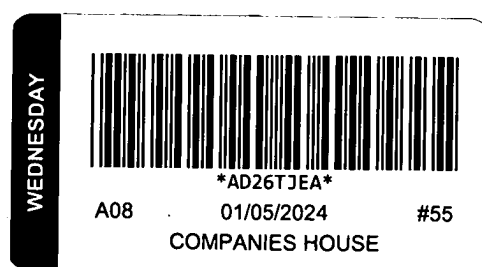


Company Registration Number: 12616726

BAVARIAN SKY UK-D LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023



BAVARIAN SKY UK-D LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

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BAVARIAN SKY UK-D LIMITED

COMPANY INFORMATION AND INDEPENDENT AUDITORS

Directors	Ioannis Kyriakopoulos Wilmington Trust SP Services (London) Limited
Company secretary	Wilmington Trust SP Services (London) Limited
Company registered number	12616726
Registered office	Wilmington Trust SP Services (London) Limited Third Floor 1 King's Arms Yard London EC2R 7AF
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

BAVARIAN SKY UK-D LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors present their Strategic report of Bavarian Sky UK-D Limited (the "Company") for the year ended 31 December 2023.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The principal activity of the Company is that of a special purpose company incorporated for the securitisation of auto loans (the "receivables" and, together, the "Reference Portfolio"), originated by BMW Financial Services (GB) Limited (the "Originator", the "Servicer"). The transaction documents dated 03 August 2020 (as amended on 20 August 2021 and 20 September 2022) set out the details of the transaction.

On 03 August 2020 the Company issued £500,000,000 Class A1 Notes due August 2028 and £159,600,000 Class B Notes due August 2028. On the same date, the Company issued a £5,300,000 Subordinated loan.

On 20 August 2021, the Company recalled the Class A1 Notes and issued new £500,000,000 Class A1 Notes due August 2029. On the same date, the Company extended the Class B maturity date from August 2028 to August 2029.

On 20 September 2022, the Company recalled the Class A1 Notes and issued new £200,000,000 Class A1 Notes due August 2030 and £300,000,000 Class A2 Notes due August 2030 (the Class A1 Notes together with the Class A2 Notes, the "Class A Notes. On the same date, the Company extended the Class A and Class B maturity date from August 2029 to August 2030 and extended the Revolving Period from September 2022 to September 2023. Therefore, at the year-end date, the Company had in issue Class A1 Notes of £200,000,000, Class A2 Notes of £300,000,000 and Class B Notes of £159,600,000 (the "Class A1 Notes, together with the Class A2 Notes and Class B Notes, the "Notes Class A Notes and Class B Notes together being the "Notes"), along with along with Subordinated loans totalling £5,300,000. The Class A Notes are held by external noteholders, the Class B Notes and Subordinated loan are held by the Originator, who is also considered to be the Company's controlling party.

On 20 September 2023, the Company recalled the Class A Notes and Class B Notes and issued new Class A1 Notes of £200,000,000, Class A2 Notes of £300,000,000 and Class B Notes of £159,600,000 due August 2032. On the same date, the Company extended the Class B maturity date from August 2030 to August 2032 and extended the Revolving Period from September 2023 to September 2025.

The portfolio purchase price of the Reference Portfolio is the sum of the initial portfolio purchase price and the deferred purchase price. The initial portfolio purchase price represents the aggregate discounted receivables balance of the Reference Portfolio, being the sum of the scheduled cash flows of the purchased receivables, discounted at the higher of 5% and the annual percentage rate (the "APR") of the purchased receivable. The deferred purchase price ("Deferred Purchase Price") represents the excess of the cashflows received by the Company from the Reference Portfolio above the Company's payments and issuer profit as determined by the transaction documents, is netted off to arrive at the Deemed loan to the Originator.

The entire proceeds of the Notes were used to fund the payment of the initial portfolio purchase price of the Reference Portfolio and the Subordinated loan was used to fund a Cash Reserve Ledger (operating account). The Class B Notes and the Subordinated loan were funded by the Originator. Concurrently, the Company entered into an interest rate swap to manage the interest rate mismatch between the fixed and floating rate notes within a tolerable range.

At any point up until maturity, where a customer is not in default but either terminates their agreement early or exercises their option to return the vehicle at the end of the lease term, the Originator is required to repurchase the relevant receivable for its discounted receivables balance, as defined in the transaction documents.

During the Revolving Period – being the period from 03 August 2020 to the interest payment date ending in September 2025 - principal receipts on the underlying purchased receivables will be used to purchase additional receivables from the Originator (again, for the aggregate of the initial portfolio purchase price and the Deferred Purchase Price).

The Company's Notes are not due to be fully repaid until August 2032 and an early full repayment is not expected within the next twelve months of signing these financial statements. Even in the case that the Originator exercised this option to early terminate the transaction through the repurchase of the receivables, according to the terms of the transaction documents, the Reference Portfolio would be repurchased at gross amounts and therefore sufficient resources would be available to the Company to repay the Notes outstanding.

BAVARIAN SKY UK-D LIMITED

STRATEGIC REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES (continued)

The sale of the Reference Portfolio to the Company is considered, in the financial statements of the Originator, to fail the derecognition criteria of IFRS 9 Financial instruments: Recognition and Measurement, due to the credit enhancement provided to the Class A Notes by the Originator (the Class B Notes, the Subordinated loan, the discounted initial portfolio purchase price and the entitlement to the Deferred Purchase Price). As a result, because the Originator has not derecognised the Reference Portfolio from its Statement of financial position, the Company does not recognise the Reference Portfolio on its own Statement of financial position and instead accounts for the transaction as a funding transaction.

As a result, in its Statement of financial position the Company has recognised a receivable from the Originator (the "Deemed loan to the Originator"), rather than the Reference Portfolio it has legally purchased (which in substance represent the collateral held against the Deemed loan to the Originator). The day 1 value of the Deemed loan to the Originator represented the net cash flow paid to the Originator by the Company, in relation to the initial portfolio purchase price less the amount paid by the Originator to fund the Subordinated loan. Over time, the Deemed loan to the Originator balance moves as a result of the purchase of additional receivables and principal repayments on existing receivables.

The receivables within the Reference Portfolio arise under fixed interest rate (personal contract plan) agreements under which the customer has the right to purchase the financed vehicle on making all payments under the underlying agreements. The customer also has the option of returning the financed vehicle to the Originator instead of making the final payment. Legal title in the financed vehicle is retained by the Originator until all instalments have been made.

The Company's only sources of funds for the payment of principal and interest due on the Notes are the principal and interest collections which the Company is entitled to receive from the Reference Portfolio, combined with receipts under the interest rate swap.

The directors have reviewed data and information relating to the credit quality of the Reference Portfolio underlying the Deemed loan to the Originator up to the date of approval of the financial statements and are satisfied that the level of impairment of the underlying assets does not exceed the amount of credit enhancement supplied to the Company by the Originator as defined in note 7.

RESULTS AND DIVIDENDS

The results for the year and the Company's financial position at the year end are shown in the attached financial statements. The Company is required under the transaction documents to operate on the basis that any returns on the Reference Portfolio underlying the Deemed loan to Originator will be returned to the Originator as Deferred Purchase Price after all required payments have been made to the noteholders, to cover operating expenses and to retain the required issuer profit in the Company. The loss for the year was £15,611,641 (2022: £2,301,431) and primarily arising from the fair value movement of the derivative. At the year end, the Company had net liabilities of £12,730,079 (2022: £2,881,562 net assets). The directors have not recommended the payment of a dividend (2022: £nil).

FUTURE DEVELOPMENTS

The UK currently faces significant economic uncertainty. This uncertainty is greater than historical levels due to geopolitical tensions (heightened following the Russian military invasion of Ukraine), resulting in significant cost inflation (4.2%, based on the CPI for December 2023) and an increase in the Bank of England base rate from an unprecedented low level (from 0.25% in January 2022 to 5.25% in August 2023). All of these factors result in increased pressure on affordability and a heightened risk that borrowers may ultimately default on their loan obligations. While the extent and duration of the effect of this economic uncertainty remains unclear, there is a risk of financial instability for the Company. As at the report date there has been no material impact from these macroeconomic factors on the Company's financial performance or cash flows.

In November 2020, the UK government announced their intention to accelerate initial plans to phase out the sale of diesel and petrol cars by 2035 with the manufacturing of new cars and vans to be fully zero emissions by 2050. It is uncertain as to measure what extent this would have on the performance of such receivables; however, it is expected to have a limited impact on the Company due to the life of underlying receivables being fixed contracts over a period of time in which the Reference Portfolio is expected to have been repaid in full by August 2032.

While the extent and duration of the effect of this economic uncertainty remains unclear, there is a risk of financial instability for the Company. A detrimental effect on the UK economy may ultimately impact the borrowers' ability to repay the loans, or on the Servicer's ability to continue to effectively service the Reference Portfolio.

BAVARIAN SKY UK-D LIMITED

STRATEGIC REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

FUTURE DEVELOPMENTS (continued)

However, in the worst-case scenario the Notes are a limited recourse obligation of the Company, therefore payment of them is limited to the application of receipts from the underlying auto loans and the Company is not ultimately exposed if the borrowers are unable to repay the loans.

KEY PERFORMANCE INDICATORS

The key financial performance indicators of the Company are considered by the directors to be the performance of the Reference Portfolio (see note 7). The principal balance of the Reference Portfolio, a key performance indicator, held by the Company decreased from £634,561,334 at the start of the year to £633,248,920 as at 31 December 2023, due to the net effect of scheduled and unscheduled repayments of the Reference Portfolio. There has been no material deterioration in the performance of the Reference Portfolio since the year end date.

As at the reporting date, 4,443 (2022: 4,773) receivables were in arrears. However, as at the signing date 5,304 (2022: 311) receivables were in arrears.

SECTION 172 STATEMENT

Section 172 of the Companies Act 2006 requires directors to take into consideration the interests of stakeholders in their decision making. The directors continue to have regard to the interests of the Company's stakeholders, including the impact of its activities on the community, the environment and the Company's reputation, when making decisions.

As a securitisation vehicle, the governance structure of the Company is such that the key policies have been predetermined at the time of issuance. The directors consider what is most likely to promote the success of the Company in the long term. The directors have had regards to the matters set out in section 172(1) of the Companies Act 2006 as follows:

- with reference to subsection (a) concerning the likely consequences of any decision in the long term: transaction documentation has been set up to achieve the Company's purpose and business objectives, safeguard the assets and promote the success of the Company with a long term view and as disclosed under basis of preparation in Note 1 and in accordance with relevant securitisation legislation the Company is only permitted to retain minimal profit;
- Due to the nature of the entity it has no employees therefore subsection (b) is not relevant;
- (c) the Company is a securitisation vehicle and fosters its relationships with suppliers and others via professional third parties who have been assigned operational roles with their roles strictly governed by the transaction documents and fee arrangements agreed in advance. The Company has no customers other than the borrowers under the receivables;
- (d) as a securitisation vehicle the Company has no physical presence or operations and accordingly has minimal impact on the community and the environment;
- (e) the Company maintains a reputation for high standards of business conduct via professional third parties who have been assigned operational roles. Fee arrangements have been agreed in advance and supplier invoices paid strictly in accordance with the transaction documents including a priority of payments, if applicable; and
- (f) the Company has a sole member with the issued shares all held on a discretionary trust basis for charitable purposes.

BAVARIAN SKY UK-D LIMITED

STRATEGIC REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the Company's strategy are subject to a number of risks.

The key business risks affecting the Company and its management are set out in note 14 to the financial statements which includes interest rate risk. The Company's exposure to risk is largely mitigated by the structure of the transaction and the financial instruments that are put in place as a consequence. Cash flow modelling, including multiple stress scenarios, is carried out as part of the structuring of the transaction. The Originator continues to administer the Reference Portfolio under a service agreement. In administering the Reference Portfolio, the Originator applies its formal structure for managing risk and other controls procedures.

A detailed consideration of the risk factors relevant to the securitisation transaction is included in the section "Risk Factors" of the offering circular.

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 financial statements.

Signed on behalf of the Board



Ioannis Kyriakopoulos
Director, 26 April 2024

BAVARIAN SKY UK-D LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

The directors' present their Directors' Report and the financial statements of the Company for the year ended 31 December 2023. Wilmington Trust SP Services (London) Limited, a private limited company incorporated in England and Wales, holds the shares of the Company under Declarations of Trust for charitable purposes. For accounting purposes, the Company's controlling party is considered to be BMW Financial Services (GB) Limited, a private limited company incorporated in England and Wales, on the basis that this entity holds the majority of the exposure to variability associated with the Reference Portfolio through holding the Class B Notes and Subordinated loan. BMW AG, a public limited company incorporated in Munich, Germany, is the ultimate parent of the Company but has no direct ownership interest in the Company. In addition to the information in the Strategic report regarding the securitisation transaction, the directors manage the Company's affairs in accordance with the transaction documents.

The Business Review and Principal Activities of the Company, Results and Dividends, Future Developments, Key Performance Indicators and Principal Risks and Uncertainties are detailed in the Strategic report.

GOING CONCERN

The financial statements comprise the results of the Company and have been prepared on the going concern basis.

As at 31 December 2023, the net liabilities of the Company were £12,730,079 (2022: £2,881,562 net assets). The directors are of the opinion that the Company will continue as a going concern and that it is appropriate to prepare the financial statements on a going concern basis.

As explained in more detail in Note 1 to the financial statements, the directors have undertaken assessment of the Company's on-going business model and have made enquiries of the management of the Originator. The directors note the current level of market volatility arising from events in the global banking market. The directors have considered this along with the details set out in Note 1 and have concluded that it is appropriate to prepare these financial statements on the assumption that the Company will be able to continue as a going concern for the foreseeable future.

CORPORATE GOVERNANCE STATEMENT

The Directors are responsible for internal control at the Company and for reviewing the effectiveness of the controls in place.

Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement, errors, losses or fraud. The procedures enable the Company to comply with the regulatory obligations. For further details, refer to Notes to the financial statements particularly Note 14 on financial risk management.

DIRECTORS

The directors who served the Company during the year and up to the date of signing the financial statements were as follows:

Wilmington Trust SP Services (London) Limited
Ioannis Kyriakopoulos

BAVARIAN SKY UK-D LIMITED

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

THIRD PARTY INDEMNITIES

The Company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remained in force during the year and also at the date of approval of the Directors' report and financial statements.

DIVIDENDS

The directors have not recommended the payment of a dividend for the year (2022: £nil).

FINANCIAL RISK MANAGEMENT

Information on financial risk management is included in the "Principal Risks and Uncertainties" section of the Strategic report and note 14.

FUTURE DEVELOPMENTS

Information on future developments is included in the "Future Developments" section of the Strategic report.

STREAMLINED ENERGY AND CARBON REPORTING

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 and number of employees.

INDEPENDENT AUDITORS' APPOINTMENT

The independent auditors, PricewaterhouseCoopers LLP, have expressed their willingness to continue in office. Subject to any resolution to the contrary, under Section 485 of the Companies Act, PricewaterhouseCoopers LLP are deemed to have been re-appointed as independent auditors of the Company.

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 year. 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.

BAVARIAN SKY UK-D LIMITED

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

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.

Signed on behalf of the Board



Ioannis Kyriakopoulos
Director, 26 April 2024

Independent auditors' report to the members of Bavarian Sky UK-D Limited

Report on the audit of the financial statements

Opinion

In our opinion, Bavarian Sky UK-D Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its loss 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 Statement of financial position as at 31 December 2023; the Statement of comprehensive income, the Statement of cash flows 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.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are

required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on 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.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

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 any breach of the underlying transaction documents associated with the securitisation transaction, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. 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:

- Making inquiries with those charged with governance in relation to known or suspected instances of non-compliance with laws and regulations and fraud;
- Testing, on a sample basis, that the priority of payments has been applied in accordance with the underlying transaction documents;
- Testing of the reconciliation of the financial statements to the period end servicer's reports and to the bank statements of the Company;
- Testing journals using a risk-based approach; and

- Testing estimates and evaluating whether there was evidence of bias.

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.

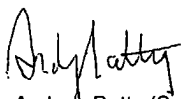
Other required reporting

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.



Andrew Batty (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

26 April 2024

BAVARIAN SKY UK-D LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2023

		For the year ended 31 December 2023	For the year ended 31 December 2022
CONTINUING OPERATIONS	Note	£	£
Interest income	3	29,655,439	14,213,241
Interest expense	4	<u>(29,585,873)</u>	<u>(14,154,949)</u>
Net interest income		69,566	58,292
Fair value movement of derivatives	8/12	(15,612,613)	(2,302,403)
Administrative expenses	5	<u>(68,366)</u>	<u>(57,092)</u>
Loss before tax		(15,611,413)	(2,301,203)
Income tax charge	6	<u>(228)</u>	<u>(228)</u>
Loss for the year and total comprehensive expense		<u>(15,611,641)</u>	<u>(2,301,431)</u>

The loss for the year was derived from continuing operations.

The notes on pages 16 to 29 form part of these financial statements.

BAVARIAN SKY UK-D LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2023

	Share Capital £	Retained Earnings/ (Accumulated Losses) £	Total Equity £
Balance as at 1 January 2022	1	5,182,992	5,182,993
Loss for the year and total comprehensive expense	-	(2,301,431)	(2,301,431)
Balance as at 31 December 2022	<u>1</u>	<u>2,881,561</u>	<u>2,881,562</u>
Balance as at 1 January 2023	1	2,881,561	2,881,562
Loss for the year and total comprehensive expense	-	(15,611,641)	(15,611,641)
Balance as at 31 December 2023	<u>1</u>	<u>(12,730,080)</u>	<u>(12,730,079)</u>

The notes on pages 16 to 29 form part of these financial statements.

BAVARIAN SKY UK-D LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2023**

	Note	2023 £	2022 £
Assets			
Deemed loan to the Originator	7	627,948,919	629,140,699
Other assets	8	27,376,101	28,886,741
Cash and cash equivalents (restricted)	9	<u>5,335,534</u>	<u>6,876,862</u>
Total assets		<u>660,660,554</u>	<u>664,904,302</u>
Equity			
Share capital	10	1	1
(Accumulated Losses) / Retained earnings		<u>(12,730,080)</u>	<u>2,881,561</u>
Total equity		<u>(12,730,079)</u>	<u>2,881,562</u>
Liabilities			
Notes issued	11	659,600,000	659,600,000
Other liabilities	12	13,790,405	2,422,284
Tax payable		<u>228</u>	<u>456</u>
Total liabilities		<u>673,390,633</u>	<u>662,022,740</u>
Total equity and liabilities		<u>660,660,554</u>	<u>664,904,302</u>

These financial statements of Bavarian Sky UK-D Limited, Company registration number 12616726, on pages 12 to 28 were approved by the Board of directors on 26 April 2024 and are signed on its behalf by:



Ioannis Kyriakopoulos
Director

The notes on pages 16 to 29 form part of these financial statements.

BAVARIAN SKY UK-D LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	For the year ended 31 December 2023 £	For the year ended 31 December 2022 £
Cash flows (used in) / generated from operating activities			
Loss before tax		<u>(15,611,413)</u>	<u>(2,301,203)</u>
<i>Adjustments for:</i>			
Interest income	3	(29,655,439)	(14,213,241)
Interest expense	4	29,585,873	14,154,949
Decrease in derivative financial instrument	8/12	15,612,613	2,302,403
Decrease in other assets	8	1,057	6,114
(Decrease) / Increase in other liabilities		(1,547,279)	1,817,369
Tax paid		<u>(456)</u>	<u>(95)</u>
Net cash (used in) / generated from operating activities		<u><u>(1,615,044)</u></u>	<u><u>1,766,296</u></u>
Cash flows generated from investing activities			
Purchase of receivables, net of Subordinated loan	7	(344,698,759)	(363,727,744)
Collections on or repurchase of underlying receivables		365,663,515	398,631,444
Deferred Purchase Price	13	(21,142,605)	(35,509,422)
Interest received on Deemed loan to the Originator		<u>29,655,439</u>	<u>14,213,241</u>
Net cash generated from investing activities		<u><u>29,477,590</u></u>	<u><u>13,607,519</u></u>
Cash flows used in financing activities			
Interest paid		<u>(29,403,874)</u>	<u>(13,798,653)</u>
Net cash used in financing activities		<u><u>(29,403,874)</u></u>	<u><u>(13,798,653)</u></u>
Net (decrease) / increase in cash and cash equivalents		<u><u>(1,541,328)</u></u>	<u><u>1,575,162</u></u>
Cash and cash equivalents at start of the year	9	<u>6,876,862</u>	<u>5,301,700</u>
Cash and cash equivalents at end of the year	9	<u><u>5,335,534</u></u>	<u><u>6,876,862</u></u>

All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the transaction documents.

The notes on pages 16 to 29 form part of these financial statements.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

1. PRINCIPAL ACCOUNTING POLICIES

General information

Bavarian Sky UK-D Limited is a Private company, limited by shares, incorporated and domiciled in England, United Kingdom with registered number 12616726 and registered office at Wilmington Trust SP Services (London) Limited, Third Floor, 1 King's Arms Yard, London, EC2R 7AF, UK.

The principal activity of the Company is that of a special purpose company incorporated for the securitisation of a portfolio of auto loans. The Class A Notes and the Class B Notes (each such class, a "Class", and the Classes collectively, the "Notes") of the Issuer are backed by a portfolio of auto loans (the "receivables" and together, the "Reference Portfolio") originated pursuant to Personal Contract Purchase ("PCP" or "loans") agreements in relation to certain passenger cars, light commercial vehicles or motorcycles (the "Financed Vehicles").

The Company operates on the basis that any returns on the Reference Portfolio to the Originator will be returned to the Originator net of interest and operating expenses and an issuer margin of £100 on each payment date.

Basis of preparation

These 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 modified historical cost convention with derivative assets held at fair value through profit & loss.

The preparation of financial statements in conformity with the requirements of the Companies Act 2006 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The Company mainly transacts in Great British Pound ("£"), therefore, the Great British Pound is its functional and presentational currency.

Going concern

The primary consideration when assessing going concern is the Company's ability to service the contractual cash flows arising from the Notes, which are limited recourse in nature.

The directors have considered the Company's ability to defer certain interest payments on the Notes, whilst only being required to make principal payments to the extent there are available principal funds received from the Reference Portfolio. Furthermore, held within cash there is a reserve fund that can be used to mitigate the effect of economic downturns and allow settlement of the Company's non-deferrable liabilities as they fall due.

The directors have concluded that the Company will be able to meet its obligations as they fall due, for at least the next twelve months, and therefore that it is appropriate to prepare these financial statements on a going concern basis.

APPLICATION OF NEW AND REVISED STANDARDS

The Company adopted the amendments to IAS1 effective on 01 January 2023. IFRS 17 effective 01 January 2023 has no impact to the Company. The directors consider there are no other accounting standards expected in the near future which have an impact on the Company.

Early adoption of standards

The directors consider that there are no standards relevant to the Company which should be adopted early.

Financial assets

The Deemed loan to the Originator, other receivables and cash and cash equivalents (restricted) are carried at amortised cost using the effective interest method as explained below.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Deemed loan to the Originator

Under IFRS 9, if a transferor retains substantially all the risks and rewards associated with the transferred assets, the transaction is accounted for as a financing transaction, notwithstanding that it is a sale transaction from a legal perspective. The directors of the Company have concluded (as a result of the credit enhancement provided to the Class A Notes) that the Originator has retained substantially all the risks and rewards of the Reference Portfolio and as a consequence, the Company does not recognise the receivables on its Statement of financial position but rather a Deemed loan to the Originator.

The Deemed loan to the Originator initially represents the consideration paid by the Company in respect of the acquisition of an interest in the Reference Portfolio net of the amount paid by the Originator to fund the Subordinated loan as, although having separate legal form, both transactions were entered into at the same time in contemplation of each other, they relate to the same risk and there is no apparent economic need or substantive business purpose for structuring the transactions separately that could not have been accomplished as a single transaction. It is subsequently adjusted for collections on the underlying receivables (net of Deferred Purchase Price paid by the Company to the Originator), receivables repurchased by the Originator and additional receivables purchased during the revolving period. The Deemed loan to the Originator is carried at amortised cost using the effective interest method.

Deferred Purchase Price payable to the Originator, representing the excess of the cashflows received by the Company from the Reference Portfolio above the Company's expenses and issuer profit as determined by the transaction documents, is netted off to arrive at the Deemed loan to the Originator.

On the basis that the Deemed loan to the Originator is to be held for collection of the underlying contractual cash flows and the cash flows are deemed to represent solely payments of principal and interest ("SPPI"), it is measured initially at fair value and then subsequently at amortised cost using the effective interest rate method.

The Company regularly reviews the underlying collateral in relation to the Deemed loan to the Originator and the credit enhancement incorporated into the Deemed loan to the Originator in order to assess for impairment of the Deemed loan to the Originator. In arriving at the Expected Credit Losses ("ECL") associated in respect of the underlying loans, a three-stage model is adopted:

- Stage 1: 12 month ECL calculated at initial recognition covering expected defaults over the next 12 months;
- Stage 2: Lifetime ECL (not credit impaired) calculated following a significant deterioration in credit quality relative to initial recognition; and
- Stage 3: Lifetime ECL (credit impaired) calculated once deemed to be credit impaired and interest revenue recognised on the revised receivable balance, net of the lifetime loss allowance (as opposed to gross).

The ECL allowance on the underlying loans is calculated using probability of default ("PD"), exposure at default ("EAD") and loss given default ("LGD") and utilises a variety of measurement models and other relevant judgements exercised by the Originator. These models incorporate the Originator's historical experience of credit losses and recoveries, the specific composition of the underlying Reference Portfolio, risk evaluation at the time of origination and a forecast of future economic conditions.

The Deemed loan to the Originator would be considered impaired if the expected cash flows in respect of the securitised assets (taking into account corresponding ECLs) were considered lower than the expected over-collateralisation and excess income to be returned to the Originator over the life of the securitisation arrangement. As at 31 December 2023, this was not the case and no impairment (2022: £nil) was recognised in respect of the Deemed loan to the Originator

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

1. PRINCIPAL ACCOUNTING POLICIES (continued)

Notes held at amortised cost

The Notes were initially recognised at the fair value of the issue proceeds incurred and are subsequently stated at amortised cost using the effective interest method. In the event that impairment losses exceed the credit enhancement provided by the Originator, any outstanding loss will be borne by the Noteholders.

Derivative financial instruments

The Company uses derivative financial instruments to economically hedge its exposure to interest rate risk arising from its activities. In accordance with its policy, the Company does not hold or issue derivative financial instruments for trading purposes.

Derivatives are initially recognised in the Statement of financial position at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value with gains and losses recognised in the Statement of comprehensive income. The fair values of interest rate swap contracts have been determined through modelling by reference to observable data. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

Net payments or receipts in relation to the swap are recognised as part of the interest income of the Deemed loan to Originator on the basis that they're considered to form part of the effective interest rate on the deemed loan.

Cash and cash equivalents (restricted)

Cash and cash equivalents comprise balances with less than 3 months maturity from the date of acquisition. All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the transaction documents.

Share capital

Ordinary shares are classified as equity.

Interest income and interest expense

Interest income and expense for all interest-bearing financial instruments are recognised on accruals basis within 'interest income' and 'interest expense' in the Statement of comprehensive income using the effective interest rate method.

Effective interest rates

The effective interest rate method calculates the amortised cost of a financial asset or financial liability (or a group of financial assets or liabilities) and allocates the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. Calculation of the effective interest rate takes into account early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

In order to determine the effective interest rate applicable to loans an estimate must be made of the expected life of the loans and hence the cash flows relating to them. These estimates are based on historical data from historical patterns and are updated regularly. The accuracy of the effective interest rate would therefore be affected by any differences between the actual borrower behaviour and that predicted.

Taxation

Current tax is recognised at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the year end date. The Company is taxed under The Taxation of Securitisation Companies Regulations 2006 (the "Permanent Tax Regime") under which the Company is taxed by reference to its retained profit as defined by the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)".

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Certain estimates in the financial statements are based wholly or in part on estimates or assumptions made by the directors, in particular the fair value of the interest rate swap. Fair values are used in these financial statements for recognition measurement and disclosure purposes. Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable and willing parties in an arm's length transaction. The existence of a quoted price in an active

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

market or a recent transaction price is the best evidence of fair value and when they are available, they are used. If the market for a financial instrument is not active, fair value is established using a valuation technique. Fair value represents point-in-time estimates that may change in subsequent reporting periods due to market conditions or other factors.

The only financial instruments included in the Company's Statement of financial position that are measured at fair value is the derivative contract. Whilst the run-off of the Reference Portfolio is not market observable, it can be derived from historic data and therefore the directors consider that the interest rate swap derivative should be regarded as Level 3 in the fair value hierarchy. The external valuations are obtained from the counterparty (Royal Bank of Canada). All gains and losses in relation to the level 3 instruments have been recognised in the Statement of comprehensive income for the year and are fully attributable to the level 3 instruments held at year end.

There are no other significant estimates involved in the preparation of these financial statements.

The most significant judgements made by the directors in preparing the financial statements are as follows:

Measurement of the Deemed loan to the Originator

The Directors have concluded that the Deemed loan to the Originator should be measured at amortised cost under IFRS 9 having assessed the business model and underlying cash flows against the relevant criteria below.

Given the nature of the Company's activities, the applicable business model was identified as being one that holds to collect the cash flows of the Deemed loan to the Originator. It was then necessary to confirm that cash flows received in respect of the Deemed loan to the Originator represent payments of solely principal and interest ("SPPI").

IFRS 9 does not provide specific guidance on assessing the SPPI criterion for deemed loan assets. Furthermore, a deemed loan does not have a single contract which sets out its contractual terms, but instead is formed from elements of different contracts that give rise to the Deemed loan to the Originator. It is therefore necessary to determine what the contractual terms of the Deemed loan to the Originator are by considering the various contractual rights and obligations that the Deemed loan to the Originator represents. This requires consideration of the terms of the underlying assets and Subordinated loans provided by the Originator, as well as any associated instruments to determine which of the cash flows of the underlying assets are incorporated into the Deemed loan to the Originator.

In assessing SPPI and possible non-compliance, the following features of the Deemed loan to the Originator were identified:

- Given the level of overcollateralisation inherent in the Deemed loan to the Originator, the Company is not deemed to be materially exposed to external risks other than credit risk associated with the receivables, despite some of these receivables having optional balloon payments at the end of the term that are at the borrowers' discretion.
- Additionally, a clean-up call option exists whereby the Originator can repurchase the receivables on any interest payment date when the aggregate discounted receivables balance (as defined in the Receivables Purchase Agreement) has reduced to less than 10% of the initial aggregate discounted receivables balance or, if sooner, when the Class A Notes have been repaid in full. This call can only be exercised to the extent the consideration is sufficient to redeem all outstanding Class A Notes and Class B Notes and as such, would be expected to reduce the Deemed loan to the Originator to nil in such a scenario with no resultant exposure to additional upside or downside for the Company.

Based on the above, the directors have concluded that the Deemed loan to the Originator does not violate the SPPI test and therefore should be measured at amortised cost under IFRS 9.

Assessment of impairment losses on Deemed loan to the Originator

The recoverability of the Deemed loan to the Originator is dependent on the collections from the underlying Reference Portfolio. The key assumptions for recoverability relate to estimates of the probability of any account going into default, cash flows from borrowers' accounts, their timing and expected proceeds from the sale of repossessed collateral.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

These key assumptions are based on observed data from historical patterns and are updated regularly as new data becomes available.

In addition, the directors consider how appropriate past trends and patterns could impact the current economic climate and may make any adjustments they believe are necessary to reflect the current economic and market conditions.

Assessment of impairment losses on Deemed loan to the Originator

The accuracy of impairment calculations would therefore be affected by unexpected changes to the economic situation, variances between the models used and the actual results, or assumptions which differ from the actual outcomes.

However, impairment of the underlying Reference Portfolio does not result in impairment of the Deemed loan to the Originator, due to the credit enhancement incorporated into the Deemed loan to the Originator.

The income from the Reference Portfolio is expected to exceed the interest payable on the Notes issued by the Company. This excess income is available to top up the Cash Reserve Ledger as required to make good any reductions in the principal balance of the Reference Portfolio as a result of defaults by borrowers prior to repayment if any residual to the Originator as interest on the Subordinated loan or as Deferred Purchase Price.

As explained in note 7 the Deemed loan to the Originator was not impaired as at 31 December 2023 (2022: £nil) as the balance of the Reference Portfolio after impairment losses was higher than the balance of the Deemed loan to the Originator.

3. INTEREST INCOME

Interest income represents the interest income on the Deemed loan to the Originator being interest income in the Reference Portfolio net of Subordinated loan interest and Deferred Purchase Price, as analysed below.

	For the year ended 31 December 2023	For the year ended 31 December 2022
	£	£
Interest income on Deemed loan to Originator	<u>29,655,439</u>	<u>14,213,241</u>

4. INTEREST EXPENSE

	For the year ended 31 December 2023	For the year ended 31 December 2022
	£	£
Interest expense – Class A Notes	26,814,662	9,885,521
Interest expense – Class B Notes	2,394,000	2,395,357
Swap interest expense	<u>377,211</u>	<u>1,874,071</u>
	<u>29,585,873</u>	<u>14,154,949</u>

5. ADMINISTRATIVE EXPENSES

	For the year ended 31 December 2023	For the year ended 31 December 2022
	£	£
Loss before tax is stated after charging/(crediting):		
SPV admin and accountancy fees	22,909	7,800
Fee for the audit of the statutory financial statements of the Company (exclusive of VAT)	35,637	32,545
Security trustee and paying agent fees	11,257	8,750
Miscellaneous fees	<u>(1,437)</u>	<u>7,997</u>
	<u>68,366</u>	<u>57,092</u>

The Company has no employees (2022: nil), with the directors being provided by the Corporate Service Provider,

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

5. ADMINISTRATIVE EXPENSES (continued)

Wilmington Trust SP Services (London) Limited. Other than the related party transactions with Wilmington Trust SP Services (London) Limited as set out in note 13, the directors received no remuneration directly from the entity during the year (2022: £nil).

During year ended 31 December 2023 the Company did not receive any non-audit services from the statutory auditor (2022: £nil).

6. INCOME TAX CHARGE

(a) Analysis of tax charge in the year

	For the year ended 31 December 2023	For the year ended 31 December 2022
	£	£
Current tax:		
Corporation tax charge for the year	<u>(228)</u>	<u>(228)</u>
Total income tax charge in the statement of comprehensive income	<u><u>(228)</u></u>	<u><u>(228)</u></u>

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill on 03 March 2021. These include an increase of the main rate to 25% (2022: 25%) from 01 April 2023. The small profits rate will remain at 19% (2022: 19%) for the financial year beginning 01 April 2023.

The tax on the Company's loss before tax is higher (2022: lower) to the theoretical amount that would arise using the UK standard tax rate applicable to profits of the Company as follows:

	For the year ended 31 December 2023	For the year ended 31 December 2022
	£	£
Loss before tax	<u><u>(15,611,413)</u></u>	<u><u>(2,301,203)</u></u>
Loss before tax multiplied by the standard rate of corporation tax of 19% (2022: 19%)	2,966,168	437,229
Accounting loss not taxed in accordance with SI 2006/3296	(2,966,168)	(437,229)
Cash retained loss taxed in accordance with SI 2006/3296 at 19%	<u>(228)</u>	<u>(228)</u>
Total income tax charge	<u><u>(228)</u></u>	<u><u>(228)</u></u>

(b) Reconciliation of effective tax rate

Under the powers conferred by Finance Act 2005, secondary legislation was enacted in 2006 which ensures that, subject to certain conditions being met, for periods commencing on or after 1 January 2007, corporation tax for a 'securitisation company' will be calculated by reference to the profit of the securitisation company required to be retained in accordance with the relevant capital market arrangement. For UK corporation tax purposes, the Company has been considered as a Securitisation Company under the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)". Therefore, the Company is not required to pay corporation tax on its accounting profit or loss. Instead, the Company is required to pay tax on its retained profits as specified in the documentation governing the Transaction and as defined by the "Taxation of Securitisation Companies Regulations 2006 (SI 2006/3296)".

The directors are satisfied that the Company meets the definition of a 'securitisation company' as defined by both The Finance Act 2005 and the subsequent secondary legislation and that no incremental unfunded tax liabilities will arise.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

7. DEEMED LOAN TO THE ORIGINATOR

	2023 £	2022 £
Opening balance at 1 January	629,140,699	622,062,629
Net collections of underlying loans	(338,565,730)	(347,161,285)
Repurchase of receivables	(7,324,809)	(9,488,389)
Additional purchases	<u>344,698,759</u>	<u>363,727,744</u>
Closing balance at 31 December	<u>627,948,919</u>	<u>629,140,699</u>

The credit quality of the underlying Reference Portfolio is summarised as follows:

	As at 31 December 2023 £	As at 31 December 2022 £
Up to date	573,666,047	570,237,629
1 to 30 days past due	83,792,908	87,490,350
31 to 60 days past due	1,256,455	764,081
61 to 90 days past due	378,999	530,248
91 days + past due	<u>505,728</u>	<u>587,107</u>
	<u>659,600,137</u>	<u>659,609,415</u>

The Deemed loan to the Originator was not impaired as at 31 December 2023 (2022: not impaired) as the balance of the Reference Portfolio after impairment was higher than the balance of the Deemed loan to the Originator.

After the revolving period ending on 20 September 2025 the cashflows from the underlying Notes issued will be used to repay the Deemed loan to the Originator. At the year end the directors estimate the Deemed loan to the Originator to be split into £nil as a current asset (2022: £123,376,740) and £627,948,919 as a non-current asset (2022: £505,763,959), based on the underlying Notes issued. Of the £83,792,908 (2022: 87,490,350) balance of receivables 1 to 30 days past due at 31 December 2023, £79,310,860 (2022: 85,437,360) related to payments received prior to 30 December 2023 and 31 December 2023 (a Saturday, Sunday) but which did not clear until 2 January 2024, being the first business day post year end.

8. OTHER ASSETS

	As at 31 December 2023 £	As at 31 December 2022 £
Prepaid expenses	3,392	4,449
Derivative asset	-	2,879,212
Other receivables*	27,372,708	26,003,079
Issued share capital	<u>1</u>	<u>1</u>
	<u>27,376,101</u>	<u>28,886,741</u>

*Other receivables comprise of cash collections on the Reference Portfolio received by the Originator prior to the year-end which have been applied as part of the priority of payments on the first interest payment date post year-end.

9. CASH AND CASH EQUIVALENTS (restricted)

All withdrawals from the Company's bank accounts are restricted by the detailed priority of payments set out in the transaction documents.

	As at 31 December 2023 £	As at 31 December 2022 £
Cash and bank current accounts	<u>5,335,534</u>	<u>6,876,862</u>

Cash is held with U.S. Bank Trustees Limited.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

10. SHARE CAPITAL

	As at 31 December 2023	As at 31 December 2022
Issued and allotted share capital:	£	£
1 share (2022: 1) fully paid at £1 each (2022: £1)	<u>1</u>	<u>1</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

11. NOTES ISSUED

	As at 31 December 2023	As at 31 December 2022
Non-current liabilities	£	£
Class A1 Notes (compounded daily SONIA plus 0.8% per annum)	200,000,000	148,260,033
Class A2 Notes (compounded daily SONIA plus 0.8% per annum)	300,000,000	222,390,049
Class B Notes (1.5% Fixed rate per annum)	<u>159,600,000</u>	<u>159,600,000</u>
	<u>659,600,000</u>	<u>530,250,082</u>
	As at 31 December 2023	As at 31 December 2022
Current liabilities	£	£
Class A1 Notes (compounded daily SONIA plus 0.8% per annum)	-	51,739,967
Class A2 Notes (compounded daily SONIA plus 0.8% per annum)	-	<u>77,609,951</u>
	<u>-</u>	<u>129,349,918</u>
	<u>659,600,000</u>	<u>659,600,000</u>

The exposure of the Company's borrowings to interest rate changes and contractual re-pricing dates at the reporting date is immaterial, due to the interest rate swap. The revolving period will end in September 2025, following which the principal will be repaid in accordance with the priority of payments.

The Class A Notes and Class B Notes have a final legal maturity date on the payment date in August 2032. The above maturity is based on expected repayment based on the associated cashflows with the Reference Portfolio. On 20 September 2023, the Company extended the Class B maturity date from August 2030 to August 2032 and extended the Revolving Period from September 2023 to September 2025.

12. OTHER LIABILITIES

	As at 31 December 2023	As at 31 December 2022
	£	£
Other liabilities	-	1,550,979
Derivative liability	12,733,401	-
Accruals and deferred income	<u>1,057,004</u>	<u>871,305</u>
	<u>13,790,405</u>	<u>2,422,284</u>

Other payables relate to amounts owed to the Originator in relation to excess swap receipts received into the Company.

The derivative liability is maturing more than 12 months from the signing date of these financial statements and therefore have been classified as a non-current liability. All other liabilities have been classified as current liabilities.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

13. RELATED PARTY TRANSACTIONS

The Company has identified the following transactions which are required to be disclosed under the terms of IAS 24 "Related Party Disclosures".

During the year, administration and accounting services were provided by Wilmington Trust SP Services (London) Limited to the Company for which Wilmington Trust SP Services (London) Limited earned £22,909 (2022: £7,800) including value added taxes and expenses. Ioannis Kyriakopolous, a director of the Company, is also an employee of Wilmington Trust SP Services (London) Limited.

During the year, there were net movements of £337,373,950 (2022: £354,239,355) to BMW Financial Services (GB) Limited from the Company in respect of £344,698,759 (2022: £363,727,744) additional purchases, £7,324,809 (2022: £9,488,389) repurchases of underlying loans on the Deemed loan to the Originator, £nil (2022: £nil) Class B Notes redemption and £nil (2022: £nil) Subordinated loan note redemption. As at 31 December 2023, other receivables of £27,372,708 (2022: £26,003,079) comprise of cash collections on the Reference Portfolio received by the Originator prior to the year end which have been applied as part of the waterfall on the first interest payment date post year-end. The interest income earned on the underlying Reference Portfolio for the year was £29,655,439 (2022: £14,213,241).

Under the terms of the sale agreement relating to the acquisition of loans, BMW Financial Services (GB) Limited has a residual interest in the portfolio of loans primarily represented by the Class B Notes, Subordinated loan and the Deferred Purchase Price. At 31 December 2023, £159,600,000 (2022: £159,600,000) Class B Notes, £5,300,000 (2022: £5,300,000) of Subordinated loan was due to BMW Financial Services (GB) Limited and £21,142,605 (2022: £40,407,722) of Deferred Purchase Price has been paid to BMW Financial Services (GB) Limited during the year, with none accruing at the year end.

During the year, there were £2,394,000 (2022: 2,395,358) of Class B interest, £265,000 (2022: 265,000) of Subordinated loan interest.

14. FINANCIAL RISK MANAGEMENT

The Originator considers the Company to be a subsidiary. The Originator manages the Reference Portfolio under the servicer agreement with the Company according to the transaction documents. In managing the receivables, the Originator applies its own formal risk management structure for managing risk, including established risk limits, reporting lines, mandates and other control procedures. This structure is reviewed regularly by the Originator which is charged with the responsibility for managing and controlling the Statement of financial position exposures of the Company.

Interest rate risk

After taking into consideration the administered interest rate nature of the Company's Deemed loan to the Originator, the regular re-pricing of the Company's floating rate notes, together with the nature of the Company's other assets and liabilities, the directors do not believe that the Company has any significant interest rate re-pricing exposure. The exposure of the Company's borrowings to interest rate changes and contractual re-pricing dates at the reporting date is immaterial, due to the interest rate swap.

Interest rate sensitivity

The sensitivity analysis has been determined based on the Company's exposure to interest rates for interest bearing assets and liabilities at the financial reporting date and has been based on management's assessment of the possible changes in interest rates.

The sensitivity of the Company to interest rate changes, and the resulting changes in net assets attributable to equity shareholders, is negligible due to the structuring of the interest rate swaps and the fact that the Company only retains 0.01% of interest collections. If interest rates had been 25 basis points higher and all other variables held constant, net assets attributable to equity shareholders as at 31 December 2023 would have been £157 higher (2022: £156). If interest rates had been 25 basis points lower and all other variables held constant, net assets attributable to equity shareholders as at 31 December 2023 would have been lower by £157 (2022: £156).

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

14. FINANCIAL RISK MANAGEMENT (continued)

Credit risk

The maximum exposure to credit risk is considered by the directors to be the carrying value of the Deemed loan to the Originator (see note 7), derivatives and cash and cash equivalents. The Reference Portfolio consist of PCP agreements selected from the total portfolio of agreements entered into by BMW Financial Services (GB) Limited.

Liquidity risk

The Company's policy is to manage liquidity risk through its use of its Subordinated loan and excess spread, a reserve fund and an over-collateralisation of the Reference Portfolio underlying the Deemed loan to the Originator. As the length of the Notes is designed to match the length of the Reference Portfolio underlying the Deemed loan to the Originator, following the end of revolving period, there are deemed to be limited liquidity risks facing the Company.

In the event that the Company has insufficient funds available to pay interest and/or principal on the Notes then it is obliged to draw on either the reserve fund or liquidity facility to meet its obligations to the holders of the Notes.

The Notes have a final maturity date in 2032 but can be expected to redeem earlier due to the timing of the redemption of the Reference Portfolio and the Originator having the option to early terminate the transaction through the repurchase of the receivables, according to the terms of the transaction documents. The Notes are limited recourse in nature and repayment is restricted to the income received by the Company on the Reference Portfolio acquired and is subject to a payment waterfall under the securitisation transaction documents. This payment waterfall requires the Company to use principal received on the receivables to repay the Notes at each Interest Payment Date, meaning an equivalent portion of the Notes will be required to be repaid on the next Interest Payment Date.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining years at the Statement of financial position date to the final maturity date. The amounts in the table are considered to be the contractual undiscounted cash flows, and assume the Notes are repaid in full on their final maturity date, as a result of the sale of the receivables.

	In one year or less £	Greater than one and less than two years £	Between two and five years £	Greater than five years £	Total £
2023					
Class A Notes	(29,934,500)	(27,735,000)	(68,340,000)	(575,231,493)	(701,240,993)
Class B Notes	(2,394,000)	(2,394,000)	(7,182,000)	(168,303,665)	(180,273,665)
	(32,328,500)	(30,129,000)	(75,522,000)	(743,535,158)	(881,514,658)
	In one year or less £	Greater than one and less than two years £	Between two and five years £	Greater than five years £	Total £
2022					
Class A Notes	(21,141,000)	(26,308,550)	(78,527,000)	(563,375,222)	(689,351,772)
Class B Notes	(2,394,000)	(2,394,000)	(7,182,000)	(165,903,107)	(177,873,107)
	(23,535,000)	(28,702,550)	(85,709,000)	(729,278,329)	(867,224,879)

The following table analyses the Company's derivative financial instruments on a gross basis into relevant maturity groupings based on the remaining year at the Statement of financial position date to the contractual maturity date. The amounts in the table are the contractual undiscounted cash flows.

	In one year or less £	Greater than one and less than two years £	Between two and five years £	Greater than five years £	Total £
2023					
Interest rate swap					
- Inflow	25,934,500	23,735,000	56,340,000	60,689,027	166,698,527
- Outflow	(24,787,500)	(24,787,500)	(74,362,500)	(90,117,842)	(214,055,342)
Net outflows	1,147,000	(1,052,500)	(18,022,500)	(29,428,815)	(47,356,815)

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

14. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

2022	In one year or less £	Greater than one and less than two years £	Between two and five years £	Greater than five years £	Total £
Interest rate swap					
- Inflow	17,141,000	22,308,550	66,527,000	52,843,715	158,820,265
- Outflow	(19,720,000)	(19,720,000)	(59,160,000)	(51,920,329)	(150,520,329)
Net (outflows) / inflows	(2,579,000)	2,588,550	7,367,000	923,386	8,299,936

Currency risk

All of the Company's assets and liabilities are denominated in GBP ("£"), and therefore currently there is no foreign currency risk.

Capital management

The Company considers its capital to comprise its ordinary share capital and its retained earnings. The Company is not subject to any external capital requirements, except for the minimum requirement under the Companies Act 2006. The Company has not breached this minimum requirement.

Financial instruments

The Company's financial instruments comprise of a Deemed loan to the Originator, cash and cash equivalents, interest-bearing borrowings and various receivables and payables that arise directly from its operations.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments is undertaken.

Fair values

The fair values together with the carrying amounts shown in the Statement of financial position are as follows:

	Note	Carrying amount As at 31 December 2023 £	Approximate fair value As at 31 December 2023 £	Carrying amount As at 31 December 2022 £	Approximate fair value As at 31 December 2022 £
Deemed loan to the Originator	7	627,948,919	632,127,837	629,140,699	622,468,105
Other receivables	8	27,372,708	27,372,708	26,003,079	26,003,079
Derivative asset	8	-	-	2,879,212	2,879,212
Cash and cash equivalents	9	5,335,534	5,335,534	6,876,862	6,876,862
		<u>660,657,161</u>	<u>664,836,079</u>	<u>664,899,852</u>	<u>658,227,258</u>
Derivative liability	12	12,733,401	12,733,401	-	-
Notes issued	11	659,600,000	637,463,371	659,600,000	629,344,967
		<u>672,333,401</u>	<u>650,196,772</u>	<u>659,600,000</u>	<u>629,344,967</u>

As at year end, the Company has an interest rate swap contract to hedge the risk of floating interest rates on Class A Notes. The fair value of such interest rate swap contracts is calculated by discounting future cash flows using appropriate observable data.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

14. FINANCIAL RISK MANAGEMENT (continued)

Notes issued

The carrying amounts of the Class A and Class B Notes are linked to the Reference Portfolio to which the Company is exposed. The Company has a legal interest in the Reference Portfolio which carry a fixed interest rate. The fair value of the Notes are determined on a discounted cash flow basis.

Derivative instruments

The fair value of the interest rate swap is the estimated amount that the Company would receive or pay to terminate the swap at the date of the Statement of financial position and is calculated by discounting future cash flows using appropriate and observable rate.

Net payments or receipts in relation to the swap are recognised as part of the interest income of the deemed loan to originator on the basis that they're considered to form part of the effective interest rate on the deemed loan.

Cash and cash equivalents (restricted) and other receivables

Due to the short-term nature of these balances, the carrying amount is assumed to be the same as the fair value.

Deemed loan to the Originator

The fair value of the Notes has been estimated based on valuation models, calibrated to ensure that outputs reflect actual data and comparative market prices. The fair value of the Deemed loan to the Originator has been determined based on the estimated fair value of the Notes and cash. Where cash is in excess of the fair value of the Notes the fair value of the Deemed loan to the Originator is calculated to be nil as all such cash flows must, under the transaction documents, be returned to the Originator as Deferred Purchase Price. Determining fair value is dependent on many factors and can only be an estimate of what value may be obtained in the open market at any point in time.

Fair value hierarchy

Categorisation within the hierarchy has been determined on the basis of the lowest level input that is significant to the fair value measurement of the relevant asset or liability as follows:

Level 1 - valued using quoted prices in active markets for identical assets or liabilities.

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3 - valued by reference to valuation techniques using inputs that are not based on observable market data.

The only financial instrument included in the Company's Statement of financial position that is measured at fair value is the interest rate swap. The fair value of such swap contract liability at the year end is £12,733,401 (2022: £2,879,212 asset).

As at 31 December 2023, the notional of this derivative is £500,000,000 (2022: £500,000,000). As the notional of this derivative is directly linked to the outstanding receivables balance calculated by discounting future cash flows using appropriate and where available observable data, this falls within level 3 of the hierarchy.

Amounts payable by the Company, in accordance with the interest rate swap agreement with Royal Bank of Canada, are fixed. The fixed amounts payable at each IPD total 3.94% of the outstanding balance of the Class A Notes. The floating amounts receivable by the Company are determined with reference to compounded daily SONIA rate on the interest determination date of the outstanding balance of the Class A Notes.

All gains and losses in relation to the level 3 instruments have been recognised in the Statement of comprehensive income for the year and are fully attributable to the level 3 instruments held at the year end.

The fair value of the Deemed loan to Originator is categorised as level 3 in which the calculation is based on the projected fair value of the Notes and cash held as at the year end. The fair value of the Class A Notes is categorised as level 2 using, the Class B Notes are categorised as level 3 and are calculated using the relevant Bloomberg swap curve plus the average appropriate spread for discounting the Notes projected cash flows.

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

14. FINANCIAL RISK MANAGEMENT (continued)

Fair value hierarchy (continued)

As at 31 December 2023	Total	Level 1	Level 2	Level 3
Financial assets	£	£	£	£
Deemed loan to the Originator	<u>632,127,837</u>	<u>-</u>	<u>-</u>	<u>632,127,837</u>
	<u>632,127,837</u>	<u>-</u>	<u>-</u>	<u>632,127,837</u>

As at 31 December 2022	Total	Level 1	Level 2	Level 3
Financial assets	£	£	£	£
Deemed loan to the Originator	622,468,105	-	-	622,468,105
Derivative asset	<u>2,879,212</u>	<u>-</u>	<u>-</u>	<u>2,879,212</u>
	<u>625,347,317</u>	<u>-</u>	<u>-</u>	<u>625,347,317</u>

As at 31 December 2023	Total	Level 1	Level 2	Level 3
Financial liabilities	£	£	£	£
Notes issued – Class A	521,216,588	-	521,216,588	-
Notes issued – Class B	116,246,783	-	-	116,246,783
Derivative liability	<u>12,733,401</u>	<u>-</u>	<u>-</u>	<u>12,733,401</u>
	<u>650,196,772</u>	<u>-</u>	<u>521,216,588</u>	<u>128,980,184</u>

As at 31 December 2022	Total	Level 1	Level 2	Level 3
Financial liabilities	£	£	£	£
Notes issued – Class A	512,127,277	-	512,127,277	-
Notes issued – Class B	<u>117,217,690</u>	<u>-</u>	<u>-</u>	<u>117,217,690</u>
	<u>629,344,967</u>	<u>-</u>	<u>512,127,277</u>	<u>117,217,690</u>

15. SEGMENTAL REPORTING

Having considered the Company's activities, the directors have not identified any reportable segments.

16. ANALYSIS OF DEBT

	1 January 2023	Cash flow	Other changes 2023	At 31 December
Cash at bank and in hand (restricted)	6,876,862	(1,541,328)	-	5,335,534
Notes	<u>(659,600,000)</u>	-	-	<u>(659,600,000)</u>
Net debt	<u>(652,723,138)</u>	<u>(1,541,328)</u>	-	<u>(654,264,466)</u>

	1 January 2022	Cash flow	Other changes 2022	At 31 December
Cash at bank and in hand (restricted)	5,301,700	1,575,162	-	6,876,862
Notes	<u>(659,600,000)</u>	-	-	<u>(659,600,000)</u>
Net debt	<u>(654,298,300)</u>	<u>1,575,162</u>	-	<u>(652,723,138)</u>

BAVARIAN SKY UK-D LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2023

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Wilmington Trust SP Services (London) Limited, a private limited company incorporated in England and Wales, holds the shares of the Company under Declarations of Trust for charitable purposes.

For accounting purposes, the Company's controlling party is considered to be BMW Financial Services (GB) Limited, a private limited company incorporated in England and Wales, on the basis that this entity holds the majority of the exposure to variability associated with the Reference Portfolio.

BMW AG, a public limited company incorporated in Petuelring 130, 80809 Munich, Germany, is the ultimate parent of the Company but has no direct ownership interest in the Company. The results of the Company are included in the consolidated financial statements of BMW AG which are available online at www.bmwgroup.com.

18. OTHER SIGNIFICANT AND POST BALANCE SHEET EVENTS

There are no other subsequent events requiring disclosure in the financial statements.