogun Finance Limited	3,000	2,501
Suzuki Financial Services Limited	11,071	5,559
	14,095	8,060

4. Profit before tax

Fees payable to the Company's auditors for the audit of the financial statements of £6,000 (2018: £6,000) have been borne by a fellow group company and are not recharged to the Company. Accounting and administration services are provided by a fellow group undertaking and are not recharged to the Company.

5. Staff costs

The Company did not have any employees during the year (2018: none).

6. Directors' emoluments

No director received any fees or emoluments from the Company during the year (2018: £nil). The directors are employed by other companies within the Group and consider that their services to the Company are incidental to their other responsibilities within the Group (see also note 13).

Notes to the financial statements (continued)

For the year ended 31 December 2019

7. Taxation

	2019 £'000	2018 £'000
a) Analysis of charge for the year		
UK corporation tax:		
- Current tax on taxable profit for the year	-	-

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 that would result from applying the standard UK corporation tax rate to the profit before tax to the actual tax charge for the year is given below:

	2019 £'000	2018 £'000
Profit before tax	13,961	4,327
Tax charge thereon at UK corporation tax rate of 19.00% (2018: 19.00%)	2,653	822
Factors affecting charge:		
- Disallowed and non-taxable items	(2,653)	(822)
Tax charge on profit on ordinary activities	-	-
Effective rate	0.00%	0.00%

8. Dividends

No dividends were paid during 2019. In 2018, dividends totalling £0.07 per share were paid, representing a total dividend of £30,000,000.

9. Amounts due from group undertakings

	2019 £'000	2018 £'000
Amounts due from group undertakings (see note 13)	199,720	50,716

Amounts due from group undertakings is unsecured, non-interest bearing and repayable on demand. Amounts due from group undertakings are included within stage 1 for IFRS 9 purposes and the ECL is negligible.

Notes to the financial statements (continued)

For the year ended 31 December 2019

10. Investment in subsidiary undertakings

	2019 £'000	2018 £'000
Cost		
Cost brought forward	493,125	493,125
Additions	425,000	-
Cost at 31 December	918,125	493,125
Provision for impairment		
Provision brought forward	(3,653)	-
Charge for the year (see note 1.7)	(29)	(3,653)
Provision at 31 December	(3,682)	(3,653)
Carrying value of investments at 31 December	914,443	489,472

In 2019 Share capital of £425,000,000 (2018: £nil) was issued by Black Horse Limited, which has increased the investment cost above.

The impairment provision recognised in 2019 relates to the Company's investments in Heidi Finance Holdings (UK) Limited and Inchcape Financial Services Limited (2018: substantially Heidi Finance Holdings (UK) Limited). The impairment represents the difference between net book value and the net assets of the entity which is the recoverable amount.

The subsidiary undertakings at 31 December 2019 and 31 December 2018, listed below, are all incorporated in England and Wales.

Subsidiary undertakings	Company interest	Principal activities	Registered address
Black Horse Limited	100.00%	Financial services	25 Gresham Street, London, EC2V 7HN
Heidi Finance Holdings (UK) Limited	100.00%	Holding company	25 Gresham Street, London, EC2V 7HN
London Taxi Finance Limited	100.00%	Instalment credit	25 Gresham Street, London, EC2V 7HN
Black Horse (TRF) Limited	100.00%	Instalment credit	25 Gresham Street, London, EC2V 7HN
Hyundai Car Finance Limited ¹	100.00%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH
Suzuki Financial Services Limited	51.00%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH
International Motors Finance Limited	51.00%	Instalment credit	Charterhall House, Charterhall Drive, Chester, CH88 3AN
Inchcape Financial Services Limited ²	51.00%	Liquidation	1 More London Place, London, SE1 2AF
Lotus Finance Limited	50.10%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH
AG Finance Limited	50.01%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH
Shogun Finance Limited	50.01%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH
Proton Finance Limited	50.01%	Instalment credit	St William House, Tresillian Terrace, Cardiff, CF10 5BH

¹ The Company owns 50.01% of Hyundai Car Finance Limited directly and 49.99% indirectly through Heidi Finance Holdings (UK) Limited.

² Inchcape Financial Services Limited was placed into liquidation in December 2019.

The Company's interest in each of these entities is in the form of ordinary share capital.

Notes to the financial statements (continued)

For the year ended 31 December 2019

11. Borrowed funds

	2019 £'000	2018 £'000
Amounts due to group undertakings (see note 13)	175,265	40,251
Irredeemable preference shares (see note 13)	2,051	2,051
	177,316	42,302

Amounts due to group undertakings is non-interest bearing, unsecured and repayable on demand, although there is no expectation that such a demand would be made.

The preference shares confer upon the holders the right to receive a cumulative preferential dividend in an amount to be determined by reference to twelve month Sterling LIBOR plus 3.33 percentage points. On a return of capital in a winding up, the holders shall be entitled to the 1p nominal value, any amount of the preferential dividend due but unpaid, plus 99p per share, in preference to all other classes of shareholders. Holders of these shares are not entitled to receive notice of, attend or vote at a general meeting. In accordance with IAS 32 'Financial instruments: Presentation', the issued shares are reported as liabilities at their fair value at inception.

12. Share capital

	2019 £'000	2018 £'000
Allotted, issued and fully paid		
867,000,000 (2018: 442,000,000) ordinary shares of £1 each	867,000	442,000

13. Related party transactions

The Company is controlled by the Retail Division. A number of transactions are entered into with related parties in the normal course of business. A summary of the outstanding balances at the year end and the related income and expense for the year is set out below.

	2019 £'000	2018 £'000
Amounts due from group undertakings		
Black Horse Limited	185,649	10,734
Heidi Finance Holding (UK) Limited	-	9,790
Lloyds Bank Asset Finance Limited	-	14,977
Lotus Finance Limited	-	10
Shogun Finance Limited	3,000	4,801
Suzuki Financial Services Limited	11,071	10,404
Total Amounts due from group undertakings (see note 9)	199,720	50,716
Amounts due to group undertakings		
Lloyds Bank plc	-	40,251
Eurolead Services Holdings Limited	265	-
Lloyds Bank Asset Finance Limited	175,000	-
Total Amounts due to group undertakings (see note 11)	175,265	40,251
Irredeemable preference shares		
Eurolead Services Holdings Limited (see note 11)	2,051	2,051
Dividend income		
Inchcape Financial Services Limited	24	-
Shogun Finance Limited	3,000	2,501
Suzuki Financial Services Limited	11,071	5,559
Total Dividend income (see note 3)	14,095	8,060

Notes to the financial statements (continued)

For the year ended 31 December 2019

13. Related party transactions (continued)

	2019 £'000	2018 £'000
Dividend paid		
Lloyds Bank Asset Finance Limited	-	30,000
Finance costs		
Eurolead Services Holdings Limited	80	80

The above balances are unsecured in nature and are expected to be settled in cash or by cash equivalents. Transactions in the year are those reflected through the Statement of comprehensive income.

Key management personnel

Key management personnel are those persons having authority and responsibility for planning and controlling the activities of the Company. Accordingly, key management comprises the directors of the Company and the Retail Division. There were no transactions between the Company and key management personnel during the current or preceding year. Key management personnel are employed by other companies within the Group and consider that their services to the Company are incidental to their other activities within the Group.

14. Financial risk management

The Company's operations do not expose it to any significant credit risk, liquidity risk, interest rate risk, market risk, foreign exchange risk or business risk. Its transactions are substantially intragroup, within borrowings and lending and only insignificant amounts (the irredeemable preference shares) attract floating rate interest. Responsibility for the control of overall risk lies with the board of directors, operating within a management framework established by the Retail Division of the Group, and the ultimate parent, Lloyds Banking Group plc.

14.1 Fair values of financial assets and liabilities

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The directors consider that there are no significant differences between the carrying amounts shown in the Balance sheet and the fair value.

15. Capital disclosures

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 shareholders 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 advises the board of directors to consider making 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 board of directors may adjust the amount of dividends to be paid to shareholders, return capital to shareholders, issue new shares, or sell assets.

The Company's capital comprises all components of equity, movements in which appear in the Statement of changes in equity. The Company receives its funding requirements from its fellow group undertakings and does not raise funding externally.

16. Contingent liabilities and capital commitments

There were no contingent liabilities or contracted capital commitments at the Balance sheet date (2018: £nil).

17. Post balance sheet events

In March 2020 the World Health Organisation declared the outbreak of Covid-19 a global pandemic. The outbreak and the action taken by governments across the world are causing widespread disruption to financial markets and normal patterns of business activity across the world, including the UK. The directors assess this event to be a non-adjusting post balance sheet event given the limited number of cases reported as at 31 December 2019.

In view of its currently evolving nature, the directors continue to monitor the developments closely. The main considerations for the Company is the impact on its investment in Black Horse Group Limited, which itself holds Black Horse Limited (one of the main trading companies of the Retail division). Based upon an initial assessment of the likely impact of the pervasive disruption experienced in the UK, the Black Horse Limited directors assessed an additional credit impairment provision of £160.2m during the first half of 2020. In addition, the disruption to the economy and the used car market is expected to impact both customer behaviour and used car prices in the near future and the Company's market impairment provision was also increased by a £17.6m during the first half of 2020, based upon an assessment of the impact on the future volume and value of vehicles returned to the Company by lessees either early or at the end of the lease.

Notes to the financial statements (continued)

For the year ended 31 December 2019

18. Future developments

The following pronouncement will be relevant to the Company but was not effective at and has not been applied in preparing these financial statements.

Pronouncement	Nature of change	Effective date
Minor amendments to other accounting standards	The IASB has issued a number of minor amendments to IFRSs (including IFRS 3 Business Combinations and IAS 1 Presentation of Financial Statements).	Annual periods beginning on or after 1 January 2020

The full impact of this pronouncement is being assessed by the Company. However, the initial view is that this is not expected to cause any material adjustments to the reported numbers in the financial statements.

19. Ultimate parent undertaking and controlling party

The immediate parent company is Lloyds Bank Asset Finance Limited (incorporated in England and Wales). The company regarded by the directors as the ultimate parent company and controlling party is Lloyds Banking Group plc (incorporated 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 undertaking of the smallest such group of undertakings. Copies of the financial statements of both companies may be obtained from Group Secretariat, Lloyds Banking Group plc, 25 Gresham Street, London, EC2V 7HN. The Lloyds Banking Group plc financial statements may be downloaded via www.lloydsbankinggroup.com.

Independent Auditors' report to the member of Black Horse Group Limited

Report on the audit of the financial statements

Opinion

In our opinion, Black Horse Group 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 profit 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.

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.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

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. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

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 Strategic report and 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.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and 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 Strategic report and Directors' report.

Independent Auditors' report to the member of Black Horse Group Limited (continued)

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 4, 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. 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.

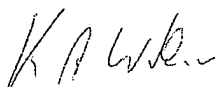
Other required reporting

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.



Kevin Williams (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff

13 October 2020