

Sandwell Finance Holdings Limited

Directors' report and financial statements
for the year ended 31 March 2023

Registered number: 05019375



Sandwell Finance Holdings Limited

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Sandwell Finance Holdings Limited

Directors and advisors

Directors

C J Duffy
D J Wynne
Wilmington Trust SP Services (London) Limited

Secretary

Wilmington Trust SP Services (London) Limited

Solicitors

Clifford Chance LLP
London

Bankers

Barclays Bank Plc
London

Registered office

c/o Wilmington Trust SP Services (London) Limited
Third Floor
1 King's Arms Yard
London
EC2R 7AF

Registered number

05019375

Sandwell Finance Holdings Limited

Directors' report

The Directors present their report and the financial statements for the year ended 31 March 2023.

Business review and principal activities

The entire issued share capital of Sandwell Finance Holdings Limited (the Company) is held on trust by the Share Trustee, a professional trust company based in England and Wales.

The principal activity of the Company is that of a holding company. The subsidiaries of the Company are Sandwell Commercial Finance No. 1 Plc and Sandwell Commercial Finance No. 2 Plc, each of which is a securitisation entity holding a portfolio of commercial mortgages. The contractual waterfall of payments agreed at the outset of each securitisation requires each securitisation to pay out to investors only the cash flows generated during the period from the underlying assets. During the year, Sandwell Commercial Finance No. 2 plc continued to make all payments in accordance with the scheduled waterfall of payments.

Sandwell Commercial Finance No. 1 Plc however was not able to make all its payments in accordance with the scheduled waterfall of payments. This was due to shortfalls in the amount available to meet interest payments due on the Class E Notes on the Interest Payment Dates in May 2022, August 2022, November 2022 and February 2023. These shortfalls were a direct result of the balance of the Class E Principal Deficiency Sub-Ledger exceeding 50% of the Principal Amount Outstanding of the Class E Notes (as detailed in the Prospectus), which prevented the use of Principal Receipts to fund the relevant Shortfall, and also prevented drawings under the Liquidity Facility. The Company has served all of the requisite Notices to Noteholders and Trustee to ensure that all parties are fully aware of the position.

The Company is domiciled and incorporated in the United Kingdom. The Company has not traded during the financial year and is currently dormant.

Directors and Directors' interests

The Directors who held office during the year and up to the date of signing the financial statements were as follows:

C J Duffy
D J Wynne
Wilmington Trust SP Services (London) Limited

Wilmington Trust SP Services (London) Limited holds share capital of 1 ordinary share of £1 which is fully paid.

The Directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Dividend

The Directors do not recommend the payment of a dividend (2022: £nil).

Auditor

In accordance with Section 480 of the Companies Act 2006, the Company was exempt from the requirements to have its accounts audited for the year ended 31 March 2023.

Sandwell Finance Holdings Limited

Directors' report (continued)

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- 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.

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.

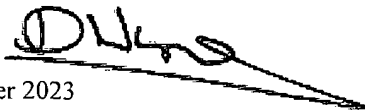
The Company is out of the scope of the Streamlined Energy and Carbon Reporting (SECR), as it does not meet the numerical thresholds in relation to turnover, balance sheet assets and number of employees.

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By order of the Board

Director

26 September 2023



Daniel Wynne
Director

Sandwell Finance Holdings Limited

Statement of comprehensive income

for the year ended 31 March 2023

There was no income or expenditure during the current or preceding year.

Statement of changes in equity

for the year ended 31 March 2023

There were no changes in equity during the current or preceding year.

The notes on pages 7 to 8 form part of these financial statements.

Sandwell Finance Holdings Limited

Statement of financial position at 31 March 2023

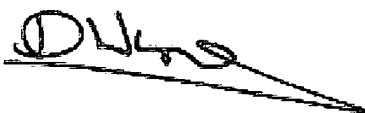
	Notes	2023 £	2022 £
Assets			
Non-current assets			
Investments	2	25,003	25,003
Total assets		<u>25,003</u>	<u>25,003</u>
Current liabilities			
Trade and other payables	3	25,002	25,002
Total liabilities		<u>25,002</u>	<u>25,002</u>
Equity			
Share capital	4	1	1
Total equity attributable to equity holders of parent		<u>1</u>	<u>1</u>
Total liabilities and equity		<u>25,003</u>	<u>25,003</u>

The notes on pages 7 to 8 form part of these financial statements.

The Directors:

- (a) confirm that the Company was entitled to exemption under Section 480 of the Companies Act 2006 from the requirement to have its accounts for the year ended 31 March 2023 audited;
- (b) confirm that members have not required the Company to obtain an audit of its accounts for that financial year in accordance with Section 476 of that Act;
- (c) confirm that the Company was entitled to exemption under Section 414B of the Companies Act 2006 from the requirement to produce a strategic report for year ended 31 March 2023;
- (d) acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts; and
- (e) acknowledge their responsibilities for preparing accounts which give a true and fair view of the affairs of the Company as at the end of the financial year in accordance with Section 393 of the Companies Act 2006 and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the Board of Directors on 26 September 2023 and were signed on its behalf by:



Director
Company number: 05019375

Daniel Wynne
Director

Sandwell Finance Holdings Limited

Statement of cash flows

for the year ended 31 March 2023

There were no cash flows during the current or preceding year.

The notes on pages 7 to 8 form part of these financial statements.

Sandwell Finance Holdings Limited

Notes to the financial statements

1 Accounting policies

Sandwell Finance Holdings Limited (the Company) is a private limited company, limited by shares and incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006.

The Company is exempt by virtue of S400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. The results of the Company were consolidated in the financial statements of West Bromwich Building Society until 31 December 2019. Further details are provided in note 6.

The principal accounting policies applied consistently in the preparation of these financial statements are set out below.

Basis of preparation

The financial statements have been prepared in accordance with UK-adopted international accounting standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The financial statements have been prepared under the historical cost convention.

The financial statements are presented in pounds Sterling.

Investments

Investments are stated at cost less permanent diminution in value.

2 Investments	2023 £	2022 £
Shares in subsidiary undertakings	<u>25,003</u>	<u>25,003</u>

The Company owns 100% of the ordinary share capital of the following companies:

Company	Principal activity	Country of incorporation
Sandwell Commercial Finance No. 1 Plc	Securitisation entity	United Kingdom
Sandwell Commercial Finance No. 2 Plc	Securitisation entity	United Kingdom

Sandwell Finance Holdings Limited

Notes to the financial statements (continued)

3	Trade and other payables	2023	2022
		£	£
	Other payables	<u><u>25,002</u></u>	<u><u>25,002</u></u>
4	Share capital	2023	2022
		£	£
	<i>Authorised</i>		
	100 ordinary shares of £1 each	<u><u>100</u></u>	<u><u>100</u></u>
	<i>Allotted, called up and fully paid</i>		
	1 ordinary share of £1, fully paid	<u><u>1</u></u>	<u><u>1</u></u>
5	Reconciliation of movement in shareholders' funds	2023	2022
		£	£
	Opening and closing shareholders' funds	<u><u>1</u></u>	<u><u>1</u></u>
6	Parent undertaking and ultimate controlling party		

The entire ordinary share capital of the Company is owned by Wilmington Trust SP Services (London) Limited (the ultimate parent undertaking), subject to the terms of a declaration of trust for general charitable purposes. Copies of the parent company's financial statements can be obtained from Wilmington Trust SP Services (London) Limited at the address shown on page 1.