

Wetherby III Securities 2019 Designated Activity Company

Annual report and accounts
2024

Member of Lloyds Banking Group

Directors' report

For the year ended 31 December 2024

The Directors present their report of Wetherby III Securities 2019 DAC (the "Company") for the year ended 31 December 2024.

General information

The Company is a public company limited by shares, incorporated on 28 November 2019, and domiciled in Ireland with registration number 661491.

Registered Office

The Company's registered office is 5th Floor, The Exchange, George's Dock, IFSC, Dublin 1, D01 W3P9, Ireland.

Principal activities

The principal activity of the Company is to issue floating rate notes (the "Notes") in Sterling to investors (the "Noteholders") and to enter into financial guarantee and credit protection agreements (together the "Financial Guarantee"). The Notes transfer the risk associated with the Financial Guarantee to the Noteholders.

The Company commenced trading on 30 December 2019 when it issued £85,500,000 of Notes and admitted the Notes to the Official List of The International Stock Exchange ("TISE"), which have a scheduled redemption date of 18 December 2026. The proceeds of the Notes issuance were paid into a deposit account. On the same day, the Company entered into the Financial Guarantee with Lloyds Bank plc (the "Beneficiary" and "Calculation Agent") resulting in the Noteholders acquiring credit exposure, via the Company, to a portfolio (the "Reference Portfolio") of loans to real estate enterprises, or the specified part thereof (each a "Reference Obligation"). The credit exposure has been created by way of the Financial Guarantee. In return for regular guarantee fee payments from the Beneficiary, the Company has agreed to reimburse the Beneficiary for principal losses suffered in respect of each Reference Obligation, subject to certain conditions being satisfied. The Company will fund such payments by liquidating collateral held within the deposit account, reducing the collateral available to redeem the Notes on their scheduled redemption date.

The value of the Reference Portfolio covered by the Financial Guarantee at 30 December 2019 ("Transaction Closing Date") was £947,368,000. Noteholders are exposed to a maximum of 95% of losses on each Reference Obligation (the "Protected Proportion") up to the value of the Notes outstanding. The remaining exposure to the Reference Portfolio (minimum risk retention requirement of 5%) remains with Lloyds Bank plc in its capacity as the originating bank (the "Originator").

The activities of the Company are conducted exclusively by reference to a series of securitisation transaction documents (the "Transaction Documentation"). The securitisation structure ("Wetherby III transaction") has been established as a means of establishing credit protection for Lloyds Bank plc, a subsidiary of Lloyds Banking Group plc (LBG). The Transaction Documentation sets out the workings of the transaction and the principal risks to the Noteholders. As such, these have not been reproduced in full in the financial statements. The Transaction Documentation is available at the Company's registered office.

Business review

As outlined in the Transaction Documentation, the Company may receive formal notifications (each a "Credit Event Notice") from the Beneficiary detailing occurrences of credit events on Reference Obligations within the Reference Portfolio. A credit event means, in respect of a Reference Obligation, one or more of the following events: (a) failure to pay; (b) bankruptcy; or (c) restructuring.

An independent verification agent appointed by the Company and the Beneficiary will assess each Credit Event Notice and provide a report for each Credit Event Notice confirming that a Credit Event has occurred, the Reference Obligations are within the Reference Portfolio on the date the credit event occurs, the Reference Obligations meet the transaction eligibility criteria and that Lloyds Bank plc is the originating lender, each report being a "Credit Event Verification Report". The Credit Event Verification Reports do not confirm any final loss amounts payable under the Financial Guarantee as they are not determined at that time.

Delivery of a Credit Event Notice and the associated Credit Event Verification Report constitute the satisfaction of the required conditions to settlement (the "Conditions to Settlement") in respect of each Reference Obligation.

Upon satisfaction of the Conditions to Settlement for the Reference Obligations where a failure to pay or bankruptcy occurs, the calculation agent calculates the initial payment due from the Company to the Beneficiary as an initial loss protection payment (the "Initial Loss Amount") in accordance with the Transaction Documentation. This is an amount equal to 50% of the protected proportion amount.

The Company received 2 Credit Event notices (2023: 0) for which Initial Loss Amounts totalling £15,790,000 were paid during the year ended 31 December 2024 (2023: £nil) by liquidating the collateral held on deposit.

Directors' report (continued)

For the year ended 31 December 2024

Business review (continued)

Determination of each final loss will be established following confirmation that no further recoveries are expected and the calculation of all recoveries for that Reference Obligation have been finalised. Following confirmation of the final loss by the verification agent, the net protection payment then due will be the protected proportion of the total loss less the Initial Loss Amount (the "Final Protection Amount"). If the Final Protection Amount is a positive value, the Company will be required to pay such amount to the Beneficiary. Should such Final Protection Amount be a negative value, the Beneficiary will be required to pay such absolute amount to the company.

No Final Protection Amounts have been payable or paid in the year (2023: £nil). As a result of no payment of Final Protection Amounts, and the £15,790,000 payment of Initial Loss Amounts (2023: £nil), the balance of the deposit account has an updated balance of £56,435,000 for the year ended 31 December 2024 (2023: £85,500,000).

The company has made all necessary interest payments on the Notes in accordance with the scheduled payment dates for the year ended 31 December 2024 and year ended 2023.

In the year subsequent to the Balance Sheet date, the Company has received 1 Credit Event Notice where the Conditions to Settlement have been met. As this Credit Event was as a result of a restructuring, no Initial Loss Amount was payable.

Notification of the occurrence of a Clean-up Call Event was issued by Lloyds Bank plc on 11th June 2025. Early redemption of the Notes was therefore initiated prior to the date of approval of the financial statements. As such, on 18th June 2025, the Company redeemed GBP 22,725,000 of Class A Notes and GBP 11,095,000 of Class B Notes. Following the redemption payments, the balance of the Class A Notes is £nil and the balance of the Class B Notes outstanding was GBP 38,405,000. The Class B Notes will be redeemed at a later date in accordance with the Transaction Documentation and will be subject to the final loss being determined on the Reference Obligations that are subject to the occurrence of a credit event.

The collateral on deposit recognised within cash and cash equivalents available to redeem the Notes, at the date of signing these accounts, has reduced to £22,616,000.

Key Performance Indicators ("KPIs")

A defined set of KPIs for the securitisation transaction are set out in the Transaction Documentation and published as a quarterly investor report. The KPIs monitor adherence to the eligibility and replenishment criteria of the transaction. The key performance indicator used by management in assessing the performance of the Company is the monitoring of actual interest payments made on the Notes in comparison to the scheduled payments. All payments have been made in line with expectations, for the current and previous reporting period. As a result of net initial loss payments and final protection payment receipts, the balance of the deposit account has reduced from £85,500,000 to £56,435,000 (2023: remained at £85,500,000 throughout the year). An extract of these are shown in note 8 of the financial statements.

Economic environment

The current financial year continues to have economic uncertainty arising from geopolitical tensions, together with the ongoing climate emergency.

The Directors' assessment suggests that performance of the underlying commercial loans in the Reference Portfolio should continue to be satisfactory. Whilst inflationary pressures have eased compared to the previous year, sustained high interest rates and higher prices caused by sterling weakness continues to put pressure on businesses, which may feed through increases in credit events.

The UK rate of inflation has continued to see a decrease in 2024 which should ease the burden on businesses. In spite of the decrease during the year ended 31 December 2024 and until the date of this report, interest rates have remained at their highest level since 2008, and this has the potential to impact customers' ability to repay their loans. There has been no material impact on the Company as of the date of this report. The situation will continue to be monitored and Lloyds Bank plc, will continue to adopt appropriate forbearance measures.

Principal risks and uncertainties

Risk Management

The majority of the Company's assets and liabilities have been classified and measured as financial instruments in accordance with International Financial Reporting Standard ("IFRS") 9 Financial Instruments. The Company's financial instruments comprise a Financial Guarantee, Cash and cash equivalents, Derivatives, Notes issued and various other receivables and payables.

The principal risks arising from the Company's financial instruments are credit risk, liquidity risk, operational risk and interest rate risk. These and other risks which may affect the Company's performance are detailed below. Further analysis of the risks facing the Company in relation to its financial instruments and the Company's financial risk management policies is provided in note 15.

All of the Company's financial assets and liabilities are denominated in Sterling and linked to the Sterling Overnight Index Average ("SONIA"), either directly or via the use of derivative instruments. Details of credit risk, liquidity risk, interest rate risk, operational risk and business risk are explained below. The Company has no currency risk and no other significant market risk. From the perspective of the Company, the principal risks and uncertainties are managed within the framework established for Lloyds Banking Group and are not managed separately for the Company. Significant uncertainties are discussed in detail below.

Directors' report (continued)

For the year ended 31 December 2024

Principal risks and uncertainties (continued)

Credit Risk

Credit risk arises principally through the Company's exposure to the individual loans within the Reference Portfolio which are in turn secured predominantly on loans to real estate enterprises. The performance of these loans is influenced by the UK and global economic environment. The terms of the Financial Guarantee specify that, if a credit event occurs, the Company will reimburse the Beneficiary for principal losses, subject to the Conditions to Settlement being satisfied. To mitigate this risk the Company has issued Notes which transfer the risk to Noteholders. Noteholders are therefore exposed to credit risk on the Reference Portfolio to the full extent of their investment in the Notes.

The Wetherby III transaction also incorporates a maximum of a two year work-out period at the end of the loss protection period (the "Scheduled Termination Date"). This is to provide sufficient time for all losses and recoveries to be accurately calculated for any Reference Obligation that has suffered a credit event within the two year period immediately prior to the Scheduled Termination Date, i.e. 18 December 2026, where the Conditions to Settlement have been satisfied but the final losses and recoveries have not been determined on the Scheduled Termination Date. If, at the end of that two year work-out period from the date of the credit event, final losses have still not been determined, the verification agent will provide its own calculation of the expected recoveries to determine the final loss and any final protection payments.

Liquidity Risk

Liquidity risk is defined as the risk of being unable to fulfil current or future payment obligations in full on the due date. The ability of the Company to meet its obligations to make interest payments on the Notes and to settle all operating and administrative expenses, as they fall due, is dependent on the amount and timing of the receipt of payments from the Beneficiary under the terms of the Financial Guarantee.

To the extent that the income from the Financial Guarantee does not provide sufficient funds to cover the Company's interest and operating expenses, the Company has no claim on the assets of Lloyds Bank plc and is not permitted to make withdrawals from the cash deposit account. The Company made all necessary payments on the Notes in accordance with the scheduled payment dates, and all payments in relation to interest and operating expenses, for the year ended 31 December 2024 and 31 December 2023.

Interest Rate Risk

Interest rate risk exists where assets and liabilities have interest rates set under different bases and/or which reset at different times. The Company minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of assets and liabilities are similar. The reference rate for both the interest received by the Company on its cash on deposit and on payments to Noteholders is SONIA. The Financial Guarantee includes a SONIA shortfall amount that matches the reset date of the Notes. The terms of the Financial Guarantee ensure that the amounts received from the Beneficiary are sufficient to enable the Company to meet its obligations in the priority of payments.

Operational Risk

The Company is exposed to operational risks through a number of contracts with third parties who have agreed to provide operational support to the Company in accordance with the Transaction Documentation. Walkers Corporate Services (Ireland) Limited has been appointed to provide corporate administration services in accordance with a corporate services agreement. Lloyds Bank plc has been appointed to act as account bank, cash and collateral manager and calculation agent on behalf of the Company. Any potential risks are discussed and monitored as part of the SRT forum held with Lloyds management.

Business Risk

The principal business risks of the Company are set out in a number of trigger events in the Transaction Documentation. This includes non-payment of any principal or interest in respect of when the notes are due, breach of other obligations under the Transaction Documentation, insolvency and winding up: an order is made or an effective resolution is passed for the winding-up, liquidation or dissolution of the Company except a winding-up for the purposes of or pursuant to an amalgamation or reconstruction.

There have been no such trigger events since inception of the transaction. The Directors continue to actively monitor the Company for trigger events.

Directors' report (continued)

For the year ended 31 December 2024

Capital management

The entire issued share capital is 1 ordinary share of €1. The share is held by Walkers Global Shareholding Services Limited. The share is held on trust for charitable purposes.

The Company is not subject to externally imposed capital requirements in the current and previous year. The Company manages its ordinary share capital in order that there is sufficient capital, in the opinion of the Directors, to support the transactions and level of business undertaken by the Company.

Financial performance

Profits are pre-determined under the Transaction Documentation. The Company has the right to a profit before tax of £1,000 per annum. The profit before tax for the year amounted to £1,000 (2023: £1,000).

The Company is a qualifying company within the meaning of Section 110 of the Taxes Consolidation Act 1997. As such, the profits are chargeable to corporation tax under Case III of Schedule D at a rate of 25% (2023: 25%) but are computed in accordance with the provisions applicable to Case I of Schedule D. The profit after taxation for the year amounted to £750 (2023: £750).

Dividends

No dividend was neither proposed for the current year (2023: £nil) nor paid during the current year (2023: £nil)

Post Balance sheet events

Details of significant events since the balance sheet date are contained within note 16 of these financial statements.

Going concern

Notification of the occurrence of a Clean-up Call Event has been issued by Lloyds Bank plc on 11th June 2025. Early redemption of the notes has therefore been initiated prior to the date of approval of the financial statements. Considering the Effective Protection Termination Date falling within 12 months from the date of approval of financial statements, the directors do not consider it is appropriate to continue using the going concern basis and consequently the financial statements have been prepared on a basis other than that of a going concern. Further details regarding the adoption of the going concern basis can be found in note 1 to the financial statements.

Corporate governance

The Directors have been charged with governance in accordance with the Transaction Documentation, which prescribes the structure and operation of the Company and the responsibilities of each third party.

The governance structure of the Company is such that the key policies have been predetermined at the time of issuance and the operational roles have been assigned to third parties with their roles strictly governed by the Transaction Documentation.

The Transaction Documentation establishes procedures that 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, whilst enabling the Company to comply with its regulatory obligations.

Due to the nature of the securities, which are listed on The International Stock Exchange ("TISE"), the Directors are satisfied that there is no requirement to publish a corporate governance statement and that the Company is exempt from the provisions of the UK Corporate Governance Code.

From the perspective of the Company, the daily operational internal controls and risk management systems are integrated with those of the Lloyds Banking Group, the Company's ultimate controlling party. Therefore, additional information may be found in section 'Principal risks & uncertainties' of the 2024 Annual Report of Lloyds Banking Group plc, which does not form part of this report. Details of where to get access to the 2024 Annual Report of Lloyds Banking Group plc can be found in note 18.

Employees

The Company has no employees during the year 31 December 2024 (2023:nil). None of the Directors received any emoluments from the Company in the current and previous year.

Political Donations

The Electoral Act, 1997 (as amended by the Electoral Amendment Political Funding Act, 2012) requires companies to disclose all political donations over €200 made during a financial year. The Directors, on enquiry, have satisfied themselves that no such donations in excess of this amount have been made by the Company during the financial year ended 31 December 2024 (2023: £nil).

Directors' report (continued)

For the year ended 31 December 2024

Directors and Directors' Interests

The Directors of the Company during the year, and up to the date of signing the financial statements, were:

Anthony Finegan
Emma Smith
Adithya Sivaraman

None of the Directors has any beneficial interest in the ordinary share capital of the Company. None of the Directors had any interest in any material contract or arrangement with the Company either during or at the end of the year.

Transactions involving Directors

There were no contracts in the financial year of any significance in relation to the business of the Company in which the Directors had any interest, as defined in the Companies Act 2014. The Directors of the Company, as employees of the Corporate Administrator, had an interest in the Corporate Administration fee.

The Directors received no remuneration from the Company in respect of qualifying services rendered during the financial year. Walkers Corporate Services (Ireland) Limited as corporate servicer received fees of £9,900 (2023: £9,400) in relation to administrative expenses.

Company Secretary

The Company secretary during the year, and subsequently, is Walkers Corporate Services (Ireland) Limited. The Company Secretary does not hold any interest in the Company.

Directors' indemnities

Qualifying third party indemnity provisions for the benefit of the Directors were in force during the year under review and remain in force as at the date of approval of the Annual Report and Financial Statements.

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.

Irish company law requires the Directors to prepare financial statements for each financial year. Under the law, the Directors have elected to prepare the financial statements in accordance with European Union ("EU") adopted International Financial Reporting Standards ("IFRS"), IFRIC interpretations and those parts of the Companies Act 2014. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether the financial statements comply with international accounting standards in conformity with the requirements of the Companies Act 2014, 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 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 2014. The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of compliance by Directors

The Directors, in accordance with Section 225(2) of the Companies Act 2014, acknowledge that they are responsible for securing the

- a compliance policy statement has been drawn up setting out the Company's policies with regard to such compliance;
- appropriate arrangements and structures that, in their opinion, are designed to secure material compliance with the Company's relevant obligations have been put in place; and
- a review has been conducted in respect of the financial period, of the arrangements and structures that have been put in place to secure the Company's compliance with its relevant obligations.

Directors' report (continued)

For the year ended 31 December 2024

Disclosure of information to auditor

In accordance with Section 330 of the Companies Act 2014, in the case of each Director in office at the date the Directors' report is approved:

- so far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor 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.

Audit committee

The Board has concluded that there is currently no need for the Company to have a separate audit committee or internal audit function in order for the Board to perform effective monitoring and oversight of the internal control and risk management systems of the Company in relation to the financial reporting process. Therefore, the Company has taken the exemption available for entities whose sole business is to act as an issuer of asset-backed securities, set out under Section 1551(c) of the Companies (Statutory Audits) Act 2018 not to have a separate audit committee. Further, as the Company does not meet the threshold as set out in Section 167 of the Companies Act 2014, the Company is not required to establish an audit committee.

Accounting records

The Directors believe that they have complied with the requirements of Section 281 to 285 of the Companies Act 2014 with regards to the keeping of accounting records by employing accounting personnel with appropriate experience and by providing adequate resources to the financial function. The Company's accounting records are maintained at 5th Floor, The Exchange, George's Dock, IFSC, Dublin 1, D01 W3P9, Ireland.

Independent auditor

Deloitte Ireland LLP was appointed as the auditor to the Company during the period under review and having expressed their willingness to continue in office and pursuant to Section 383 (2) of the Companies Act 2014, a resolution for the re-appointment of Deloitte Ireland LLP will be proposed at the forthcoming annual general meeting.

Approved by the Board of Directors and signed on its behalf by:



Adithya Sivaraman
Alternate Director

19 August 2025



Emma Smith
Director

19 August 2025

Statement of Comprehensive Income

For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Income from Financial Guarantee		6,482	7,156
Interest expense on Debt Securities in Issue		(10,490)	(11,066)
Net trading expense		(4,008)	(3,910)
Interest income	4	4,116	3,993
Other operating expenses	6	(107)	(82)
Profit before tax		1	1
Taxation	7	-	-
Profit for the year and total comprehensive income		1	1

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

Balance Sheet

As at 31 December 2024

	Note	2024 £'000	2023 £'000
ASSETS			
Cash and cash equivalents	8	56,546	86,707
Trade and other receivables	9	601	174
Derivative financial assets	12	15,790	3,585
Total assets		72,937	90,466
LIABILITIES			
Trade and other payables	10	78	929
Derivative financial liabilities	12	-	3,585
Debt securities in issue	11	72,854	85,948
Total liabilities		72,932	90,462
EQUITY			
Share capital	13	-	-
Retained earnings		5	4
Total equity		5	4
Total equity and liabilities		72,937	90,466

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

The financial statements were approved by the Board of Directors and were signed on its behalf by:



Adithya Sivaraman
Alternate Director

19 August 2025



Emma Smith
Director

19 August 2025

Statement of changes in equity

For the year ended 31 December 2024

	Share capital £'000	Retained earnings £'000	Total equity £'000
At 1 January 2024	-	4	4
Profit and total comprehensive income for the year	-	1	1
At 31 December 2024	-	5	5
At 1 January 2023	-	3	3
Profit and total comprehensive income for the year	-	1	1
At 31 December 2023	-	4	4

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

Cash Flow Statement

For the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Cash flows from operating activities			
Profit before tax		1	1
Adjustments for:			
Interest income		(4,116)	(3,993)
Interest expense on Debt securities in issue		10,490	11,066
		6,375	7,074
Changes in operating assets and liabilities:			
Net movement in guarantee fee payable/receivable		(1,354)	578
Net movement in other accounts payable		5	(33)
Net movement in derivative		(15,790)	-
Cash (used in)/generated from operations		(10,764)	7,619
Tax paid		-	-
Net cash (used in)/generated from operating activities		(10,764)	7,619
Cash flows from investing activities			
Bank interest received		4,187	3,930
Net cash generated from investing activities		4,187	3,930
Cash flows from financing activities			
Proceeds from Note repayment		(13,275)	-
Interest paid on Debt securities in issue		(10,309)	(10,963)
Net cash used in financing activities		(23,584)	(10,963)
Change in Cash and cash equivalents		(30,161)	586
Cash and cash equivalents at beginning of year		86,707	86,121
Cash and cash equivalents at end of year	8	56,546	86,707

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

Notes to the financial statements

For the year ended 31 December 2024

1. Basis of Preparation

The financial statements of the Company have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2014.

The financial statements are prepared in sterling which is the Company's functional and presentation currency and have been prepared on the historical cost basis, modified for the fair value of derivative contracts. Figures are rounded to the nearest thousands.

In preparation of these financial statements the Balance sheet has been arranged in order of liquidity.

The following new IFRS pronouncement is relevant to the Company and has been adopted within these financial statements. However, the adoption of this pronouncement did not have a material impact.

The IASB has issued a number of minor amendments to IFRS Accounting Standards effective 1 January 2024, including IFRS 16 Lease liability in a sale and leaseback, IAS 1 Non-current liabilities with covenants, and IAS 1 Classification of liabilities as current or non-current. These amendments do not have a significant impact on the Company.

Details of those pronouncements which will be relevant to the Company but were not effective at 31 December 2024 and which have not been applied in preparing these financial statements are given in note 17.

The financial statements have been prepared under the historical cost convention, modified for the fair value of derivative contracts.

Lloyds Bank plc, as Beneficiary, has the right to initiate the early redemption of the Notes outstanding and/or the early termination of the Credit Protection on any interest payment date up to, but excluding, the final maturity date, subject to consequences of an event of default or a termination event including, but not limited to:

- a regulatory change;
- an illegality;
- a tax event; or
- a clean-up call event.

Notification of the occurrence of a Clean-up Call Event has been issued by Lloyds Bank plc on 11th June 2025. Early redemption of the notes has therefore been initiated prior to the date of approval of the financial statements. Considering the Effective Protection Termination Date falling within 12 months from the date of approval of financial statements, the directors do not consider it is appropriate to continue using the going concern basis and consequently the financial statements have been prepared on a basis other than that of a going concern.

No material adjustments arose as a result of ceasing to apply the going concern basis.

2. Material Accounting Policies

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

2.1 Income recognition

Income and expense from financial instruments

Interest income and expense are recognised in the Statement of Comprehensive Income for all interest bearing financial instruments, including cash deposits, using the effective interest rate method. The effective interest rate method is a method of calculating the amortised cost of a financial asset or liability and of allocating the interest income or interest expense over the expected life of the financial instrument. The effective interest rate is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the instrument to the net carrying amount of the financial asset or financial liability.

Amounts receivable under the Financial Guarantee are accounted for on an accruals basis, reflect the requirements of the Transaction Documentation, and are recognised as Income from Financial Guarantee in the Statement of comprehensive income.

Accrued interest and other income from Financial Guarantee

Accrued interest and accrued income from the Financial Guarantee are calculated using the effective interest method, and have been incorporated within Trade and other receivables.

Accrued interest payable has been incorporated within the outstanding balance of Debt securities in issue.

Notes to the financial statements (continued)

For the year ended 31 December 2024

2. Material accounting policies (continued)

2.2 Financial assets and liabilities

The Company's financial instruments comprise the Notes, Financial Guarantee and an Embedded Derivative. In addition the Company has cash and other receivables and payables that arise directly from its operations. These financial instruments are classified and measured in accordance with the principles of IFRS 9 as described below.

On initial recognition, financial assets are classified and measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss, depending on the Company's business model for managing the financial assets and whether the cash flows represent solely payments of principal and interest. The Company assesses its business models at a portfolio level, based on its objectives for the relevant portfolio, how the performance of the portfolio is managed and reported, and the frequency of asset sales. Financial assets with Embedded Derivatives are considered in their entirety when considering their cash flow characteristics. The Company reclassifies financial assets when, and only when, its business model for managing those assets changes. For further detail, refer to note 12.

A reclassification will only take place when the change is significant to the Company's operations and will occur at a portfolio level and not for individual instruments, and reclassifications are expected to be rare.

2.2(i) Derivative financial instruments

All derivatives are recognised at their fair value. Fair values are obtained where possible from quoted market prices in active markets, including recent market transactions, and using valuation techniques, including discounted cash flow and options pricing models, as appropriate. Derivatives are carried in the balance sheet as assets when fair value is positive and as liabilities when their fair value is negative.

The Company has entered into a Financial Guarantee with Lloyds Bank plc, which is regarded as a derivative financial instrument. The debt securities in issue contain Embedded Derivatives representing risk transfer to the Noteholders. The characteristics and risks of the Financial Guarantee and Embedded Derivatives are related to a portfolio of loans to real estate enterprises originated by the Beneficiary. In accordance with its treasury policy, the Company does not hold or issue derivative financial instruments for trading purposes.

The fair value of the Financial Guarantee is the estimated amount that the Company would receive or pay to terminate the Financial Guarantee at the Balance Sheet date, taking into account the current creditworthiness of the underlying assets. The fair value of the Embedded Derivative is equal and opposite to the fair value of the Financial Guarantee and represents the credit risk embedded within the debt securities in issue, except where Initial Loss Amounts have been paid to the Beneficiary under the terms of the Financial Guarantee.

Under the terms of the securitisation transaction the Company recognises £1,000 per annum as profit before tax. In order to achieve this level of profit, the amounts payable by the Beneficiary under the terms of the Financial Guarantee include a fixed issuer profit amount credited in equal portions on pre-determined dates (each a "Note Payment Date") throughout the year.

2.2(ii) Cash and cash equivalents

The Company holds transaction bank accounts with Lloyds Bank plc in its capacity as bank account provider, in accordance with the Transaction Documentation. These accounts are held in the Company's name and meet the definition of cash and cash equivalents. For the purposes of the cash flow statement, cash and cash equivalents comprise cash, cash on deposit and amounts due from banks with a maturity of less than three months. As the cash can only be used to meet certain specific liabilities in accordance with the Transaction Documentation and is not available to be used with discretion, it is viewed as restricted cash. The Company is entitled to receive a variable rate of interest which is equal to the Sterling Overnight Index Average (SONIA) on deposit account.

2.2(iii) Debt securities in issue

Debt securities in issue are recognised initially at fair value, less directly related incremental transaction costs. Subsequent to initial recognition, debt securities in issue are classified and measured at amortised cost with any difference between cost and redemption value being recognised in the Statement of comprehensive income over the period of the borrowings on an effective interest rate basis.

Notes to the financial statements (continued)

For the year ended 31 December 2024

2. Material accounting policies (continued)

2.2 Financial assets and liabilities (continued)

2.2(iv) Impairment of financial assets at amortised cost

At initial recognition, allowance is made for expected credit losses resulting from default events that are possible within the next 12 months (12-month expected credit losses). In the event of a significant increase in credit risk since origination, allowance (or provision) is made for expected credit losses resulting from all possible default events over the expected life of the financial instrument (lifetime expected credit losses).

Financial assets where 12-month expected credit losses are recognised are considered to be in Stage 1; financial assets which are considered to have experienced a significant increase in credit risk since initial recognition are in Stage 2; and financial assets which have defaulted or are otherwise considered to be credit impaired are allocated to Stage 3.

2.3 Taxation, including deferred income taxes

Current tax which is payable on taxable profits is recognised as an expense in the period in which the profits arise.

The Company is a qualifying company within the meaning of Section 110 of the Taxes Consolidation Act 1997. As such, the profits are chargeable to corporation tax under Case III of Schedule D at a rate of 25%.

Deferred tax is provided on all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are temporary differences between profits as computed for tax purposes and profits as stated in the financial statements, which arise because certain items of income and expenditure in the financial statements are dealt with in different years for tax purposes. Deferred tax is measured at the tax rates that are expected to apply in the years in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is not discounted.

The Company has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes currently required by IAS12 Income Taxes.

2.4 Segment Reporting

The Company operates in a single business and all of the Company's activities are in the UK.

3. Critical accounting judgements and key sources of estimation uncertainty

In applying the Company's accounting policies, which are described in note 2, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. There are no significant judgements other than those involving estimation made by management. The key sources of estimation uncertainty are:

Fair value estimates

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is based upon cash flow models which use, wherever possible, independently sourced market parameters, such as interest yield curves and currency rates. Other factors are also considered, such as counterparty credit quality and liquidity.

The Financial Guarantee and derivative embedded within the Notes have been valued using inputs other than quoted prices that are observable for the asset or liability, and internal data. The significant inputs into the valuation include:

- the credit default swap rate ("CDS");
- the base correlation at various tranche detachment points (the smile);
- the GBP SONIA curve; and
- the relevant dates including the next premium payment date, the protection maturity date, the lock-in end date, and the replenishment end date.

This internal data specifically takes into consideration an assessment of the recoverability of the underlying assets. See note 15 for relevant sensitivity analysis and disclosure.

Notes to the financial statements (continued)

For the year ended 31 December 2024

4. Interest income

	2024 £'000	2023 £'000
Bank interest receivable	4,116	3,993

There are no impaired financial assets in the current year or prior period. Therefore, there is no interest income in respect of impaired financial assets.

5. Gains/(losses) on financial instruments at fair value through profit or loss

	2024 £'000	2023 £'000
Fair value movement on Financial Guarantee	(12,171)	468
Fair value movement on Embedded Derivative	12,171	(468)
Fair value movement on Financial Guarantee due to net protection payments	15,790	-
Fair value movement on Embedded Derivative due to net protection payments	(15,790)	-

-

Fair value gains and losses are recognised in relation to the change in fair value of the Company's Financial Guarantee and the derivative embedded within the Notes.

These fair values movements of £12,171,000 (2023: £468,000) which in total net to £nil, are reflected through the Statement of Comprehensive Income. See Note 12 for details.

The carrying value of the Financial Guarantee is also adjusted for Initial Loss Amounts paid to the Beneficiary where the final loss has not been determined. These Initial Loss Amounts do not directly impact the Statement of Comprehensive Income.

6. Other operating expenses

	2024 £'000	2023 £'000
Administrative expenses	44	22
Audit fees	63	60
Other operating expenses	107	82

The Company has no employees. The Directors received no remuneration from the Company in respect of qualifying services rendered during the financial period. Audit fees relate to the statutory audit. Fees of £63,000 (2023: £60,000), net of VAT, are payable to Deloitte Ireland LLP. There are no fees payable to the auditors and their associates for services other than the statutory audit (2023: none).

7. Taxation

Corporation tax is calculated at a rate of 25% (2023: 25%) of the taxable profit for the period.

	2024 £'000	2023 £'000
Analysis of the Company tax charge in the period:		
Current tax	-	-
Deferred tax	-	-

Tax charge on profit on ordinary activities

	2024 £'000	2023 £'000
Profit for the period before tax	1	1

Profit on ordinary activities multiplied by the standard rate of Irish corporation tax
Higher tax rate applicable under Section 110 TCA, 1997

Tax charge on profit on ordinary activities

Notes to the financial statements (continued)

For the year ended 31 December 2024

7. Taxation (continued)

The Company is a qualifying company within the meaning of Section 110 of the Taxes Consolidation Act 1997. As such, the profits are chargeable to corporation tax under Case III of Schedule D at a rate of 25% (2023: 25%).

The current tax liability of £250 represents the amount of corporation tax payable in respect of the year ended 31 December 2024 (2023: £250).

8. Cash and cash equivalents

The Company's bank accounts and deposit account are held with Lloyds Bank plc. Withdrawals from the deposit account are governed by the terms of the Transaction Documentation and relate solely to the payment of Initial Loss Amounts, Final Protection Amounts and redemption of the Notes.

There Initial Loss Amounts paid in the year total £15,790,000 (2023: £nil). Note redemption amounts paid during the year total £13,275,000 (2023: £nil). The Company earns a variable rate of interest on these deposits, which is recorded as interest receivable in the Statement of Comprehensive Income.

	2024 £'000	2023 £'000
Cash at bank	111	1,207
Cash on deposit	56,435	85,500
	<hr/> 56,546	<hr/> 86,707

9. Trade and other receivables

	2024 £'000	2023 £'000
Current		
Accrued Bank interest income	103	174
Accrued income from Financial Guarantee	498	-
	<hr/> 601	<hr/> 174

10. Trade and other payables

	2024 £'000	2023 £'000
Current		
Accrued liabilities	78	73
Accrued expenses from Financial Guarantee	-	856
	<hr/> 78	<hr/> 929

Notes to the financial statements (continued)

For the year ended 31 December 2024

11. Debt securities in issue

	2024 £'000	2023 £'000
Non-current liabilities		
Principal		
Class A notes	22,725	36,000
Class B notes	49,500	49,500
Unamortised issue costs	(39)	(81)
Total non-current liabilities	72,186	85,419
Current liabilities		
Interest		
Accrued interest payable on Debt securities in issue	709	569
Unamortised issue costs	(41)	(40)
Total current liabilities	668	529
Total Debt securities in issue	72,854	85,948

Debt securities in issue at 31 December 2024 and at 31 December 2023 comprise the Notes issued by the Company. The Noteholders' exposure to risk is to the full extent of their investment in the Notes. For more information about the Company's exposure to risk, see note 15.

The Notes have a scheduled redemption date of 18 December 2026. As outlined in the Directors' report, Notes totalling £13,275,000 were repaid during the year to 31 December 2024 (2023: £nil). The interest rates for the Notes are as follows: Class A 4.3% + SONIA and Class B 11.25% + SONIA.

The Notes constitute direct, secured, limited recourse obligations of the Company and are secured by U.S. Bank Trustees Limited (the "Trustee"), who, through the Transaction Documentation, holds first, fixed charge over the Company's bank accounts and deposit account. The Classes of Notes rank pari passu without preference or priority amongst themselves. Payments of principal and interest on the Class B Notes are subordinated to, inter alia, payments of principal and interest on the Class A Notes.

The Notes will be obligations of the Company only. The Notes will not be obligations of, the responsibility of, or guaranteed by, any person other than the Company.

Interest is payable on the Notes at a variable rate plus a fixed rate on the outstanding balance of the Notes. During the year, the variable rate was based on SONIA. A Clean-up Call Event was exercised on 11 June 2025. For more details, refer to note 16.

Notes to the financial statements (continued)

For the year ended 31 December 2024

12. Derivative financial assets/(liabilities)

	Total recognised derivative assets/(liabilities) as at 31 December 2024		
	Notional amount £'000	Assets £'000	Liabilities £'000
Financial Guarantee	72,225	7,204	-
Embedded Derivative	72,225	8,586	-
		15,790	-

	Total recognised derivative assets/(liabilities) as at 31 December 2023		
	Notional amount £'000	Assets £'000	Liabilities £'000
Financial Guarantee	85,500	3,585	-
Embedded Derivative	85,500	-	(3,585)
		3,585	(3,585)

	Reconciliation of movements on financial instruments from 1 January 2024 to 31 December 2024	
	Financial Guarantee £'000	Embedded Derivative £'000
Opening balance as at 1 January 2024	3,585	(3,585)
Fair value movement on financial instruments	(12,171)	12,171
Net protection payments paid to/(received from) the Beneficiary during the year	15,790	-
Closing balance as at 31 December 2024	7,204	8,586

	Reconciliation of movements on financial instruments from 1 January 2023 to 31 December 2023	
	Financial Guarantee £'000	Embedded Derivative £'000
Opening balance as at 1 January 2023	3,117	(3,117)
Fair value movements on financial instruments	468	(468)
Closing balance as at 31 December 2023	3,585	(3,585)

The derivative asset and liability are recognised in relation to the fair value of the Financial Guarantee and derivative embedded in the Notes. The change in the fair value of the Company's Financial Guarantee is reflected through the Statement of Comprehensive Income. The change in fair value of the Embedded Derivative is equal and opposite to that of the Financial Guarantee and is also reflected through the Statement of Comprehensive Income. For year ended 31 December 2024 there were Initial Loss Amounts paid totalling £15,790,000 (2023: £nil).

Notes to the financial statements (continued)

For the year ended 31 December 2024

13. Share capital

	2024 £'000	2023 £'000
Authorised share capital of 1,000 shares of €1 each		
Issued, allotted, called up and fully paid		
1 ordinary share of €1	-	-

The entire issued share capital of Wetherby III Securities 2019 Designated Activity Company is held by Walkers Global Shareholding Services Limited, held on trust for charitable purposes. The share capital, issued in Euros, has been converted to Sterling, which is the currency in which the accounts are stated.

14. Related party transactions

Walkers Corporate Services (Ireland) Limited is a related party as they provide Directorship services to the Company at arm's length commercial rates, as part of their wider corporate services agreement. The Company pays a corporate services fee to Walkers Corporate Services (Ireland) Limited in connection with its provision of corporate management and share trustee services. This amounted to an expense of £9,900 for the year ended 31 December 2024 (2023: £9,400). Of these fees, £1,840 relates to the provision of Directors (2023: £1,760).

During the year, the Company also undertook the transactions set out below with companies within Lloyds Banking Group.

	Note	LBG and Subsidiary Undertakings 2024 £'000	LBG and Subsidiary Undertakings 2023 £'000
Trading income			
Income from Financial Guarantee		6,482	7,156
Interest income			
Bank interest	4	4,116	3,993
Fair value movement on Financial Guarantee	5	(12,171)	468
Assets			
Cash and cash equivalents	8	56,546	86,707
Trade and other receivables	9	601	174
Financial Guarantee	12	7,204	3,585
Total assets		64,351	90,466
Liabilities			
Trade and other payables	10	-	856

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk

The main risks arising from the Company's financial instruments are credit risk, liquidity risk and market risk. However, considerable resource is given to maintaining effective controls to manage, measure and mitigate each of these risks. Further detailed analysis of the risks facing the Company in relation to its financial instruments is provided below.

The Directors do not consider there is a significant capital management risk as adequate solvency and capital levels are maintained.

The Company's exposure to risk on its financial instruments and the management of such risk is largely determined at the outset of the securitisation transaction. The Company's activities and the role of each party to the transaction are clearly defined and documented within the Transaction Documentation. Cash flow modelling, including multiple stress scenarios, is carried out as part of the structuring process.

As at 31 December 2024

	Financial Assets Carrying Value		Financial Liabilities Carrying Value	
	Fair value through profit or loss £'000	Amortised Cost £'000	Fair value through profit or loss £'000	Amortised Cost £'000
	Cash and cash equivalents	-	56,546	-
Trade and other receivables	-	601	-	-
Derivative financial assets	15,790	-	-	-
Debt securities in issue	-	-	-	72,854
Trade and other payables	-	-	-	78
Derivative financial liabilities	-	-	-	-
Closing balance as at 31 December 2024	15,790	57,147	0	72,932

As at 31 December 2023

	Financial Assets Carrying Value		Financial Liabilities Carrying Value	
	Fair value through profit or loss £'000	Amortised Cost £'000	Fair value through profit or loss £'000	Amortised Cost £'000
	Cash and cash equivalents	-	86,707	-
Trade and other receivables	-	174	-	-
Derivative financial assets	3,585	-	-	-
Debt securities in issue	-	-	-	85,948
Trade and other payables	-	-	-	929
Derivative financial liabilities	-	-	3,585	-
Closing balance as at 31 December 2023	3,585	86,881	3,585	86,877

15.1 Credit risk

Credit risk management

The activities of the Company are conducted by reference to the Transaction Documentation. No business activities are undertaken by the Company beyond those set out in the Transaction Documentation.

Following initial set-up, the Directors monitor the Company's performance, reviewing monthly reports from Lloyds Bank plc in its capacity as cash and collateral manager on the performance of the loans to real estate enterprises and the monthly management accounts. Such review is designed to ensure that the terms and conditions of the Transaction Documentation have been met, that no unforeseen risks have arisen and that all Noteholder and expense payments have been made as required. Where necessary, the Directors make appropriate enquiries of the servicer and the Company's professional advisers concerning specific matters which may affect the nature and extent of particular risks to the Company.

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.1 Credit risk (continued)

The characteristics and risks of the Financial Guarantee are related to a portfolio of loan assets held by Lloyds Bank plc.

Credit risk arises on the individual loans within the loan Reference Portfolio. The likelihood of defaults in the Reference Portfolio and the amounts that may be recovered in the event of a default are related to a number of factors and may vary according to borrower and loan characteristics and product type. Significant changes in the economy, or in the health of a particular geographical area that represents a concentration in the securitised assets, could also affect the cash flows in the Reference Portfolio. The loans contained within the Reference Portfolio must adhere to a strict set of eligibility and replenishment criteria as set out in the Transaction Documentation.

Cash and cash equivalents (see note 8) are held with Lloyds Bank plc. The credit risk associated with these financial assets is not considered to be significant.

The Company's derivative asset is an Embedded Derivative which has an equal and opposite fair value to the Financial Guarantee, except where Initial Loss Amounts have been paid to the Beneficiary on loans where the final losses have yet to be determined. The Embedded Derivative transfers the credit risk acquired by the Financial Guarantee to the Noteholders.

The Company has a concentration of risk to Lloyds Bank plc as the originator of the loans within the Reference Portfolio, who is also the counterparty to the Financial Guarantee, the servicer of the loans, and the cash and collateral manager.

For counterparties where a rating trigger exists, the Company assesses each counterparty for credit risk before contracting with them through a review of the ratings published for those counterparties by Moody's and S&P. The Transaction Documentation contains various rating triggers linked to certain counterparties, which require specific actions to be taken if triggers are breached.

	Rating as at 31 December 2024 and 2023	Rating as at date of approval of financial statements
Lloyds Bank plc	Moody's/S&P A-1 (S&P) P-1 (Moody's)	Moody's/S&P A-1 (S&P) P-1 (Moody's)

In the event that a counterparty is downgraded by a rating agency below the ratings specified by the relevant counterparty agreement, the relevant counterparty will be required to take certain remedial measures as defined in that agreement which may include providing collateral for its obligations, or taking such other action as it may agree with the Company.

Financial assets subject to credit risk

The maximum exposure to credit risk arising on the Company's financial assets at the reporting date is disclosed in the table below and equates to carrying value.

	2024 £'000	2023 £'000
Trade and other receivables	601	174
Cash and cash equivalents	56,546	86,707
Closing balance as at 31 December	57,147	86,881

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.2 Liquidity risk

The Company's ability to meet payments on the Notes as they fall due is dependent on the timely receipt of income received from the Beneficiary under the terms of the Financial Guarantee and its ability to access the funds held within the cash deposit account as and when required. The terms of the Financial Guarantee require that the Beneficiary must make sufficient payment to enable the Company to meet its obligations.

Under the terms of the Financial Guarantee, the Beneficiary is required to pay to the Company the interest amount due and payable on the Notes along with all operating expenses of the Company, after deduction of income received on the cash deposit account.

The liquidity tables reflect the undiscounted cash payments which will fall due if the structure continues until the expected final repayment date as defined in the Transaction Documentation (unless it is known that a Note will be repaid prior to this date when the earlier date will be used). The final legal maturity date of the Notes is 18 December 2026.

Early repayment of the Notes will occur if the Protected Portion of the Reference Portfolio falls below the level of Notes outstanding or the Reference Portfolio is less than 10% of the initial Reference Portfolio (a "Clean-up Call Event") occurs. There are also other specified triggers that may result in Early repayment as specified in the Transaction Documentation.

As at 31 December 2024

	Carrying amount value	Contractual repayment value	Up to 1 month	1-3 months	3-12 months	1-5 years
	£'000	£'000	£'000	£'000	£'000	£'000
Principal						
Debt Securities in Issue	72,225	72,225	-	-	-	72,225
Trade and other payables	78	78	-	-	78	-
Interest						
Interest payable on Debt	709	15,380	-	2,274	5,592	7,514
	73,012	87,683	-	2,274	5,670	79,739

As at 31 December 2023

	Carrying amount value	Contractual repayment value	Up to 1 month	1-3 months	3-12 months	1-5 years
	£'000	£'000	£'000	£'000	£'000	£'000
Principal						
Debt Securities in Issue	85,500	85,500	-	-	-	85,500
Trade and other payables	929	929	-	-	929	-
Interest						
Interest payable on Debt	569	34,823	-	2,880	8,703	23,240
	86,998	121,252	-	2,880	9,632	108,740

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.3 Market risk

Market risk is defined as the potential loss in value or earnings of an organization arising from changes in external market factors.

The Company is exposed to market risk in the form of interest rate risk. Interest rate risk exists where assets and liabilities have interest rates set under different bases and/or which reset at different times.

The cash and cash equivalents and the Notes are exposed to interest rate cash flow risk caused by floating interest rates that are reset periodically. The Company minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of assets and liabilities are similar. This is achieved through the inclusion of a SONIA shortfall amount in the Financial Guarantee that matched the interest rate and reset date of the Notes. The Financial Guarantee payment is designed to vary, in order to remove any interest rate risk.

	Interest Bearing Fixed £'000	Interest Bearing Variable £'000
Financial Guarantee Income	6,482	-
Cash on Deposit Income	-	4,116
<hr/>		
Closing balance as at 31 December 2024	6,482	4,116
<hr/>		
	Interest Bearing Fixed £'000	Interest Bearing Variable £'000
Financial Guarantee Income	7,156	-
Cash on Deposit Income	-	3,993
<hr/>		
Closing balance as at 31 December 2023	7,156	3,993
<hr/>		

15.4 Foreign currency risk

The Company's assets and liabilities are denominated in Sterling (GBP).

The Reference Portfolio contains both GBP and non-GBP Reference Obligations. In accordance with the Transaction Documentation, any Initial Loss Amounts or Final Protection Amounts must be made in GBP with any conversion from a non-GBP currency being made prior to confirmation of the claim from the Beneficiary to the Company. As such, the Company is not exposed to any foreign currency risk.

15.5 Fair values of financial assets and liabilities

Fair value is defined as the value at which assets, liabilities or positions could be closed out or sold in a transaction with a willing and knowledgeable counterparty, other than in a forced or liquidation sale.

Fair value of financial assets carried at fair value

The valuations of financial instruments have been classified into three levels according to the quality and reliability of information used to determine the fair values.

Other financial instruments held at amortised cost

The cash and cash equivalents and other receivables and payables are recognised on an amortised cost basis that is considered to be a close approximation to fair value.

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.5 Fair values of financial assets and liabilities (continued)

Fair value hierarchy

Level 1 portfolios

Level 1 fair value measurements are those derived from unadjusted quoted prices in active markets for identical assets or liabilities. Products classified as Level 1 predominantly comprise listed equity shares, treasury bills and other government securities.

Level 2 portfolios

Level 2 valuations are those where quoted market prices are not available, for example where the instrument is traded in a market that is not considered to be active or valuation techniques are used to determine fair value and where these techniques use inputs that are based significantly on observable data.

Level 3 portfolios

Level 3 portfolios are those where at least one input which could have a significant effect on the instrument's valuation is not based on observable market data. Such instruments are valued using various valuation techniques that require significant management judgment in determining appropriate assumptions, including earnings multiples and estimated future cash flows.

The tables below provide an analysis of the financial assets of the Company that are carried at fair value in the Company's Balance sheet, grouped into Levels 1 to 3 based on the degree to which the inputs to fair value are observable.

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
At 31 December 2024				
Derivative financial assets	-	-	15,790	15,790
Derivative financial liabilities	-	-	-	-
<hr/>				
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
At 31 December 2023				
Derivative financial assets	-	-	3,585	3,585
Derivative financial liabilities	-	-	(3,585)	(3,585)

The valuation is principally derived from Lloyds Bank plc implementation of a Heterogenous Pool method for the loss distribution of the portfolio under a Single Factor Model. The inputs to the model include: (a) the blended credit default swap rate ("CDS") for each loan in the underlying portfolio; (b) the base correlation at various tranche detachment points (the smile); (c) the relevant GBP SONIA curve; and (d) the relevant dates including the next premium payment date, the protection maturity date, the lock-in end date, and the replenishment end date, if applicable.

The valuation produced by the model, is calculated flexing a present value adjustment set at inception of the transaction and allowing for movement in the loans CDS and the base correlation over time.

The expected loss hazard rate for each loan in the underlying portfolio is calculated from its CDS curve by tenor. Each loan CDS curve is mapped from public CDS indices or internal sector CDS indices, based on the obligor internal rating and industry sector. The internal sector CDS indices, when applicable, are estimated using public bond asset-swap spreads after deducting an assumed funding component.

The base correlation drives the sensitivity of the first loss and the mezzanine tranches to the underlying portfolio expected loss. The valuation is founded on a base correlation mapped to the public iTraxx Europe tranche composites. There is further information in www.markit.com, who publish base correlation values for tranches on credit indices.

A reconciliation for fair value movements between opening and closing positions, as required for Level 3 instruments, can be found in note 12.

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.5 Fair values of financial assets and liabilities (continued)

Sensitivity of Level 3 Valuations

Although the Company believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measures of fair value.

In respect of the Financial Guarantee between the Company and Lloyds Bank plc, and the equal and opposite embedded derivative, reasonably possible alternative valuations have been calculated by flexing the assumption around the obligor internal ratings in the Reference Portfolio.

This is on the basis that a movement in the internal rating is an updated assessment of the likelihood of default on the Reference Portfolio and the expected loss on the Financial Guarantee. The sensitivity is determined by moving the rating both favourably and unfavourably by one notch on a portion of the Reference Portfolio (2023: by one notch on a portion of the Reference Portfolio).

Alternative valuations have also been assessed by flexing the assumption on the input base correlation (the Heterogeneous Method). This attempts to capture potential market movements beyond the model assumptions. The sensitivity is determined by moving the base correlation both favourably and unfavourably by 5% (2023: Moving the base correlation both favourably and unfavourably by 5%).

For fair value measurements in Level 3 of the fair value hierarchy, changing one or more of the unobservable inputs to reasonably possible alternative assumptions would have the following effects:

As at 31 December 2024					
Effect of reasonably possible alternative assumptions					
		Large Homogeneous Pool Approximation Method		Heterogeneous Method	
	Carrying value £'000	Internal Rating from Internal Sector CDS Indices		Base correlation 5%	
		Increase £'000	Decrease £'000	Increase £'000	Decrease £'000
Derivative financial assets	15,790	(496)	41	(22)	(4)
Derivative financial liabilities	-	-	-	-	-

As at 31 December 2023					
Effect of reasonably possible alternative assumptions					
		Large Homogeneous Pool Approximation Method		Heterogeneous Method	
	Carrying value	Internal Rating from Internal Sector CDS Indices		Base correlation 5%	
		Increase £'000	Decrease £'000	Increase £'000	Decrease £'000
Derivative financial assets	3,585	(2)	1	(1)	-
Derivative financial liabilities	(3,585)	2	(1)	1	-

Notes to the financial statements (continued)

For the year ended 31 December 2024

15. Management of risk (continued)

15.6 Right of offset

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right of set-off and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. In certain situations, even though master netting agreements exist, the lack of management intention to settle on a net basis results in the financial assets and liabilities being reported gross on the Balance Sheet.

Pursuant to the Financial Guarantee, in return for the payment of guarantee fee amounts by the Beneficiary to the Company, the Company agrees to pay protection payment amounts to the Beneficiary if credit events occur in respect of Reference Obligations comprised in the Reference Portfolio, subject to satisfaction of certain conditions as described in the Financial Guarantee.

Pursuant to the credit protection agreement, the Company has partially hedged its exposure to Credit Events which occur in respect of the same Reference Obligations referred to above. In return for the payment of credit protection fee amounts by the Company to the Beneficiary, the Beneficiary agrees to pay protection payment amounts to the Company, which are equal to 5% of the protection payment amounts payable by the Company to the Beneficiary under the Financial Guarantee, as noted above.

Any payments due under the Financial Guarantee will be netted against any payments due under the terms of the credit protection agreement.

16. Post balance sheet events

In the period subsequent to the balance sheet date, the Company has received 1 Credit Event Notices where the Conditions to Settlement have been met. As this Credit Event was as a result of a restructuring, no Initial Loss Amount was payable.

Notification of the occurrence of a Clean-up Call Event was issued by Lloyds Bank plc on 11th June 2025. Early redemption of the Notes was therefore initiated prior to the date of approval of the financial statements. As such, on 18th June 2025, the Company redeemed GBP 22,725,000 of Class A Notes and GBP 11,095,000 of Class B Notes. Following the redemption payments, the balance of the Class A Notes is £nil and the balance of the Class B Notes outstanding was GBP 38,405,000. The Class B Notes will be redeemed at a later date in accordance with the Transaction Documentation and will be subject to the final loss being determined on the Reference Obligations that are subject to the occurrence of a credit event.

The collateral on deposit recognised within cash and cash equivalents available to redeem the Notes, at the date of signing these accounts, has reduced to £22,616,000.

17. Future developments

There are a number of new accounting pronouncements issued by the IASB with an effective date of 1 January 2027. This includes IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1 Presentation of Financial Statements and IFRS 19 Subsidiaries without Public Accountability: Disclosures. The impact of these standards are being assessed and these are not expected to have a significant impact on the company.

The IASB has issued its annual improvements and a number of amendments to IFRS Accounting Standards effective date on or after 1 January 2025, including Amendments to IFRS 9 Financial Instruments (effective 1 January 2026) and Amendments to IFRS 7 Financial Instruments Disclosure (effective 1 January 2026) and IAS 21 The Effects of Changes in Foreign Exchange Rates (effective 1 January 2025). These improvement and amendments are not expected to have a significant impact on the Company.

18. Ultimate parent undertaking and controlling party

The entire issued share capital of Wetherby III Securities 2019 Designated Activity Company is held by Walkers Global Shareholding Services Limited, held on trust for charitable purposes.

The Company meets the definition of a special purpose entity under IFRSs. In accordance with the requirements of IFRS 10 Consolidated Financial Statements, the Company's financial statements are consolidated within the group financial statements of Lloyds Banking Group plc for the year ended 31 December 2024.

The parent undertaking, which is the parent undertaking of the smallest group to consolidate these financial statements, is Lloyds Bank plc. Copies of the consolidated annual report and financial statements of Lloyds Bank plc may be obtained from its head office at 33 Old Broad Street, London EC2N 1HZ or downloaded via www.lloydsbankinggroup.com.

The ultimate parent undertaking and controlling party is Lloyds Banking Group plc, which is the parent undertaking of the largest group to consolidate these financial statements. Copies of the consolidated annual report and financial statements of Lloyds Banking Group plc may be obtained from its head office at 33 Old Broad Street, London EC2N 1HZ or downloaded via www.lloydsbankinggroup.com.

The Independent auditor's report to the members of Wetherby III Securities 2019 Designated Activity Company on the audit of the financial statements

Opinion on the financial statements of Wetherby III Securities 2019 Designated Activity Company (the 'company')

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2024 and of the profit for the financial year then ended; and
- have been properly prepared in accordance with the relevant financial reporting framework and, in particular, with the requirements of the Companies Act 2014.

The financial statements we have audited comprise:

- the Statement of Comprehensive Income;
- the Balance Sheet;
- the Statement of Changes in Equity;
- the Cash Flow Statement; and
- the related notes 1 to 18, including a summary of material accounting policies as set out in note 2.

The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2014 and International Financial Reporting Standards (IFRS) as adopted by the European Union ("the relevant financial reporting framework").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), as applied to public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Summary of our audit approach

Key audit matters	The key audit matter that we identified in the current financial year was: <ul style="list-style-type: none">• Valuation of Derivative Financial assets and liabilities at fair value through profit or loss
Materiality	The materiality that we used in the current financial year was £0.73 million which was determined on the basis of 1% of Total Assets.
Scoping	We focused our audit scope, and the extent of our testing, based on our assessment of the risks of material misstatement and of the materiality determined.
Significant changes in our approach	There are no significant changes in our approach.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current financial year and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Derivative Financial assets & liabilities at fair value through profit or loss	
<p>Key audit matter description</p> 	<p>In 2019, the company issued £85.5 million of notes on The International Stock Exchange and entered into financial guarantee and credit protection agreements with Lloyds Bank plc. This resulted in the Noteholders acquiring credit exposure on a reference portfolio of commercial real estate loans originated by Lloyds Bank plc. This credit protection arrangement is recognised as a derivative financial asset at fair value through profit or loss within the financial statements of £7.2 million at 31 December 2024. There is also an embedded derivative within the notes in issue representing the risk transfer to the noteholders which is recognised as a derivative financial asset at fair value through profit or loss in the financial statements of £8.6 million at 31 December 2024.</p> <p>The valuation methodology of the financial guarantee and embedded derivative under IFRS 13 'Fair Value Measurement' principally reflects the creditworthiness of the underlying assets and is based on a combination of observable market data and internal data as well as assumptions applied by management, which mainly includes the blended credit default swaps rate ("CDS") for the underlying portfolio and the base correlation at the tranche detachment point. The valuation of financial guarantees and embedded derivatives involves making estimates, and these estimates are subject to uncertainty. If there are significant changes to the inputs, assumptions, or valuation methodology used, it can have a significant impact on the valuation of these financial instruments.</p> <p>Given the sensitivity of the valuation of the financial guarantee and embedded derivative to changes in certain inputs or assumptions, management has disclosed in accordance with IFRS 7 'Financial Instruments: Disclosures' and IFRS 13 the effect of such changes to demonstrate the reasonably possible alternative outcomes on the ending valuation in the notes to the financial statements.</p> <p>Further details are included within the directors' report on pages 1 to 6, accounting policy note 2.2(i) and notes 5, 12 and 15.5 to the financial statements.</p>
<p>How the scope of our audit responded to the key audit matter</p> 	<p>We obtained an understanding of the valuation process and tested relevant controls over the valuation process.</p> <p>We understood and evaluated the valuation methodology applied by management in valuing the financial guarantee and embedded derivative. With the assistance of our valuations specialists, we assessed the assumptions applied by management to evaluate whether these were reasonable as at 31 December 2024. We also performed testing on the key inputs used in the valuation model where for a sample of loans, we independently recalculated the credit spreads used in the model, verified the terms of the loans and internal ratings assigned to the customers.</p> <p>We have also assessed the relevant financial statements disclosures against the requirements of IFRS 7 and IFRS 13.</p>

Key observations	From the work performed, we are satisfied that the judgements and estimates involved in the valuation model are reasonable and the valuation of derivative assets and liabilities as at 31 December 2024 is appropriate.
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Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole, and not to express an opinion on individual accounts or disclosures. Our opinion on the financial statements is not modified with respect to any of the risks described above, and we do not express an opinion on these individual matters.

Our application of materiality

We define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality	£0.73 million (2023: £0.9 million)
Basis for determining materiality	1% of Total Assets (2023: 1% of Total Assets)
Rationale for the benchmark applied	We have considered Total Assets to be the critical component for determining materiality because the main objective of the company is to support a securitisation transaction and its priority is to remit cash received in respect of its assets in order to repay its liabilities.

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

Performance materiality was set at 70% of materiality for the 2024 audit. In determining performance materiality, we considered the following factors:

- our understanding of the company;
- the quality of the company's Internal Control environment and whether we are able to rely on controls;
- the nature and extent of misstatements (corrected and/or uncorrected) identified in previous audits; and
- our expectations in relation to misstatements in the current period.

We agreed with the board of directors ("the directors") that we would report to the directors any audit differences in excess of 5% of materiality, as well as the differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the directors on disclosure matters that we identified when assessing the overall presentation of the financial statements.

An overview of the scope of our audit

Our audit is a risk-based approach taking into account the structure of the company, types of investments, the involvement of the third parties service providers, the accounting processes and controls in place and the industry in which the company operates.

We have conducted our audit based on the books and records maintained by the company. We focused our audit scope, and the extent of our testing, based on our assessment of the risks of material misstatement and of the materiality determined. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

Other information

The other information comprises the information included in the annual report, i.e., the directors report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Responsibilities of directors

As explained more fully in the Statement of Directors Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2014, and for such internal control as the directors 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.

Auditor's 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 auditor's 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 (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

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.

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance;
- results of our enquiries of management and the Board of Directors about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations;
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organization for fraud and identified the greatest potential for fraud in the following areas:

- Valuation of Derivative Financial assets and liabilities at fair value through profit or loss

In common with all audits under ISAs (Ireland), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the Companies Act 2014 and the relevant financial reporting framework.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included the listing rules of the International Stock Exchange and tax legislation.

Audit response to risks identified

As a result of performing the above, we identified Valuation of Derivative Financial assets and liabilities at fair value through profit or loss as a key audit matter related to the potential risk of fraud. The key audit matters section of our report explains the matter in more detail and also describes the specific procedures we performed in response to that key audit matter.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management and the Board of Directors concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

Opinion on other matters prescribed by the Companies Act 2014

Based solely on the work undertaken in the course of the audit, we report that:

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
- The financial statements are in agreement with the accounting records.
- In our opinion the information given in the directors' report is consistent with the financial statements and the directors' report has been prepared in accordance with the Companies Act 2014.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



David McCaffrey
For and on behalf of Deloitte Ireland LLP
Chartered Accountants and Statutory Audit Firm
Deloitte & Touche House, Earlsfort Terrace, Dublin 2

Date: 20 August 2025