

# **First Retail Finance (Chester) Limited**

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

## **Registered office**

Trinity Road  
Halifax  
West Yorkshire  
HX1 2RG

## **Registered number**

02964970

## **Current directors**

M C Armstrong  
S J Caddick  
S J Bayley

## **Company Secretary**

A E Mulholland

Member of Lloyds Banking Group



## Directors' report

For the year ended 31 December 2019

The directors present their report and the audited financial statements of First Retail Finance (Chester) Limited ("the Company") for the year ended 31 December 2019.

### General information

The Company is a private limited company, incorporated in the United Kingdom registered in England and Wales and domiciled in England (registered number: 02964970).

The principal activity of the Company was the provision of personal finance and associated services. All loans have now been either repaid or written off.

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 13 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 analyse the impacts.

### Key performance indicators ("KPIs")

Given the fact that the Company is no longer writing new 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.

### Future outlook

The Company ceased to write new business with effect from 1 May 2000.

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. Given the Company has no remaining loan book, an initial assessment at 30 June 2020 deemed that the pandemic would have an immaterial impact on impairment (see note 16).

### Dividends

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

### Going concern

The Company is reliant on funding from Bank of Scotland plc which is a subsidiary of Lloyds Banking Group plc. The directors are satisfied that it is the intention of Lloyds Banking Group plc ("LBG") 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.

It was further noted that a letter of support had been issued by Lloyds Banking Group plc, dated 19 February 2020, confirming that it is its current intention to provide financial support to Lloyds Bank plc and its subsidiaries (of which the Company is one) to meet their respective financial liabilities as they fall due.

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

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

The following changes have taken place between the beginning of the reporting year and the approval of the Annual report and financial statements:

S J Bayley	(appointed 10 October 2019)
T D Benfield	(resigned 7 November 2019)
M C Armstrong	(appointed 7 November 2019)

**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 the director who joined 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 had the benefit of this deed of indemnity during that period of service. 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 the 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.

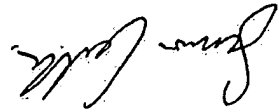
**Directors' confirmations**

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. This report has been prepared in accordance with the special provisions relating to small companies within section 414 of Part 15 of the Companies Act 2006.

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



S J Caddick  
Director

23 September 2020

## Statement of comprehensive income

For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Interest income	3	1	1
Payment protection insurance charge	10	(362)	(117)
Impairment		-	2
Other operating expenses	4	(2)	(5)
<hr/>			
<b>Loss before tax</b>		<b>(363)</b>	<b>(119)</b>
Taxation	7	-	-
<hr/>			
<b>Loss for the year, being total comprehensive expense</b>		<b>(363)</b>	<b>(119)</b>

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

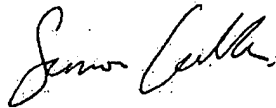
## Balance sheet

As at 31 December 2019

	Note	2019 £'000	2018 £'000
<b>ASSETS</b>			
Cash and cash equivalents		2,621	1,273
<b>Total assets</b>		<b>2,621</b>	<b>1,273</b>
<b>LIABILITIES</b>			
Borrowed funds	8	2,776	1,136
Trade and other payables	9	23	17
Provision for liabilities and charges	10	284	219
<b>Total liabilities</b>		<b>3,083</b>	<b>1,372</b>
<b>EQUITY</b>			
Share capital	11	-	-
Accumulated losses		(462)	(99)
<b>Total equity</b>		<b>(462)</b>	<b>(99)</b>
<b>Total equity and liabilities</b>		<b>2,621</b>	<b>1,273</b>

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:



S J Caddick  
Director  
23 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
<b>At 1 January 2018</b>	-	20	20
Loss for the year being total comprehensive expense	-	(119)	(119)
<hr/>			
<b>At 31 December 2018</b>	-	(99)	(99)
Loss for the year being total comprehensive expense	-	(363)	(363)
<hr/>			
<b>At 31 December 2019</b>	-	(462)	(462)

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
<b>Cash flows used in operating activities</b>		
Loss before tax	(363)	(119)
Adjustments for:		
- Increase/(decrease) in Provision for liabilities and charges	65	(124)
- Net increase in Trade and other payables	6	10
<b>Cash used in operations</b>	<b>(292)</b>	<b>(233)</b>
<b>Net cash used in operating activities</b>	<b>(292)</b>	<b>(233)</b>
<b>Cash flows generated from financing activities</b>		
Proceeds from net borrowings with group undertakings	1,399	719
<b>Net cash generated from financing activities</b>	<b>1,399</b>	<b>719</b>
<b>Change in Cash and cash equivalents</b>	<b>1,107</b>	<b>486</b>
Cash and cash equivalents at beginning of year	953	467
<b>Cash and cash equivalents at end of year</b>	<b>2,060</b>	<b>953</b>
<b>Cash and cash equivalents comprise</b>		
Cash at bank	2,621	1,273
Bank overdraft with group undertaking (see note 8)	(561)	(320)
<b>Cash and cash equivalents</b>	<b>2,060</b>	<b>953</b>

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 pronouncements relevant to the Company requiring adoption.

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 17. No standards have been early adopted.

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

It was further noted that a letter of support had been issued by Lloyds Banking Group plc, dated 19 February 2020, confirming that it is its current intention to provide financial support to Lloyds Bank plc and its subsidiaries (of which the Company is one) to meet their respective financial liabilities as they fall due.

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.

#### 1.2 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, 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 using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

#### 1.3 Financial assets and liabilities

Financial assets comprise Cash and cash equivalents. Financial liabilities comprise Amounts due to group undertakings, Bank overdraft and Trade and other payables.

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.

#### 1.4 Cash and cash equivalents and Bank overdrafts

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

#### 1.5 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.



## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 1. Accounting policies (continued)

#### 1.5 Taxation, including deferred income taxes (continued)

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.

#### 1.6 Provision for liabilities and charges

Provisions are recognised in respect of present obligations arising from past events where it is probable that outflows of resources will be required to settle the obligations and they can be reliably estimated.

### 2. Critical accounting estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with IFRS 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.

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:

#### Payment Protection Insurance

At 31 December 2019, the Company carried a provision of £284,000 (2018: £219,000) against the cost of making redress payments to customers and the related administration costs in relation to the mis-selling of Payment Protection Insurance ("PPI") (see note 10). The total amount provided for PPI represents the Company's best estimate of the likely future cost. In estimating the likely future cost, it is necessary to form a view on the average cost of redress and the extent to which complaints will be upheld. A number of risks and uncertainties remain including processing the remaining PIRs and outstanding complaints. The cost could differ from the Company's estimates and the assumptions underpinning them, and could result in a further provision being required. These may also be impacted by any further regulatory changes and potential remediation arising from the continuous improvement of the Company's operational practices. For sensitivity analysis see note 10.

### 3. Interest income

	2019 £'000	2018 £'000
Group interest income (see note 12)	1	1

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 4. Other operating expenses

Fees payable to the Company's auditors for the audit of the financial statements of £2,000 (2018: £2,000) have been borne by a fellow subsidiary undertaking and are recharged to the Company. Accounting and administration services are provided by a fellow subsidiary 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 12).

### 7. Taxation

	2019 £'000	2018 £'000
<b>a) Analysis of charge for the year</b>		
UK corporation tax:		
Current tax on taxable loss for the year	-	-

Corporation tax is calculated at a rate of 19.00% (2018: 19.00%) of the taxable loss 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 loss before tax to the actual tax charge for the year is given below:

	2019 £'000	2018 £'000
Loss before tax	(363)	(119)
Tax charge thereon at UK corporation tax rate of 19.00% (2018: 19.00%)	69	23
Factors affecting charge:		
- Tax losses where no deferred tax recognised	(69)	(23)
Tax charge on loss on ordinary activities	-	-
Effective rate	0.00%	0.00%

The Finance Act 2016 reduced the main rate of corporation tax to 17% with effect from 1 April 2020. Within the March 2020 budget, the UK government stated its intention to maintain the corporation tax rate at 19% with effect from 1 April 2020. This intention to maintain the corporation tax rate was enacted under the Provisional Collection of Taxes Act 1968 on 17 March 2020.

Had this rate change been substantively enacted at 31 December 2019, the effect would have been to increase net deferred tax assets by £18,000.

A deferred tax asset of £154,000 (2018: £92,000) relating to miscellaneous losses has not been recognised on the basis that the Company has insufficient forecast taxable profits to recover the asset in future periods. Subject to some conditions the losses can be carried forward indefinitely and offset against future taxable profits.

### 8. Borrowed funds

	2019 £'000	2018 £'000
Amounts due to group undertakings (see note 12)	2,215	816
Bank overdraft with group undertaking (see note 12)	561	320
	2,776	1,136

Amounts due to group undertakings and Bank overdraft with group undertaking are unsecured and repayable on demand, although there is no expectation that such a demand would be made.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 9. Trade and other payables

	2019 £'000	2018 £'000
Other payables	23	17

Trade and other payables includes a balance of £22,000 (2018: £17,000) in respect of amounts due to customers.

### 10. Provision for liabilities and charges

	Total £'000
At 1 January 2018	343
Credit for the year	117
Utilised during the year	(241)
<hr/>	
At 31 December 2018 and 1 January 2019	219
Charge for the year	362
Utilised during the year	(297)
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<b>At 31 December 2019</b>	<b>284</b>

As described in note 2, an assessment has been made of the potential future transfer of economic benefits from claims made against the Company in relation to PPI. The total amount provided for PPI represents the Company's best estimate of the likely future cost. In estimating the likely future cost, it is necessary to form a view on the average cost of redress and the extent to which complaints will be upheld. A number of risks and uncertainties remain including processing the remaining PIRs and outstanding complaints. The cost could differ from the Company's estimates and the assumptions underpinning them, and could result in a further provision being required. These may also be impacted by any further regulatory changes and potential remediation arising from the continuous improvement of the Company's operational practices.

For every one per cent increase in upheld volumes, this would result in an additional charge of approximately £3,000.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 11. Share capital

	2019 £'000	2018 £'000
<b>Allotted, issued and fully paid</b>		
100 ordinary shares of £1 each (2018: 100 ordinary shares of £1 each)	-	-

### 12. Related party transactions

The Company is controlled by Bank of Scotland plc. A number of transactions are entered into with related parties in the normal course of business. These include loan and fee transactions. A summary of the outstanding balances at the year end and the related income and expense for the year are set out below.

	2019 £'000	2018 £'000
<b>Cash and cash equivalents held with group undertakings</b>		
Bank of Scotland plc	2,621	1,273
<b>Bank overdraft held with group undertaking</b>		
Bank of Scotland plc (see note 8)	561	320
<b>Amounts due to group undertakings</b>		
Bank of Scotland plc (see note 8)	2,215	816
<b>Interest income</b>		
Bank of Scotland plc (see note 3)	1	1

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 is comprised of the directors of the Company, the directors of and the members of the Lloyds Banking Group plc board. 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.

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 13. Financial risk management

The Company's operations expose it to credit risk, liquidity risk and interest rate risk; it is not exposed to any significant foreign exchange risk, market risk or business risk. Responsibility for the control of overall risk lies with the board of directors, operating within a management framework established by Bank of Scotland plc, and the ultimate parent, Lloyds Banking Group plc. Interest rate hedges are used to mitigate interest rate risk relating to a proportion of the Company's intercompany borrowings. The remaining interest rate and liquidity risk faced by the Company is in substance managed and borne by other group undertakings which fund the Company and credit risk is carefully monitored by Retail Finance's credit committee and credit functions.

A description of the Company's financial assets/liabilities and associated accounting policies is provided in note 1.

#### 13.1 Credit risk

##### Credit risk management

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. The credit risk associated with instalment credit contracts and operating leases is managed through the application of strict underwriting criteria, determined by Retail Finance's credit committee and credit functions. Significant credit exposures are measured and reported on a regular basis. Impairment provisions are provided for losses that have been incurred at the Balance sheet date.

Cash and cash equivalents are held with other companies within the Group. The credit risk associated with these financial assets is not considered to be significant.

#### 13.2 Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due. To manage this risk extensive borrowing facilities are available from within the Group.

Liquidity risks are managed as part of the Group by the immediate parent company, Bank of Scotland plc, in consultation with the board of directors. Monthly reviews of funding positions are undertaken to anticipate any shortfalls.

The Company is funded entirely by companies within the Group. Such funding is repayable on demand, although there is no expectation that such a demand would be made. All other financial liabilities are repayable on demand.

#### 13.3 Financial strategy

The Company does not trade in financial instruments, nor does it use derivatives.

#### 13.4 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.

## Notes to the financial statements (continued)

For the year ended 31 December 2019

### 14. 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.

### 15. Contingent liabilities and capital commitments

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

### 16. 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. Given the Company has no remaining loan book, an initial assessment at 30 June 2020 deemed that the pandemic would have an immaterial impact on impairment.

### 17. Future developments

The following pronouncement was relevant to the Company but was not effective at 31 December 2019 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 IFRS3 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.

### 18. Ultimate parent undertaking and controlling party

The immediate parent company is Bank of Scotland plc (incorporated in Scotland). 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. Bank of Scotland 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](http://www.lloydsbankinggroup.com).

# Independent auditors' report to the member of First Retail Finance (Chester) Limited

## Report on the audit of the financial statements

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### Opinion

In our opinion, First Retail Finance (Chester) 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, and 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 member of First Retail Finance (Chester) 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.

### **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 member 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:

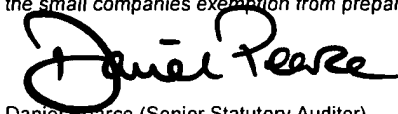
- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified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



Daniel Pearce (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Bristol

23 September 2020