SANTANDER CARDS UK LIMITED

Registered in England and Wales
Company number 01456283

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 DECEMBER 2022

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REPORT OF THE DIRECTORS

Santander Cards UK Limited (the "Company") is a wholly owned subsidiary of Santander UK plc. The Directors submit their annual report together with the audited financial statements for the year ended 31 December 2022.

This Report of the Directors has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemptions under Section 415A (1) & (2) of the Companies Act 2006. The Company is also exempt from preparing a Strategic Report in accordance with Section 414B of the Companies Act 2006.

The Company was authorised by the Financial Conduct Authority (FCA) until the registration was cancelled in August 2022.

Principal activities

The principal activity of Santander Cards UK Limited (the Company) was originally the provision of store cards, credit cards, and unsecured sales finance products, and this was sold to SAV Credit Limited during 2013. The operations of the Company have therefore been treated as discontinued, and the financial statements have been prepared on a basis other than going concern which includes, where appropriate, writing down the Company's assets to net realisable value. The financial statements do not include any provision for future costs of terminating the business of the Company except to the extent that such costs were committed at the end of the reporting year. The Company does not intend to trade in the future.

Results and dividends

The profit for the year amounted to £1,362,277 (2021: loss of £148,151).

The Directors do not propose the payment of a final dividend for 2022 (2021: £nil). The Company paid no interim dividends during 2022 (2021: £nil).

Directors

The Directors of the company who were in office during the year and up to the date of signing the financial statements:

S D Affleck
M J Hall

Statement of Directors' responsibilities in respect of the financial statements

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 UK-adopted international accounting standards.
Under company law, 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 UK-adopted international accounting standards 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 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 also 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 going concern

The financial position of the Company, its cash flows, liquidity position and borrowing facilities are set out in the financial statements. In addition, notes 2 and 13 to the financial statements include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; and its exposures to credit risk, liquidity risk and market risk.

The Company sold its store card, credit card and other unsecured sales finance receivables during 2013. As discussed under the principal activity, the Company has not engaged in any further trading activity since the date of the asset transfer and does not intend to trade in the future. The financial statements have therefore been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the entity's assets to net realisable value. The financial statements do not include any provision for future costs of terminating the business of the entity except to the extent that such costs were committed at the end of the reporting year. The parent has provided a formal letter of support to the Company, confirming that support will be provided to allow the Company to meet its ongoing trading liabilities as they fall due.

REPORT OF THE DIRECTORS (continued)

Recent events within the global banking industry

Significant market uncertainty has been generated by the collapse of Silicon Valley Bank (SVB) in the United States on 10 March 2023 and the rescue of Credit Suisse by UBS following the announcement on 14 March 2023 by Credit Suisse of material weaknesses in its financial controls.

The Company is part of the Santander UK plc Group which has an established, mature Risk Framework and a stable, low risk business model with highly diversified assets across different markets and businesses. The Santander UK plc Group's funding is also well diversified with the majority of deposits held by retail customers which, in the majority of cases, are insured by state-backed deposit guarantee schemes.

Uncertain macroeconomic and geopolitical environment

In the past few years, a number of broader, more complex and uncertain risks have evolved which may present future headwinds. These include geopolitical tensions between regions across the world, in particular the current conflict in the Ukraine. This has impacted global energy prices and supply chains which added to inflationary pressures, as well as stretching household finances. These risks accelerate trends towards deglobalisation, and a reduction of variety of goods and services, causing prices to increase over the medium to long-term. These factors are also playing into increased localised political risk across the globe, including in the UK with a second new Prime Minister in 2022.

The Company is closely following these developments and the potential for any material impacts, which may need to be taken into consideration in its business plans and intends to take a coordinated approach with the other members of the Santander UK plc group.

Qualifying Third Party Indemnities

Enhanced indemnities are provided to the Directors of the Company by Santander UK Group Holdings plc against liabilities and associated costs which they could incur in the course of their duties to the Company. All of the indemnities were qualifying third party indemnities. All of the indemnities were in force during the financial year and at the date of approval of the Annual Report and financial statements. A copy of each of the indemnities is kept at the registered office address of Santander UK Group Holdings plc.

Statement of disclosure of information to Independent auditors

Each of the Directors as at the date of approval of this report has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Independent Auditors

In accordance with Sections 485 and 487 of the Companies Act 2006, PricewaterhouseCoopers LLP are re-appointed as auditors of the Company.

By order of the Board

S D Affleck
For and on behalf of
Santander Secretariat Services Limited
Secretary

19 May 2023

Registered Office Address: 2 Triton Square, Regent's Place, London, NW1 3AN.

Independent auditors' report to the members of Santander Cards UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, Santander Cards UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; 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 2022; the income statement, cash flow statement and statement for the 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.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 1 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

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.

Independent auditors' report to the members of Santander Cards UK Limited (continued)

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 Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the Directors for the year ended 31 December 2022 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 Report of the Directors.

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 in respect of the financial statements, 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries. Audit procedures performed by the engagement team included:

Independent auditors' report to the members of Santander Cards UK Limited (continued)

- Discussions with management and communication with those charged with governance in relation to known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing minutes of meetings of those charged with governance;
- Identifying and testing journal entries meeting certain risk-based criteria; and
- Incorporated unpredictability into the nature, timing and/or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 obtained 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.

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 in preparing the Report of the Directors; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Harry Armour

Harry Armour (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
19 May 2023

INCOME STATEMENT

For the year ended 31 December

	Note	2022 £	2021 £
Finance income	3	1,539,843	159,653
Finance costs	4	(210,664)	(8,299)
Net interest income		1,329,179	151,354
Exchange gains/ (losses)		370,180	(440,118)
Reversal of expected credit losses		-	132,316
Other expenses		(17,535)	(54,730)
Profit/ (loss) before tax		1,681,824	(211,178)
Tax (charge)/ credit	7	(319,547)	63,027
Profit/ (loss) for the financial year		1,362,277	(148,151)

All amounts above relate to discontinued operations.

The accompanying notes form an integral part of the financial statements.

The Company has no comprehensive income or expenses attributable to the equity holders other than the profit of £1,362,277 for the current year (2021: £148,151 loss).

BALANCE SHEET

As at 31 December

	Note	2022 £	2021 £
Assets			
Cash and cash equivalents		66,878,796	65,868,077
Amounts owed by group undertakings	8	2,340,070	1,482,687
Shares in group undertakings	9	95,526,429	95,526,429
Other assets	10	5,799,328	5,799,328
Total assets		170,544,623	168,676,521
Liabilities			
Amounts owed to group undertakings	8	27,335,006	27,113,825
Other liabilities	11	4,711,063	4,745,966
Corporation tax liability		319,547	-
Total liabilities		32,365,616	31,859,791
Net assets		138,179,007	136,816,730
Equity			
Share capital	12	1,000	1,000
Retained earnings		138,178,007	136,815,730
Total equity		138,179,007	136,816,730
Total liabilities and equity		170,544,623	168,676,521

The accompanying notes form an integral part of the financial statements.

These financial statements on pages 6 to 21 were approved by the Board of Directors on 19 May 2023 and signed on its behalf by:

S D Affleck
Director
19 May 2023

CASH FLOW STATEMENT

For the year ended 31 December

	2022	2021
	£	£
Profit/ (loss) for the financial year after tax from discontinued operations	1,362,277	(148,151)
Adjustments for:		
Finance income	(1,539,843)	(159,653)
Finance costs	210,664	8,299
Reversal of expected credit losses	-	(132,316)
Tax charge/ (credit)	319,547	(63,027)
	352,645	(494,848)
Movement in amounts owed by group undertakings	682,460	3,183,486
Movement in amounts owed to group undertakings	10,517	(258,628)
Movement in other liabilities	(34,903)	43,859
Movement in corporation tax	-	(97,001)
Net cash generated from operating activities	1,010,719	2,376,868
Net increase in cash and cash equivalents	1,010,719	2,376,868
Cash and cash equivalents at beginning of year	65,868,077	63,491,209
Cash and cash equivalents at end of year	66,878,796	65,868,077

Where tax assets/liabilities have been group relieved, they are accounted for as amounts due to/from group undertakings.

The accompanying notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December

	Share Capital	Retained earnings	Total equity
	£	£	£
As at 1 January 2021	1,000	136,963,881	136,964,881
Loss for the financial year	-	(148,151)	(148,151)
As at 31 December 2021	1,000	136,815,730	136,816,730
As at 1 January 2022	1,000	136,815,730	136,816,730
Profit for the financial year	-	1,362,277	1,362,277
As at 31 December 2022	1,000	138,178,007	138,179,007

The accompanying notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

General information

The Company is a private company limited by shares, domiciled and incorporated in the United Kingdom and part of Santander UK plc whose ultimate parent is Banco Santander SA. The registered office address of the Company is 2 Triton Square, Regent's Place, London, NW1 3AN.

Basis of preparation

These financial statements are prepared for Santander Cards UK Limited under the Companies Act 2006.

The Company's financial statements have been prepared in accordance with UK-adopted international accounting standards (IAS).

The functional and presentation currency of the Company is sterling.

Going Concern

The Company sold its store card, credit card and other unsecured sales finance receivables during 2013 and it has not engaged in any further trading activity since the date of the asset transfer. The Company does not intend to trade in the future.

IAS 1 requires that financial statements for a company that has ceased to trade are prepared on an "other than going concern" basis. Accordingly, the financial statements have been prepared on an "other than going concern" basis. This has had no impact on the amounts reported. The Directors of the Company have been provided with a letter of support by the UK parent company, confirming the parent company will provide support to the Company for the ongoing trading liabilities for a period of 12 months from the date of signing these financial statements.

Recent accounting developments

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB amended IAS 1 'Presentation of Financial Statements' to require entities to disclose their material rather than their significant accounting policies. To support this amendment, the IASB also amended IFRS Practice Statement 2 'Making Materiality Judgements' to provide guidance on how to apply the concept of materiality. The amendments are effective for annual periods beginning on or after 1 January 2023 with earlier application permitted. The amendments have been applied in preparing these financial statements and, consequently, only material accounting policy information is disclosed.

Future accounting developments

At 31 December 2022, for Santander Cards UK Limited, there were no other significant new or revised standards and interpretations, and amendments thereto, which have been issued but which are not yet effective, or which have otherwise not been early adopted where permitted.

Material accounting policy information

The following material accounting policies have been applied in preparing these financial statements. These policies have been consistently applied to all years presented, unless otherwise stated. Those material accounting policies which involves the application of judgements or accounting estimates that are determined to be critical to the preparation of these financial statements are set out in the section headed "Critical accounting estimates and areas of significant management judgement".

Revenue recognition

Finance income and costs

Finance income on financial assets that are classified as amounts owed by group undertakings, cash and cash equivalents and finance costs on financial liabilities is determined using the effective interest method. The effective interest rate is the rate that discounts the estimated future cash payments or receipts over the expected life of the instrument, or when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the future cash flows are estimated after considering all the contractual terms of the instrument but not future credit losses. The calculation includes all amounts paid or received by the Company that are an integral part of the overall return, direct incremental transaction costs related to the acquisition, issue or disposal of the financial instrument and all other premiums or discounts.

Income taxes, including deferred income taxes

Income tax payable on profits is recognised as an expense in the period in which profits arise. The tax effects of income tax losses available to carry forward are recognised as an asset when it is probable that future taxable profits will be available, against which these losses can be utilised.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted or substantively enacted tax rates are used in the determination of deferred income tax.

Deferred and current tax assets and liabilities are only offset where there is both the legal right and the intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1. ACCOUNTING POLICIES (continued)

Financial Instruments

Initial recognition and measurement

Financial assets and liabilities are initially recognised when the Company becomes a party to the contractual terms of the instrument. The Company determines the classification of its financial assets and liabilities at initial recognition and measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss (ECL) allowance is recognised for financial assets measured at amortised cost.

1) Classification and subsequent measurement

the Company has applied IFRS 9 Financial Instruments and classifies its financial assets in the measurement categories of amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). The Company holds no financial assets or liabilities measured at fair value in either the current or preceding year.

Financial assets: debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans. Classification and subsequent measurement of debt instruments depend on the Company's business model for managing the asset and the cash flow characteristics of the asset.

Business model

The business model reflects how the Company manages the assets in order to generate cash flows and, specifically, whether the Company's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of the assets. If neither of these is applicable, such as where the financial assets are held for trading purposes, then the financial assets are classified as part of an 'other' business model and measured at FVTPL. Factors considered in determining the business model for a group of assets include past experience on how the cash flows for these assets were collected, how the assets' performance is evaluated and reported to key management personnel and how risks are assessed and managed.

Solely Payment of Principal and Interest ("SPPI")

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Company assesses whether the assets' cash flows represent SPPI. In making this assessment, the Company considers whether the contractual cash flows are consistent with a basic lending arrangement (i.e. interest includes only consideration for the time value of money, credit risk, other basic lending risks and a profit margin that is consistent with a basic lending arrangement). Where the contractual terms introduce exposure to risk or volatility that is inconsistent with a basic lending arrangement, the related asset is classified and measured at FVTPL.

Based on these factors, financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI, and that are not designated at FVTPL, are measured at amortised cost. The carrying amount of these assets is adjusted by any ECL recognised. Interest income from these financial assets is included in 'Interest receivable' using the effective interest rate method. When the estimates of future cash flows are revised, the carrying amount of the financial assets is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognised in the income statement.

The Company's debt instruments consist of amounts owed by group undertakings.

Financial liabilities

Financial liabilities are classified and subsequently measured at amortised cost. The Company's financial liabilities comprise amounts owed to group undertakings which are classified as amortised cost. Interest on the balances is calculated using the effective interest rate and reflected in the 'interest payable' line within the income statement.

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

2) Impairment of debt instrument financial assets

Expected credit losses are recognised on all financial assets at amortised cost. The expected credit loss considers forward looking information to recognise impairment allowances earlier in the lifecycle of a product. A three-stage approach to impairment measurement is adopted as follows:

- Stage 1 - the recognition of 12 month expected credit losses (ECL), that is the portion of lifetime expected credit losses from default events that are expected within 12 months of the reporting date, if credit risk has not increased significantly since initial recognition;
- Stage 2 - lifetime expected credit losses for financial instruments for which credit risk has increased significantly since initial recognition; and
- Stage 3 - lifetime expected credit losses for financial instruments which are credit impaired.

The measurement of ECL reflects:

- An unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- The time value of money; and
- Reasonable and supportable information that is available without undue cost or effort at the reporting date about past events and current conditions.

At 31 December 2022, the ECL allowance totalled £38,098,386 (2021: £38,098,386).

Financial assets are written off when it is reasonably certain that receivables are irrecoverable. For more on how ECL is calculated see the Credit risk section on note 2.

3) Derecognition

Financial assets are derecognised when the rights to receive cash flows have expired or the Company has transferred its contractual right to receive the cash flows from the assets and either: (1) substantially all the risks and rewards of ownership have been transferred; or (2) the Company has neither retained nor transferred substantially all of the risks and rewards but has transferred control.

Financial liabilities are derecognised when extinguished, cancelled or expired.

Shares in group undertakings

In the Company's financial statements, investments in subsidiary undertakings and associates are stated at cost less impairment provisions.

Where an impairment provision is deemed to be no longer required, the element of the provision deemed not to be necessary is reversed and credited to the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise of cash and balances with banks.

Separate financial statements

The Company is a subsidiary of Santander UK plc, a Company registered in England and Wales, which produces consolidated financial statements available for public use and complies with International Financial Reporting Standards. Accordingly, the Company has taken advantage of the exemption in paragraph 4(a) of IFRS 10, Consolidated Financial Statements and not prepared consolidated financial statements.

Critical accounting estimates and areas of significant management judgement

The preparation of the financial statements requires management to make estimates and judgements that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of income and expenses during the reporting period. Management evaluates its estimates and judgements on an ongoing basis. Management bases its estimates and judgements on historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Management considered there were no critical judgements to disclose at the balance sheet date.

The following accounting estimates are considered important to the portrayal of Company's results and financial condition because: (i) they are highly susceptible to change from period to period as assumptions are made to calculate the estimates, and (ii) any significant difference between the estimated amounts and actual amounts could have a material impact on the Company's future financial results and financial condition.

In calculating each estimate, a range of outcomes were calculated based principally on management's conclusions regarding the input assumptions relative to historic experience. The actual estimates were based on what management concluded to be the most probable assumptions within the range of reasonably possible assumptions.

1. ACCOUNTING POLICIES (continued)

Critical accounting estimates and areas of significant management judgement (continued)

Credit impairment losses

The application of the ECL impairment methodology for calculating credit impairment allowances is highly susceptible to change from period to period. The methodology requires management to make a number of judgmental assumptions in determining the estimates. Any significant difference between the estimated amounts and actual amounts could have a material impact on the Company's future financial results and financial condition.

Key areas of judgement in accounting estimates

The key judgements made by management in applying the ECL impairment methodology are set out below:

- Definition of default
- SICR

For more on each of these key judgements, see the Credit risk section of the Santander UK plc 2022 Annual Report.

Sensitivity of ECL allowance

At 31 December 2022, the probability-weighted ECL allowance totalled £38,098,386 (2021: £38,098,386)

The ECL allowance is sensitive to the methods, assumptions and estimates underlying its calculation. For example, management could have applied different probability weights to the economic scenarios and, depending on the weights chosen, this could have a material effect on the ECL allowance.

If management used different assumptions on probability weights, a larger or smaller ECL charge could have a material impact on the Company's reported ECL allowance and profit/ (loss) before tax.

No sensitivity analysis is presented at 31 December 2022 (2021: none) as stage 2 loans are virtually fully impaired due to the financial position of the counterparties. Consequently, a significant change in assumptions would be required to have a material impact on the ECL provision.

NOTES TO THE FINANCIAL STATEMENTS

2. FINANCIAL RISK MANAGEMENT

The most significant risks faced by the Company are liquidity risk, market risk and credit risk. The Company manages its risk in line with the central risk management function of the Santander UK plc Group. Santander UK plc Group's Risk Framework ensures that risk is managed and controlled on behalf of shareholders, customers, depositors, employees and the Santander UK plc Group's regulators. Effective and efficient risk governance and oversight provide management with assurance that the Santander UK plc Group's business activities will not be adversely impacted by risks that could have been reasonably foreseen. This in turn reduces the uncertainty of achieving the Santander UK plc Group's strategic objectives.

Authority flows from the Santander UK plc Board to the Chief Executive Officer and from him to specific individuals. Formal standing committees are maintained for effective management of oversight. Their authority is derived from the person they are intended to assist. Further information can be found in the Santander UK plc Annual Report which does not form part of this Annual Report.

Liquidity risk

Liquidity risk is the potential that, although remaining solvent, the Company does not have sufficient liquid financial resources to enable it to meet its obligations as they fall due or can secure them only at excessive cost.

The Company manages liquidity risk by maintaining sufficient liquid resources to ensure it can meet its obligations with the support of its parent company.

The table below analyses the maturities of the undiscounted cash flows relating to financial liabilities of the Company based on the remaining period to the contractual maturity date at the balance sheet date. There are no significant financial liabilities related to financial guarantee contracts.

	Demand	Up to 3 months	3-12 months	1-5 years	Total
At 31 December 2022	**£**	**£**	**£**	**£**	**£**
Amounts due to group companies (note 8)	**2,890**	**-**	**-**	**27,332,116**	**27,335,006**
Other creditors (note 11)	**4,711,063**	**-**	**-**	**-**	**4,711,063**
Total financial liabilities	**4,713,953**	**-**	**-**	**27,332,116**	**32,046,069**

	Demand	Up to 3 months	3-6 months	1-5 years	Total
At 31 December 2021	£	£	£	£	£
Amounts due to group companies (note 8)	27,113,825	-	-	-	27,113,825
Other creditors (note 11)	4,745,966	-	-	-	4,745,966
Total financial liabilities	31,859,791	-	-	-	31,859,791

Market risk

Market risk is the potential for loss of income or a decrease in the value of net assets caused by movements in the levels and prices of financial instruments. The majority of market risk arises as a result of interest rates. The Company's interest rate risk arises from borrowings on which the possibility of finance cost increases may arise from changes in interest rates. The Company holds a mixture of loans to and from group undertakings. The effect of the net interest receivable/payable reduces the risk the Company is exposed to from adverse fluctuations in interest rates. The effect of this can be found under the income statement. In addition, the Company holds significant cash balances which earn interest and thus reduces the risk further.

Interest rate sensitivity analysis

A 50bps increase in interest rates would have resulted in an increase in operating profit and in net assets of £397,446 (2021: £388,906). A 50bps decrease in interest rates would have resulted in a decrease in operating profit and in net assets of £397,446 (2021: £388,906).

2. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

Credit risk management

Credit risk is the risk that counterparties will not meet their financial obligations and may result in the Company losing the principal amount lent, the interest accrued and any unrealised gains.

Key metrics

The Company uses a number of key metrics to measure and control credit risk, as follows:

Metric	Description
Expected credit losses (ECL)	ECL tells the Company what credit risk is likely to cost either over the next 12 months on qualifying exposures, or defaults over the lifetime of the exposure where there is evidence of a significant increase in credit risk since origination.
Stages 1, 2 and 3	The Company assesses the credit risk profile to determine which stage to allocate and monitors where there is a significant increase in credit risk and transfers between the stages.
Expected Loss (EL)	EL is the product of the probability of default, exposure at default and loss given default. The Company calculates each factor in accordance with group policy and risk models and an assessment of each customer's credit quality. There are differences between regulatory EL and IFRS 9 ECL. More details can be found in the Annual Report of the parent company Santander UK plc. For the rest of the Risk review, impairments, losses and loss allowances refer to calculations in accordance with IFRS, unless specifically stated otherwise. For IFRS accounting policy on impairment, see note 1 to the Financial Statements.

Maximum exposure to credit risk

The table below shows the Company's maximum exposure to credit risk. The table only shows the financial assets that credit risk affects. Group Relief balances are excluded from this analysis.

		Balance Sheet	
	Gross amounts	Loss allowances	Net exposure
At 31 December 2022	£	£	£
Financial assets at amortised cost:			
Loans to group undertakings (note 8)	40,438,456	(38,098,386)	2,340,070
Total financial assets at amortised cost	40,438,456	(38,098,386)	2,340,070

		Balance Sheet	
	Gross amounts	Loss allowances	Net exposure
At 31 December 2021	£	£	£
Financial assets at amortised cost:			
Loans to group undertakings (note 8)	39,515,809	(38,098,386)	1,417,423
Total financial assets at amortised cost	39,515,809	(38,098,386)	1,417,423

For balance sheet assets, the maximum exposure to credit risk is the carrying value after impairment loss allowances.

The class of financial instruments that is most exposed to credit risk in the Company are amounts owed by group undertakings in the form of intercompany loans.

NOTES TO THE FINANCIAL STATEMENTS

2. FINANCIAL RISK MANAGEMENT (continued)

Credit risk (continued)

Credit exposures and corresponding ECL

The following table analyses the credit risk exposure of financial instruments for which an ECL allowance is recognised, and the corresponding ECL at 31 December:

2022	Stage 1 £	Stage 2 £	Stage 3 £	Total £
Exposures				
Amounts owed by group undertakings	318,924	40,119,532	-	40,438,456
Total exposures	318,924	40,119,532	-	40,438,456
IFRS 9 ECL	£	£	£	£
Amounts owed by group undertakings	-	(38,098,386)	-	(38,098,386)
Total ECL	-	(38,098,386)	-	(38,098,386)
Net exposures	318,924	2,021,146	-	2,340,070

2021	Stage 1 £	Stage 2 £	Stage 3 £	Total £
Exposures				
Amounts owed by group undertakings	318,924	39,196,885	-	39,515,809
Total exposures	318,924	39,196,885	-	39,515,809
IFRS 9 ECL	£	£	£	£
Amounts owed by group undertakings	-	(38,098,386)	-	(38,098,386)
Total ECL	-	(38,098,386)	-	(38,098,386)
Net exposures	318,924	1,098,499	-	1,417,423

Movements in ECL provision are set out below:

	£
At 1 January 2022	(38,098,386)
Income statement (charge)/release for the year	-
At 31 December 2022	(38,098,386)

3. FINANCE INCOME

	2022 £	2021 £
Interest receivable	1,539,843	159,653

During the year, an addendum to the loan agreement with the subsidiary Santander Consumer Credit Services Limited was made reflecting a change in interest rate from nil to base rate. As it was effective 1 January 2021, the interest receivable relating to the prior year of £37,035 has been included in the current year total above.

4. FINANCE COSTS

	2022 £	2021 £
Interest payable	210,664	8,299

NOTES TO THE FINANCIAL STATEMENTS

5. AUDITORS' REMUNERATION

The profit in the current year has been arrived at after charging audit fees of £6,850 (2021: £5,835) which are payable to the Company's auditors for the statutory audit of the Company's annual financial statements.

No fees for non-audit services were paid by the Company to the auditors during the year (2021: nil):

6. DIRECTORS EMOLUMENTS AND EMPLOYEES

No Directors were remunerated for their services to the Company (2021: none). Directors' emoluments are borne by the UK parent company Santander UK plc. The Directors' services to the Company are an incidental part of their duties. No emoluments were paid by the Company to the Directors during the year (2021: £nil).

The Company had no employees in the reporting year (2021: none).

7. TAX CHARGE/ CREDIT

	2022 £	2021 £
Current tax:		
UK corporation tax on profit/ loss for the year	319,547	(65,264)
Adjustments in respect of prior years	-	2,237
Tax charge/ (credit) on profit/ (loss) for the year	319,547	(63,027)

UK corporation tax is calculated at 19% (2021: 19%) of the estimated assessable profits/losses for the year.

The UK government announced in its budget on 3 March 2021 that it would increase the main rate of corporation tax by 6% to 25% with effect from 1 April 2023.

The tax on the Company's profit/ (loss) before tax is the same as (2021: differs from) the theoretical amount that would arise using the basic tax rate of the Company as follows:

	2022 £	2021 £
Profit/ (loss) before tax	1,681,824	(211,178)
Tax calculated at a tax rate of 19% (2021: 19%)	319,547	(40,124)
Non-deductible expenses	-	(25,140)
Adjustments in respect of prior years	-	2,237
Tax charge/ (credit) for the year	319,547	(63,027)

8. AMOUNTS OWED BY/ TO GROUP UNDERTAKINGS

	2022 £	2021 £
Assets:		
Amounts owed by Group Undertakings	2,340,070	1,417,423
Corporation tax group relief	-	65,264
Total amounts owed by Group undertakings	2,340,070	1,482,687
Liabilities:		
Amounts owed to Group Undertakings	27,335,006	27,113,825

Amounts owed by Group undertakings are payable within 3 years.

In accordance with the loan agreement, the loan to the subsidiary Santander Consumer Credit Services Limited accrued no interest in 2021. During the year, an addendum to the agreement was made reflecting a change in interest rate from nil to base rate effective 1 January 2021.

NOTES TO THE FINANCIAL STATEMENTS

9. SHARES IN GROUP UNDERTAKINGS

Cost	£
At 1 January 2022	537,653,718
At 31 December 2022	537,653,718
Provision for impairment	
At 1 January 2022	(442,127,289)
At 31 December 2022	(442,127,289)
Net book value	
At 31 December 2021	95,526,429
At 31 December 2022	95,526,429

Investments in subsidiary companies are shown as cost less provision for impairment. The provision for impairment aligns the net book value of the Company's investment to the Net Assets of the subsidiary invested in. The Company has exercised the exemption under Section 400 of the Companies Act 2006, which dispenses with the requirement to prepare group financial statements. This is also in accordance with the exemption in IAS 27 'Consolidated and Separate Financial Statements'.

The wholly owned subsidiaries the Company held in the year are listed below. The company has no associates or joint ventures.

Name of subsidiaries	Place of incorporation ownership (or registration) and operation	Proportion of ownership interest %	Ultimate Proportion of Ownership %
Directly held:			
Santander Global Consumer Finance Limited	England and Wales	100	100
Santander Consumer Credit Services Limited	England and Wales	100	100
Santander Cards Limited	England and Wales	100	100
First National Tricity Finance Limited	England and Wales	100	100
Santander Cards Ireland Limited	Ireland	100	100
Time Retail Finance Limited (in liquidation)	England and Wales	100	100

None of the subsidiaries are banks or listed on a stock exchange.

The registered offices of the subsidiaries are listed below:

Name of subsidiaries	Registered office address
Directly held:	
Santander Global Consumer Finance Limited	2 Triton Square, Regent's Place, London, NW1 3AN
Santander Consumer Credit Services Limited	2 Triton Square, Regent's Place, London, NW1 3AN
Santander Cards Limited	2 Triton Square, Regent's Place, London, NW1 3AN
First National Tricity Finance Limited	2 Triton Square, Regent's Place, London, NW1 3AN
Santander Cards Ireland Limited	25/28 North Wall Quay, Dublin 1, Ireland
Time Retail Finance Limited (in liquidation)	Griffins Tavistock House South, Tavistock Square, London, WC1H 9LG

10. OTHER ASSETS

	2022 £	2021 £
Amounts falling due within one year:		
Other debtors	5,799,328	5,799,328

11. OTHER LIABILITIES

	£	£
Amounts falling due within one year:		
Other creditors	4,711,063	4,745,966
	4,711,063	4,745,966

The other creditors relate to two components namely, cheques issued that have not yet been cashed by customers for overpayments made on their accounts and; unallocated receipts where cash or payment was received, but the Company was unable to identify the customer and unable to return it.

NOTES TO THE FINANCIAL STATEMENTS

12. SHARE CAPITAL

	2022	2021
	£	£
Allotted, called up and fully paid		
1,000 (2021: 1,000) Ordinary shares of £1 each	1,000	1,000

13. CAPITAL MANAGEMENT AND RESOURCES

The Company's immediate UK parent, Santander UK plc adopts a centralised capital management approach based on an assessment of both regulatory requirements and the economic capital impacts of businesses in the Santander UK plc group. The Company has no non-centralised process for managing its own capital. Disclosures relating to the Santander UK plc group's capital management can be found in the Santander UK plc Annual Report and financial statements.

Capital held by the Company and managed centrally as part of the Santander UK plc group, comprises share capital and reserves which can be found in the Balance Sheet.

14. CONTINGENT LIABILITIES

Capital Support Deed

At 31 December 2022, Santander UK plc (RFB), Cater Allen Limited, Santander ISA Managers Limited and certain other non-regulated subsidiaries within the RFB, including the Company, were party to the RFB Sub-Group Capital Support Deed dated 17 December 2021. These parties were permitted by the PRA to form a core UK group, as defined in the PRA Rulebook, a permission which will expire on 31 December 2024. Exposures of each of the regulated entities to other members of the core UK group were exempt from large exposure limits that would otherwise apply. These intra-group exposures were risk-weighted at 0% and excluded from leverage exposure on a solo as well as consolidated basis. The purpose the Deed was to facilitate the prompt transfer of available capital resources from, or repayment of liabilities by, the non-regulated parties to any of the regulated parties in the RFB Sub-Group in the event that one of the regulated parties breached or was at risk of breaching its capital resources or risk concentrations requirements.

Payment Protection Insurance

In relation to a specific PPI portfolio of complaints, a legal dispute regarding allocation of liability is in its early stages.

The dispute relates to the liability for PPI mis-selling complaints relating to pre-2005 PPI policies underwritten by AXA France IARD and AXA France Vie (together, AXA France - previously Financial Insurance Company Ltd and Financial Assurance Company Ltd respectively) and involves the Company and a Banco Santander SA subsidiary Santander Insurance Services UK Limited (together the Santander Entities). During the relevant period, AXA France were owned by Genworth Financial International Holdings, Inc (Genworth). In September 2015, AXA SA acquired AXA France from Genworth. In July 2017, the Santander Entities notified AXA France that they did not accept liability for losses on PPI policies relating to the relevant period. Santander UK plc entered into a Complaints Handling Agreement (CHA) with AXA France pursuant to which it agreed to handle complaints on their behalf, and AXA France agreed to pay redress assessed to be due to relevant policyholders on a without prejudice basis. A standstill agreement was entered into between the Santander Entities and AXA France as a condition of the CHA.

In July 2020, Genworth announced that it had agreed to pay AXA SA circa £624m in respect of PPI mis-selling losses in settlement of the related dispute concerning obligations under the sale and purchase agreement pursuant to which Genworth sold AXA France to AXA SA. The CHA between Santander UK plc and AXA France terminated on 26 December 2020. On 30 December 2020, AXA France provided written notice to the Santander Entities to terminate the standstill agreement. During 2021, AXA France commenced litigation against the Santander Entities seeking recovery of £636m and any further losses relating to pre-2005 PPI. Judgment in respect of the Santander Entities application for AXA France's claim to be struck out/summarily dismissed, was handed down by the Commercial Court on 12 July 2022. In summary, the Commercial Court upheld a significant part of the Santander Entities' strike-out application, striking out AXA France's claim for contribution against Santander for alleged losses and requiring AXA France to re-plead a significant portion of its other pleadings. AXA France updated the amount of losses claimed from £636m to £670m in their Amended Particulars of Claim dated 21 October 2022. Overall, the dispute remains at an early stage and there are ongoing factual issues to be resolved which may have legal consequences including in relation to liability. These issues create uncertainties which mean that it is difficult to reliably predict the outcome or the timing of the resolution of the matter.

Santander UK plc holds a provision in regard to this matter and has confirmed that if any liability arises, it will settle it in full and not the Company.

Further information has not been provided on the basis that it would be seriously prejudicial to the Santander Entities' interests in connection with the dispute.

14. CONTINGENT LIABILITIES (continued)

HMRC Corporation Tax

Santander UK Group Holdings plc, its subsidiaries and other UK subsidiaries and operations of Banco Santander SA ("Santander group") engages in discussion, and co-operates, with HM Revenue & Customs (HMRC) in their oversight of the Santander group's UK tax matters. The Santander group adopted the UK's Code of Practice on Taxation for Banks in 2010.

Certain leases in which previous members of the Santander UK group were the lessor are currently under review by HMRC in connection with claims for tax allowances. Under the terms of the lease agreements, certain members of the Santander UK group, including the company's parent, are fully indemnified in all material respects by the respective lessees for any liability arising from the disallowance of tax allowances plus accrued interest. Whilst legal opinions have been obtained to support the Santander UK group's position, the matter remains uncertain pending formal resolution with HMRC. In 2017, as required under the terms of the leases, these matters moved to formal litigation and hearings will be held at the First Tier Tax Tribunal in 2024. In return for payments to the lessor companies the Company has received the benefit of the claims for tax allowances via group relief surrendered from one or more of the lessor companies. If HMRC were successful the Company would be required to pay up to £969,000 in corporation tax and interest which it would then reclaim from the lessor companies.

15. RELATED PARTIES

Transactions with related parties

Particulars of transactions with related parties, and the balances outstanding at the year end, are disclosed in the tables below:

	Income		Expenditure	
	2022	2021	2022	2021
	£	£	£	£
Santander UK plc	1,539,843	159,653	210,664	8,299
	1,539,843	159,653	210,664	8,299

	Amounts owed by related parties		Amounts owed to related parties	
	2022	2021	2022	2021
	£	£	£	£
Santander Consumer Credit Services Limited - Loan	33,047,898	32,507,614	-	-
Santander Consumer Credit Services Limited – Impairment	(31,409,115)	(31,409,115)	-	-
Santander Cards Ireland Limited – Loan	7,071,634	6,689,270	-	-
Santander Cards Ireland Limited - Impairment	(6,689,271)	(6,689,270)	-	-
Santander Cards Ireland Limited - Bank transfer	-	-	365,370	357,702
First National Tricity Finance Limited - Loan	-	-	6,268,055	6,268,055
Santander Global Consumer Finance Limited – Loan	-	-	6,971,142	6,968,292
Santander UK plc – Other	318,924	318,924	13,727,549	13,516,886
Santander UK plc – Bank account	66,878,796	65,868,077	-	-
Santander UK plc – Group Relief	-	65,264	-	-
Sundry balances	-	-	2,890	2,890
	69,218,866	67,350,764	27,335,006	27,113,825

The Company paid no interim dividend during the year (2021: £nil).

During the year, the Company entered into no transactions with key management personnel of the Company, (2021: £nil).

Amounts owed by and to group undertakings are unsecured. During the prior year, new loan agreements with group undertakings came into force. Loans with Santander Cards Ireland Limited, Santander Global Consumer Finance Limited and First National Tricity Finance Limited are interest free (2021: interest free). The loan from Santander UK plc accrues interest at Base rate (2021: one month LIBOR until 30th December 2021 when it accrued interest at Base rate).

The loan to the subsidiary Santander Consumer Credit Services Limited accrued no interest in 2021 in accordance with the loan agreement. However during the year, an addendum to the agreement was made reflecting a change in interest rate from nil to base rate effective 1 January 2021.

15. RELATED PARTIES (continued)

Off balance sheet commitments

The loan due from Santander Consumer Credit Services Limited has a total facility of £35.0m (2021: £33.0m). The loan due from Santander Cards Ireland Limited has a total facility of €7.6m (2021: €7.6m).

The loan due to Santander UK plc has a total net facility of £17m (2021: £15.0m). Loans due to Santander Global Consumer Finance Limited and First National Tricity Finance Limited both have a total facility of £6.4m each (2021: £6.4m each). The amounts utilised under each facility are provided within the table above.

16. PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent company is Santander UK plc, a company registered in England and Wales.

The Company's ultimate parent undertaking and controlling party is Banco Santander SA, a company registered in Spain. Banco Santander SA is 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. Santander UK plc is the parent undertaking of the smallest group of undertakings for which the group financial statements are drawn up and of which the Company is a member.

Copies of all sets of group financial statements, which include the results of the Company, are available from Corporate Governance Office, Santander UK plc, 2 Triton Square, Regent's Place, London, United Kingdom NW1 3AN.