Cynergy Bank

CYNERGY BANK LIMITED
ANNUAL REPORT & ACCOUNTS 2021



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Cynergy Bank will transform banking for those customers who value a face-to-face relationship that is enabled by the latest digital technology.

In 2021 we laid down a marker as the UK's first Human Digital Bank, serving scale-up SMEs*, professionals, high net worth and mass affluent individuals. In addition to our property finance, business and commercial banking and private banking services, in 2021 we also launched Cynergy Business Finance, the asset-based lending arm of Cynergy Bank.



As businesses grow, and adapt to changing environments, their owners are intensely focused on building and protecting their wealth to empower their futures. They're supporting their families financially, at the same time being conscious of keeping them safe and healthy. They also have a strong sense of community and a desire to contribute. It's a complex mix of needs and aspirations, with personal and business tending to blend together.

At Cynergy Bank we understand those needs and they are at the heart of everything we do. Our Human Digital Bank combines tailored customer relationship management with the full digitisation of traditional banking products. Global giants Google Cloud and Wipro have recognised the opportunity of this model, partnering with us to build the technology to provide a seamless blend of face-to-face contact and app-based processes.

Our human and digital model transforms banking for customers who still value a face-to-face relationship which is enabled by the latest digital technology.

*Ambitious small / medium businesses, business owners, property entrepreneurs and family businesses with the capability and capacity to grow.



STRATEGIC REPORT

FINANCIAL **HIGHLIGHTS**

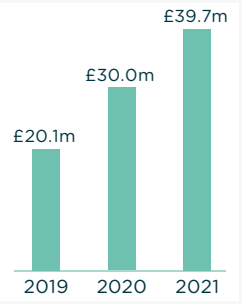
Executive Summary

Underlying Profit before tax (PBT)

£39.7m

2020: £30m

+32%



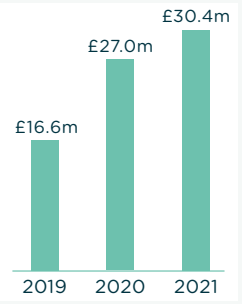
When removing costs such as technology investment, underlying profit reflects another strong year driven by growth in our lending book, improved margins through lower cost of deposits whilst retaining a good cost discipline.

Profit before tax (PBT)

£30.4m

2020: £27m

+13%



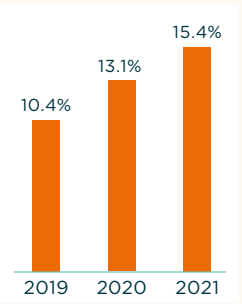
Bank profitability continues to grow amidst a challenging backdrop as the economy recovered from Covid. PBT grew £3.4m YoY reflecting growth in lending and controlled costs.

Underlying Return on Equity (RoE)

15.4%

2020: 13.1%

+228bps



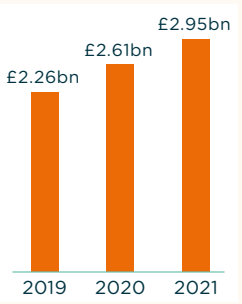
Growth in profits and efficient management of capital through the utilisation of a government guarantee on CBILS lending increased RoE towards longer term ambition of mid to high teens.

Net lending book

£2.95bn

2020: £2.61bn

+13%



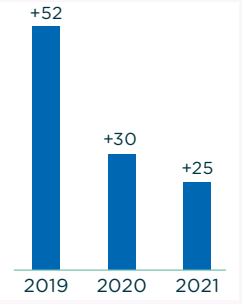
The Bank achieved net lending growth of £0.3bn YoY within a restricted risk appetite as the Bank makes steady progress through its strategy. The Bank successfully launched Cynergy Business Finance providing asset-based lending which started trading in Q4 21.

Net promoter score

+25

2020: +30

-5



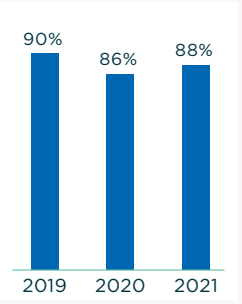
The Bank is addressing the reduction in NPS as we outsource our customer services to strengthen our operational resilience and improve our service offering. We have aspirations to return to top quartile scores in 2022 with early positive signs through improving trust pilot ratings.

Employee engagement

88%

2020: 86%

+2%



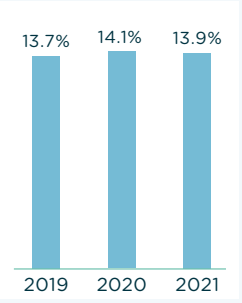
The Bank continues to achieve a market wide high performing employee engagement score despite challenges faced during the pandemic. This is up 2% YoY reflecting the continued investment in people and processes as we transform our Bank.

CET1 ratio

13.9%

2020: 14.1%

-16bp



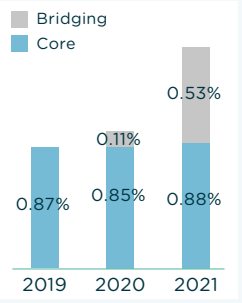
The Bank is well capitalised with a strong CET1 surplus ready for 2022 growth. CET1 ratio at 13.9% remains broadly flat year on year as profits generated in the year offset growth in lending RWAs and growth in intangible assets as we progress on our digital transformation project.

Non-Performing Exposure /Loans (NPLs)

1.41%

2020: 0.96%

+45bps



Our core book NPLs at 0.88% are in line with pre-pandemic levels. Reported NPLs at 1.41% includes a 53bp uplift as the bridging book moved to recoveries during the pandemic.

Note: Underlying Return on Equity and Underlying Profit Before Tax are alternative performance measures and are defined on page 149.

Balance Sheet

Gross new lending

£918m

2020: £681m

+£237m

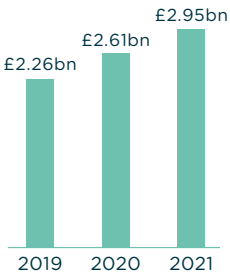


Net lending book

£2.95bn

2020: £2.61bn

+13%



Our lending booked increased from £2.61bn to £2.95bn, a 13% increase year on year, which reflected a cautious return to scaling the Bank as the market recovered from the implications of Covid restrictions.

To achieve this growth, the Bank originated gross new lending of £0.9bn, £0.2bn higher than 2020 and in line with pre-pandemic levels. We focused on supporting our customers in every region throughout the pandemic, with £0.2bn of growth from Coronavirus Business Interruption Loan Scheme (CBILS), guaranteed by the British Business Bank (BBB).

In Q4 2021 we launched Cynergy Business Finance offering asset-based lending to new to Bank customers.

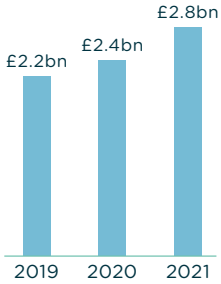
We left 2021 with a strong high quality pipeline and increased the number of front line staff to deliver 2022 lending targets.

Customer deposits

£2.8bn

2020: £2.4bn

+17%

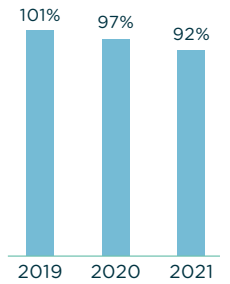


Loan to deposit ratio

92%

2020: 97%

-5%

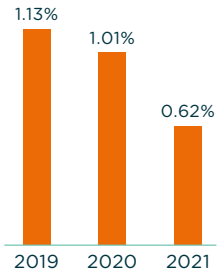


Interest paid on customer deposits

0.62%

2020: 1.01%

-39bps

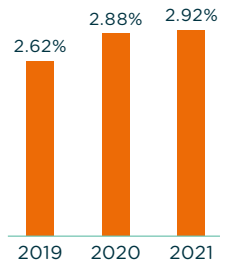


Net interest margin

2.92%

2020: 2.88%

+4bps



The Savings business successfully delivered its key objectives; to grow balances to fund our lending business and to support customers through the post pandemic world with market leading products.

In 2021 we welcomed 12,000 new customers, provided competitive savings accounts across ISA, Fixed and Easy Access segments and onboarded a new partner in Moneybox providing the Bank with additional funding outside of our own operational environment. The Bank retained sufficient surplus funding throughout the year whilst reducing funding costs by 39bps.

We were delighted to win a number of industry awards including the Best Variable Rate ISA (Savings Champion Awards 2022) and highly commended for Best Customer Service, reflecting our ongoing commitment to competitive pricing backed up by award-winning digital technology and customer service.

In 2020 we joined the Bank of England's Term Funding Scheme (TFSME) enabling the Bank to utilise a cost effective source of liquidity. At the end of 2021 the Bank had drawn £400m of funding from the scheme, well within our risk appetite.

In 2021 the Bank purchased high quality liquid assets (HQLA) improving the Bank's liquidity portfolio.

Our Loan to deposit ratio is robust at an efficient 92%. Liquidity has been carefully managed through enhanced cash management, a stable deposit book retaining good levels of contingent liquidity and optimising government funding schemes.

NIM at 2.92%, up 4bps, benefitted from lower interest paid on customer deposits as a result of reduced market rates, utilisation of the Bank of England funding schemes, and £138m HQLA portfolio.

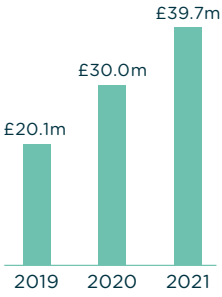
Statutory and underlying profit

Underlying PBT

£39.7m

2020: £30m

+32%

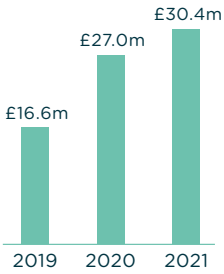


Statutory PBT

£30.4m

2020: £27m

+13%



Underlying profit achieved was £39.7m, £9.7m up YoY, reflecting growth in lending, enhanced NIM from reducing cost of funding and tight cost control.

Statutory PBT up £3.4m YoY reflecting higher income as we scaled the Bank whilst maintaining a well controlled cost base.

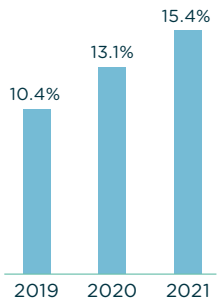
To assess underlying performance, Profit before Tax is adjusted to remove multi-year investments supporting strategic and regulatory projects, costs relating to our digital technology transformation and the cost of long-term incentive plans.

Underlying RoE

15.4%

2020: 13.1%

+228bps

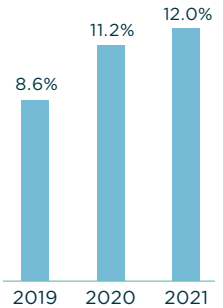


Statutory RoE

12.0%

2020: 11.2%

+78bps



Underlying Return on Equity, being the profits adjusted over the reported equity base, increased to 15.4%. This reflects the Bank's efficient utilisation of capital, the Bank's strong cost control and improved NIM as the Bank benefits from lower interest paid on customer deposits.

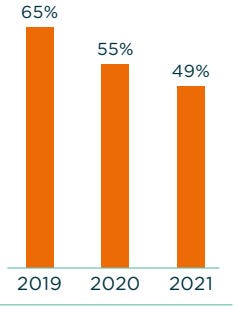
Statutory ROE is up 78bps reflecting higher profits as we scale the Bank utilising capital efficiently as we benefit from the 80% government guarantee attached to CBILS lending.

Underlying Cost / Income Ratio

49%

2020: 55%

-6%

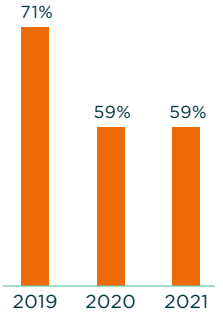


Statutory Cost / Income Ratio

59%

2020: 59%

unchanged



Underlying cost / income ratio has improved by 6% and is now below 50% reflecting the benefits as we scale the Bank and retain strong cost discipline.

The Bank has achieved a statutory cost / income ratio of 59% which is in line with 2020. This is despite the re-introduction of staff bonuses and additional costs related to the outsourcing of the Bank's IT operations and Customer Service as we enhance our operational resilience and improve our customer offering. Without these costs, income would be up 12% and costs would remain broadly flat.

Note: Underlying Cost / Income Ratio is an alternative performance measure and is defined on page 149.

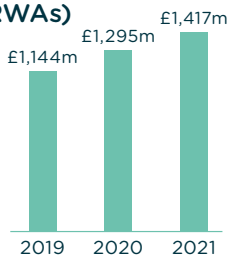
Capital and liquidity ratios

Risk Weighted Assets (RWAs)

£1,417m

2020: £1,295m

+9%

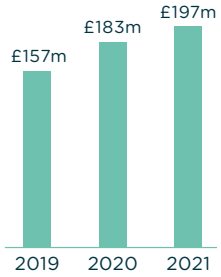


CET1 Capital

£197m

2020: £183m

+8%

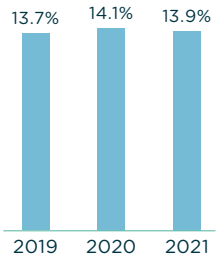


CET1 Ratio

13.9%

2020: 14.1%

-16bps

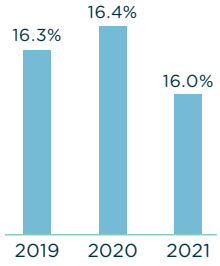


Total Capital Ratio

16.0%

2020: 16.4%

-38bps

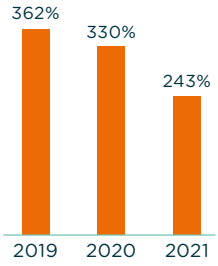


Liquidity Coverage Ratio

243%

2020: 330%

-87%

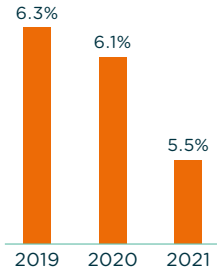


Leverage Ratio

5.5%

2020: 6.1%

-63bps



Key capital and liquidity ratios for the Bank remain comfortably above minimum requirements, are within risk appetite.

CET 1 and total capital ratios have remained stable year on year with growth in capital requirements largely driven by lending growth, offset by profit made in the year and RWA efficiencies as a result of the government guarantee attached to CBILS lending.

Liquidity Coverage Ratio remained within risk appetite. A review of the assumptions underpinning liquidity reporting, and in particular the treatment of internet-based deposits, was completed in early 2022 which will result in a future reduction in LCR.

Leverage ratio continues to be well above the 3.5% regulatory minimum. The downward trajectory reflects growth in net lending as we scale, and growth in intangible assets as we invest in our technology and systems.

Principal risks and uncertainties 2021

The economic uncertainty resulting from the Covid pandemic remained a notable feature in 2021 with the Bank continuing to focus on measures to ensure that asset quality remained stable. Operational resilience remained a key area as we ensured business continuity measures remained appropriate and we saw further investment in operational improvements in back and middle office functions. Investment in IT capacity and capability continued with 2021 laying the foundations for our digital transformation.

Change Management continued as a key risk in 2021. The multi-year digital transformation programme which aims to deliver on the Bank's strategy of the Human Digital Bank alongside updating back-office infrastructure made good progress. 2021 also saw significant preparation for the launch of a new lending subsidiary, Cynergy Business Finance, for asset-based lending which went live towards the end of the year. This broadens out the Bank's lending offering beyond the core property book.

Given the above, Strategic Risk, Credit Risk and Operational Risk remained prominent risk themes for the year. The Bank's risk taxonomy has been refreshed to ensure that it continues to capture the broad range of risks the Bank faces. A refresh and update to the Risk and Controls Self-Assessment process was carried out which will see the launch, in 2022, of new Operational Risk management software to support the expansion of product offering and the balance sheet.

Strategic Risk	Strategic risk is the risk that failed business decisions, or lack thereof, create unintended financial or non-financial losses to the Bank.

Strategic risk stems from the Bank's business strategy and whether the advancement of the strategy is aligned to the risk appetite and the associated risks inherent in the execution of the strategy. It is the role of the Board and the Executive Committee (ExCo) to ensure that the execution of the strategy aligns with the risk appetite of the Bank.

Human Digital Bank: 2021 has seen the Bank progress its digital transformation programme. The plan to provide a new platform to build out its Human Digital Bank is well underway. The execution of this strategy will redefine the delivery of service to customers and is a key pillar for the Bank's future.

Environment, Social and Governance (ESG) Framework: The Bank has been working extensively on the impact of climate change through 2021 and expanded its approach to capture climate risk within an overarching ESG framework. Throughout 2021, the Bank has continued to dedicate resources to develop its approach and ensure that the Bank is positioned to better meet the needs of its customers and society in the future. In line with the Prudential Regulation Authority (PRA)'s expectations, the Bank has defined its approach to managing climate-related financial risk in 2021, analysing both physical and transition risk from climate risk on the Bank's portfolio. The Bank will continue to build on and embed progress through 2022.

Credit Risk	The risk to earnings and capital arising from a customer's failure to meet the terms of their lending contract or failure to perform as agreed. In relation to the Bank's treasury activities, there is a risk that acquired securities of cash deposits with other banks are not fully repaid.

The management of credit risk remains a principal risk for Cynergy Bank. The Bank closely manages the quality of its book with its relationship manager approach ensuring we are close to our customers. We have seen a steady improvement in credit quality since mid-year as the wider UK economy began to recover as the roll out of the Covid vaccination programme supported a reduction in economic and social restrictions. Over the year the Bank continued to increase the size of its loan advances to £2.95bn at year end, and undertook a full review of lending policies and guidelines to ensure that these remain appropriate in the current economic environment and the credit quality of its lending is maintained.

Economic uncertainty remained following the winding down of government support for business through CBILS, and the tapering of the Covid furlough scheme, with the propensity for credit risk to increase remaining a constant theme throughout 2021. While some customers' business models and their lending exposures have seen increased stress throughout 2021, the Bank has seen overall stability in the arrears across its core loan portfolio, with an increase in impairments as additional provisions were taken against the bridging portfolio as it transferred to Recoveries during the pandemic. The Bank has continued to support customers impacted by the Covid pandemic, ensuring that its supportive approach is applied consistently and appropriately in its interaction with its customers.

A key challenge for the Bank has been the bridging loans portfolio which was launched just months before the onset of the pandemic. It was identified as an increased source of credit risk early on and was closed for new business origination early in the pandemic. The portfolio has been managed down and at year end 2021 only four exposures remain on the book. All loans are at varying stages of refinance with interested parties and the Bank has ensured that it is adequately covered with appropriate provisioning.

Since the onset of the pandemic the Bank has put in place extensive measures to support its customers, providing lending under CBILS in 2020 and latterly in 2021 the Recovery Loan Scheme (RLS). This has ensured that the Bank was positioned to continue to lend safely against an uncertain backdrop. At year end we had supported 133 customers through the pandemic with a lending value of £303m through CBILS, and 21 customers with £45m of lending under the RLS.

Capital, Liquidity and Funding Risk	The risk that the Bank's financial and funding structure fails to meet minimum regulatory standards and/or results in an inability of the Bank to deliver its corporate strategy or meet its commitments as they fall due.

Cynergy Bank remains adequately capitalised both for a stable environment and a stressed economic environment. The capital resources of the Bank are formally assessed annually via the Internal Capital Adequacy Assessment Process (ICAAP) and are subject to constant review and monitoring through Asset & Liability Committee (ALCO) and Board level oversight. The capital ratios are monitored and managed with reporting monthly to ALCO.

The PRA implemented measures in 2020 to reduce the minimum capital requirements of lending institutions by releasing capital buffers and reinforcing and accelerating capital relief. The PRA approach continued through 2021 and this has supported Cynergy Bank's capital position reducing the Bank's minimum capital requirements and enabling the Bank to continue to lend prudently and support the UK economy.

As the regulatory and government support unwinds through 2022 the Bank has made provision for these measures in its capital planning.

Liquidity and funding risk are monitored through ALCO in line with the outcomes of the Bank's annual ILAAP. The Bank primarily operates in the UK retail deposit market and has continued to provide instant access and longer term savings products to the UK retail deposit market. The Liquidity Coverage Ratio (LCR) has continued to be in excess of the regulatory requirements throughout 2021.

The Bank has arrangements in place to maintain adequate liquid assets to meet its liabilities. For further details on liquidity risk management see note 31.

Liquidity has remained stable during 2021 and deposits continue to be attracted to Cynergy Bank's market leading products offering consistent and stable returns in the current uncertain and low rate environment.

Market Risk	The risks to earnings and capital arising from adverse movements in the prices of interest rate instruments, foreign exchange, and any exposure to prices of other financial instruments.

Interest rates remained at an historic low through 2021, until the Monetary Policy Committee raised rates by 0.15% in December 2021 and again in February 2022 by a further 0.25%. These rate rises have been applied to offset the escalating rate of inflation that hit 5.5% in December 2021. Geo-political issues may impact inflation and interest rates markedly in 2022.

These interest rate increases will have a positive impact on income generation for the Bank but could also exert pressure on the Bank's customers who may be impacted by an increase in interest costs, but also an increase in input costs through inflation. During 2021 the Bank has materially completed its work on reference rate reform, transitioning the loan book from LIBOR to Bank of England Base rate, with a small balance of lending still to transition at year end 2021.

These challenges continue to be closely managed by the Bank, and it maintains a market risk appetite which ensures that interest rate risk in the banking book is managed and monitored to prevent instability of earnings.

Operational Risk	Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risks can arise from all business lines, from all activities carried out by the Bank, and are thus diverse in nature.

Operational Risk remained a key area of focus for the Bank throughout 2021.

During the year, several enhancements were made to the Bank's Operational Risk Management Framework updating the Bank's risk taxonomy, the existing risk appetite statements and metrics, and completing a Bank wide refresh of risk and control registers.

A risk management information system is maintained for recording and tracking of key risks and incidents across the Bank and its subsidiaries albeit this will be upgraded in 2022. In addition to identifying operational risks across their respective businesses lines, Senior Management also assess the effectiveness of controls that mitigate those risks using a defined Risk and Control Self-Assessment (RCSA) process. The Bank monitors the operational risk profile versus risk appetite using Metrics and KRIs, reporting and escalating to Conduct and Risk Committee and Board Risk Committee any triggers, adverse trends or breaches.

The following operational risk themes had prioritised focus on the agenda through 2021:

- **Operational Resilience:** The Bank has a defined Operational Resilience Policy as well as Business Continuity Plans in place that are tested regularly. In addition, the Bank has set out recovery time objectives for critical business services where a sustained operational failure would result in customer detriment. The Bank maintained its business continuity certification (ISO 223001:2019) in 2021.
- **Supplier / Outsourcing:** During 2021, the Bank entered material outsource arrangements with third party providers of IT services and Customer Operations which progresses a core element of its Human Digital Bank strategy. Further, the Bank enhanced its Vendor Management and Outsourcing Framework to ensure its oversight and risk management of these third party relationships.
- **Change Management:** Following the delays due to Covid in 2020, the Bank has made progress with its digital transformation programme in 2021 to deliver the Human Digital Bank. The programme is supported by a comprehensive governance structure and risk oversight which ensures that all issues impacting the delivery of the programme are tracked and reported through the Bank's governance structure. This governance extends to change control processes for all material projects.
- **Information Security / Cyber Risk:** The Bank operates a series of tools that have been designed and deployed to identify and prevent network/system intrusions. The effectiveness of the implemented controls is overseen by a dedicated IT Security Forum, with specialist IT security staff employed by the Bank. The Bank has dedicated second line Cyber Risk oversight. Investment has continued in information security controls to ensure that detection and anti-penetration measures remain robust in preventing and mitigating the impact of a security breach of the IT network. Additionally, staff members are provided with regular training and information relating to information security.
- **People Risk:** The number of staff recruited by the Bank grew significantly in 2021 with 56 permanent staff hired. The Bank maintained its hybrid working model throughout 2021 with staff setup to work remotely. The Bank operated a two tier process with staff separated into two main categories: 'core staff' i.e., staff who attend the office premises as required to maintain operational capability and 'secondary staff' i.e., staff who can work effectively from home and will only attend the office if required and can do so safely in line with guidelines set by regulators and central government.

Conduct Risk	Conduct Risk is defined as any action of the Bank or individual identified with the Bank that leads to customer detriment, or has an adverse effect on market stability or effective competition.

The Bank has no tolerance for behaviours or activities that knowingly promote poor customer outcomes, leads to customer detriment, or has an adverse impact on market stability or effective competition. To this end the Bank has implemented a robust Conduct Risk Management Framework supported by relevant policies and procedures to ensure that conduct risk is managed as a core component of our strategic plans. New and emerging regulatory driven changes are overseen through a formal horizon scanning (emerging risks) process.

In 2021 the Bank continued to enhance its Conduct Risk Appetite metrics and KRIs by introducing a broader range of metrics covering all outcomes relating to Treating Customer Fairly. Conduct risks and controls are reviewed monthly by business units and management information from first line risk owners is presented at the Conduct and Risk Committee for challenge and review by Senior Management.

The Bank operates a Products and Services Committee to deliver clear oversight of fair customer outcomes and regulatory compliance associated with the implementation, changes to, and ongoing review of products. Product sales are reviewed against expectation and forecasts, and where these are materially different, reviews undertaken to assess the appropriateness of new products and the use of specific delivery channels to ensure that they meet customer target markets.

Increasing customer complaint volumes has been identified as a theme in 2021 and the Bank has rolled out several strategic actions to address the problem. The Bank records and uses root cause analysis to investigate risk events and complaints that result in poor customer outcomes.

Legal, Compliance and Financial Crime Risk	The risk of legal or regulatory sanctions, material financial loss or reputational damage as a result of a failure to comply with legislation or regulation applicable to the Bank's activities.

The Bank continues to ensure that it adopts all regulatory, legal and compliance requirements in a proportionate way that satisfies the requirements of the regulatory organisations providing oversight of its activities.

In 2021, the Bank's exposure to regulatory risk remains high due to ongoing and new regulatory change which informs the Bank's growth aspirations, strategic change and transformation agenda.

With regards to financial crime, the Bank actively tracks and reports against the following risk categories: money laundering, tax evasion, sanctions, terrorist financing, fraud and bribery & corruption.

The financial crime risk for the Bank has remained stable following a programme of enhancement and investment. Overall fraud continues to increase in line with levels that are seen across the market.

Risk Appetite Statement

Cynergy Bank acts in line with the Board approved risk appetite to achieve its strategic goals in the pursuit of its vision "to empower entrepreneurs and business owners to achieve their dreams". The Bank's appetite for risk is defined by the Board's Risk Appetite Statement:

'Cynergy Bank targets sustainable growth through diversified lending activities, promoting a culture of responsible banking which cultivates long-term customer relationships. Cynergy Bank employs sound and prudent risk management throughout its operations to ensure that it maintains and controls a moderate appetite for lending risk, and supports this with strong fundamentals which are capable of delivering its medium to long term objectives in both periods of stability and economic stress'

To achieve this, the Bank operates a Risk Appetite Framework (RAF) to define the types and quantum of risk that the Board choose to accept in pursuit of the Bank's strategy.

Risk Appetite Framework

The RAF considers Cynergy Bank's risk capacity, its financial position, the strength of its core earnings and the resilience of its reputation and brand. The Board set detailed appetites for risk structured around the Bank's **Principal Risks**:

- Strategic Risk
- Credit Risk
- Capital, Liquidity & Funding Risk
- Market Risk
- Operational Risk
- Conduct Risk
- Legal, Compliance and Financial Crime Risk

Each Principal Risk is supplemented by a suite of more granular supporting risks. For each supporting risk, the Bank articulates a Risk Appetite Statement with limits that are monitored via the use of specific Risk Appetite Metrics and Key Risk Indicators (KRIs). The Risk Appetite Metrics are measurable against the Strategic Plan, are actionable and have an assigned limit to monitor performance against the Risk Appetite. The KRIs are more outcome driven with negative trends reported monthly to the relevant risk committees.

Performance against all Risk Appetite Metrics is monitored via the Conduct and Risk Committee and reported to the Board Risk Committee. In addition the RAF;

- ensures that business activity is guided, controlled and aligned to the Bank's appetite for risk. It identifies, in both qualitative and quantitative terms, the type and level of risk that the Bank is willing to accept;
- describes the risks that the Bank is willing to take (and those that it will not) in pursuit of its strategic objectives;
- establishes a framework for decision-making based on statements and metrics;
- enables a view of risks across the whole Bank;
- dovetails with and/or informs other key processes, such as the ICAAP, ILAAP, and Recovery & Resolution Plans.

The Board is responsible for ensuring that the Bank's Risk Appetite is consistent with Shareholders' appetite and tolerance for risk.

The Bank manages several key risks and emerging risks as part of its Bank-wide oversight and governance process. Generally, these risks have not yet crystallised and are being managed on a forward looking basis to ensure that, insofar as possible, they can be mitigated. The Bank's proactive approach to risk and risk management is a key factor in maintaining its risk appetite and the quality of the balance sheet.

Emerging Risks

The Bank recognises the dynamic nature of risk management and follows a structured approach to the identification and monitoring of Emerging Risks that could, in the future, affect its business model. The Bank is monitoring the following Emerging Risks:

Risk	Assessment	Approach
Geo-Political Risks - Uncertain outcome for the UK economy	The events taking place in Ukraine and the repercussions, political and financial, are uncertain in terms of where they may lead. The short and medium term impacts on the UK economy and the read across into global impacts remains unclear. Prolonged periods of uncertainty within the UK and global economies may impact on the performance of some segments of the Bank's portfolio. The impact of sanctions, higher energy prices, higher inflation, combined with monetary policy responses bring credit and operational challenges.	The Bank's stress testing has considered a range of severe, but plausible, scenarios and these have informed our capital, liquidity and funding plans. The Bank will continue to monitor its lending book and review its lending policies and underwriting guidelines to ensure that they consider the effects of various future geo-political and economic scenarios on its customer's ability to meet debt repayments.

Risk	Assessment	Approach
Environment, Social, Governance (ESG) Agenda (including Climate Change)	The significance of Environment Social Governance (ESG) expectations will continue to grow and may manifest themselves in several ways, including the likely issuance of more specific requirements to analyse and disclose, for example, the climate impacts of the Bank's lending and operating activities. Incentives and/or Regulatory rules designed to address diversity, fairness, and the expansion of access to financial services to economically disadvantaged populations, will also be an increasing feature of the Bank's future operating environment. Climate change (as one element of ESG) and society's response to it, also presents financial risks which impact the Bank's objectives. Climate risks arise through: 1. the physical effects of climate change; 2. the impact of changes associated with the transition to a lower carbon economy; and 3. the UK's increased drive to align to either net zero or temperature targets. From January 2022, the PRA started to actively supervise firms against the expectations set in its Climate Risk Supervisory Statement, SS3/19.	The Bank has completed an assessment of its exposure to climate change risks as part of a wider review of its overall Environmental, Social, Governance (ESG) strategy. ESG and Climate Change have been included in the Bank's Risk Taxonomy and an appetite for ESG Risk is being developed. In relation to Climate Risk specifically, modelling is being undertaken on the Bank's lending book to quantify: 1. its potential future credit risk exposure to customers in sectors most exposed to both physical and transition risk; and 2. physical assets held as security where valuations may be at risk as a result of a combination of both geographical location and Representative Concentration Pathway (RCP) of emissions. This work will continue through 2022 and be refined, although the current impact is not considered to be material based on the composition of the portfolio at year end 2021. Regulatory guidance and industry best practice will continue to be used to refine the Bank's response to ESG and related Risks. (The level of refinement achieved will align to the accessibility of new methodologies and data). The Bank will continue to review its own operating model to ensure that climate and environmental risks are minimised, and that it operates in a carbon neutral/ carbon negative manner.

Risk	Assessment	Approach
Post-Covid impacts and Societal changes	Covid remains active across the UK, and it is likely to remain so throughout 2022 and the legacy of the pandemic may result in several societal changes. Depending on the rate and severity of infections, a return to lockdown arrangements cannot be discounted if vaccine resistant mutations emerge. The Government's furlough and lending support schemes have been tapered, increasing the likelihood of business failures as these, and agreed forbearance arrangements, start to expire. Structural societal changes to working patterns are also likely to have been accelerated during the pandemic and the long-term impact on the Bank operations and the needs of its customers may need to be evaluated as a result.	The Bank acted swiftly at the onset of the pandemic and put in place extensive measures to support its customers, ensuring that the Bank was positioned to continue to lend safely against an uncertain backdrop. Underwriting guidelines and requirements were enhanced to support lending through the pandemic aligned to the regulatory guidance provided on temporary forbearance. The Bank also became a member of the CBILS initiative and has been supporting new and existing customers with this offering. The Bank also established a new Business Support and Recoveries function to work with those customers needing more intensive support. The Bank has established working practices that have created more flexible working patterns for staff. The wellbeing of staff is paramount, with Mental Health Champions in place throughout the Bank. The Bank will continue to closely monitor its lending book and review its lending policies and underwriting guidelines to ensure that they consider the residual effects of the pandemic on its customers.

Risk	Assessment	Approach
PRA regulations on Outsourcing and Third Party Risk Management	Securing Operational Resilience remains a key regulatory and operational consideration. PRA Supervisory Statement 1/21 (Operational Resilience: Impact Tolerance for Important Business Services) and SS2/21 (Outsourcing and Third Party Risk Management) published as complementary documents set out the expectations on the Bank to look beyond normal measures to prevent incidents and plan and test its response to, recovery from, and contingency arrangements for, disruptions that would impact customer access to important business services. This affects all material third party contracts, but requirements placed on the Bank relating to its use and oversight of outsourced arrangements are more demanding. As several of the Bank's key services are outsourced, and outsourcing arrangements will continue to increase as part of the Human Digital Bank strategy, satisfactory performance of its service providers is an essential part of ensuring Operational Resilience. This will be paramount in the Bank's compliance with the new regulatory requirements.	The Bank continues to maintain effective controls and governance over its supplier management arrangements. However, a full gap analysis has been completed comparing the regulatory requirements to the Bank's existing practices. Where appropriate, tactical solutions have been identified to ensure that the Bank will be compliant with regulatory expectations. The Bank will be developing and implementing an Operational Resilience roadmap that will include actions to ensure that it meets the emerging PRA requirements. Any gaps identified have been, or will be, documented and closed. In addition, the Bank is strengthening its vendor risk assessment process; developing a metric for assessing aggregate material contract risk; improving vendor incident reporting; and establishing clear expectations and responsibilities for the outsourcing of material activities. The Bank is developing non-distressed and distressed exit plans for all material contracts. To provide assurance, we have engaged an independent consultancy firm, who will be undertaking review work in relation to the services outsourced to critical vendors; and we will assess the outcome of that work to ensure that the wider outsourced vendor management framework is aligned to any recommendations that are made.

Risk	Assessment	Approach
Broader range of competitors and intermediation	Competition in the Bank's selected markets arises from a range of sources, including traditional challenger banks and mainstream lenders. However, the emergence and growth of fintechs, non-bank lenders, and new entrants from outside of the Financial Services sector in particular, with increasingly sophisticated digital offerings, heightens competition. This competition could lead to margin compression and lower growth, both of which are key drivers of the Bank's profitability.	The Bank has continued to invest in ongoing customer, market, competitor and industry insight to ensure it has a robust understanding of its customers' needs and how it benchmarks versus peer group competitors. The Bank has recognised the pace of change in the banking industry, including the consequential impact on customer expectations, and is in the early stages of a transformation programme that will provide infrastructure with enhanced capability and the ability to adapt and launch new products, features and services in an agile and cost-efficient manner. The Bank's focus over the next 12 months is the safe, phased roll-out of the initial deliverables of its Human Digital Bank, plus preparation and planning for further roll-outs in 2023 and beyond.
Cyber sophistication and digital pace of change	Cyber Risk is an ongoing risk for the Bank. However, the emergence of increasingly sophisticated, targeted and destructive ransomware attacks, combined with the increasingly rapid deployment of digital solutions for the delivery of the Bank's products and services means that it is also classed as an 'emerging' risk. Cyber security also continues to be a focus area for our regulators, with the likelihood that further regulatory requirements around operational resilience will emerge. Furthermore, the increasingly rapid deployment of digital solutions in our markets creates a number of potentially wider digital risks: 1. Digital technologies; inability to upskill staff for new technologies. Labour shortages could exist; 2. The pace of digital transformation and the threat of emerging digital disruption; 3. Overall security & privacy visibility.	To keep pace with the ever changing cyber security landscape, the Bank has enhanced its cyber security position via the introduction of new security services from our outsourced IT services provider including, amongst other things, a 24/7 Security Event Information Management system (SEIM) & Security Operations Centre (SOC). To support our staff, new cyber security training has also been introduced. The risks associated with the rapid adoption of digital technologies has been mitigated using robust reviews by our Technical Design Authority and Security service to ensure any new technology introduction is transitioned in a secure and supportable manner. We will continue with the rollout and enhancements of further cyber security tools, actively engage in cyber security event simulations to hone our response to any perceived cyber security incident, and complement this with further cyber security awareness training for our employees.

Section 172 statement

What is Section 172(1) and why are we reporting on it?

The Companies Act 2006 S172(1) requires Directors to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard to:

- the likely consequences of any decision in the long term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.

This section sets out how the Bank's Directors take these requirements into account in taking their decisions.

The Bank's governance framework (as set out on pages 46-49) governs the conduct of the Board and the executive team and is vital to the success of the Bank. The Board undertakes an annual self-evaluation of its performance, and a tri-yearly external assessment takes place as recommended by the UK Corporate Governance Code. An action plan is subsequently agreed by the Board after each review. An external review was undertaken in December 2021 and the recommendations will be implemented in the forthcoming year. Additionally, the Chairman reviews individual Directors' performance and the Senior Independent Non-Executive Director reviews the Chairman's performance each year.

When making decisions the Board always looks at any impacts on stakeholders. This is not always easy and sometimes requires a degree of balancing between the competing interests of different stakeholders whilst looking to try and treat everyone as fairly as possible. Below we have set out some examples of how this has been achieved with our stakeholders in the last year:

Customers

2021 continued to present challenges for a number of our customers due to the continuing impact of Covid and the Board has provided oversight and review of the Banks' participation in the Coronavirus Business Interruption Loan Scheme (CBILS) and the Recovery Loan Scheme (RLS) during the year.

Following an increase in complaints during the year both the Executive team and the Board devoted a significant amount of time in identifying the root causes and reviewing improvements in the Bank's interaction with its customers. We moved the Customer Contact Centre and Back Office Operations to a new strategic partner to enhance customer experience and increase capacity for flexible growth. The improvement this is bringing has been monitored throughout the year by both the Board and the Board Risk Committee, and these measures are now starting to bear fruit with a move from a five day to a seven day service with longer opening times as well as several other efficiency measures.

As set out in the CEO review considerable resources have been deployed on the digital transformation programme, and the Board has received regular updates and presentations from our transformation strategic partners, and the Chief Operating Officer throughout the year. As the phased deployment of this programme starts being rolled out customers will start to see the benefits of the considerable hard work put in by staff and the Bank's technical development team with a market leading customer experience.

The Bank continues to take feedback from existing customers to develop new product offerings as well as improve existing products and services. 2021 saw the creation of Cynergy Business Finance Limited as a subsidiary company of the Bank providing asset-based lending to SME's through an experienced management team.

The Board considered and approved the LIBOR transition plans to move customers from LIBOR to Bank of England Base Rate by the regulatory deadline. This resulted in 81% of customers moving to the new reference rate and further work will continue in 2022 in line with regulatory requirements.

Suppliers

In April 2021 the Board approved the Modern Slavery Statement which is reviewed annually and published on the website. Regular relationship meetings are held with all major suppliers where performance against key performance indicators are discussed, as are any operational issues or improvements. The procurement team provide regular reports to both the Executive Risk Committee and the Board Risk Committee on any issues in relation to the supply chain. During the year the Bank undertook work to comply with new regulatory requirements in respect of Material Outsourcing and Operational Resilience to ensure that all suppliers within these categories have compliant contractual provisions.

Staff

Staff are key to the Bank's success. During the year the Board reviewed the regulatory requirements in respect of working from home such as data protection as advised by the FCA as well as considering staff views on the subject. As a result we put in place a hybrid working model, the pandemic having demonstrated that with modern technology working remotely can be effective and efficient provided adequate safeguards are in place. The Board were particularly concerned during this period to ensure that staff's mental wellbeing was being monitored and appropriate assistance provided where needed.

The CEO has continued with monthly video briefing sessions for all staff, started during the first Covid lockdown. Board members, e.g. the Chairman or the Chair of the Remuneration, Nomination and Corporate Governance Committee (RNCGC), attend when appropriate to update staff on key decisions made by the Board such as remuneration.

Through RNCGC, the Board is kept appraised of matters relevant to staff and staff engagement scores. A staff survey was undertaken in December 2021 and resulted in 88% of staff stating they would recommend Cynergy as a good place to work. During the year the Board also commissioned and reviewed an external review on culture within the Bank and the new Diversity & Inclusion Group presented to the RNCGC. That group also helped promote "The Big Promise" encouraging staff to commit to deliver real impact on race inequality in the Bank. The Board recognises that there is further work to do both on its own diversity targets and those of the Bank as a whole. As of December 2021, we had female representation on the Board of 33%, female representation in senior leadership of 26% and 2 Directors of ethnic minority background on the Board.

Environment

Climate change represents the single biggest risk to the finance sector because it will disrupt existing economic models and expose financial institutions to a range of issues for which there is no historic precedent. Cynergy Bank is committed to addressing environmental matters in all aspects of our business and will work jointly with our customers, colleagues, and suppliers to achieve these goals.

As a specialist bank – focused on empowering business owners to help them meet their goals sustainably – we are developing methodologies to measure the impact of the Bank's operations. This includes: ensuring all our activities are conducted within a strong governance framework; supporting societal matters and the communities in which we operate; and helping to facilitate the UK's transition to net zero carbon emissions.

In 2021, the Bank established an Environmental, Social & Governance Project, with a Board appointed Sponsor, and in 2022, the continuing delivery and enhancement of the Bank's environmental commitments will be the responsibility of this project across a number of workstreams including Risk Management, Public Disclosures, Green Financing, and the setting of wider environmental targets.

Progress made to date includes:

- The Bank retained its Carbon Neutral Plus certification in the first half of 2021, offsetting a carbon-footprint of 150 tonnes. For each tonne of CO2 offset one tree was planted in the UK and an additional tonne of CO2 was offset through the Brazilian Amazon Verified Carbon Standard (VCS) Reduced Emissions from Deforestation and Degradation (REDD) project;
- Following the re-certification of our carbon neutral status the Bank took steps to increase this, pledging to implement a "profit-planting" initiative which will, at a minimum, double our carbon-footprint offsetting to 300 tonnes per year. This means that the Bank is moving from a carbon-neutral state to carbon-negative;

- We retained our ISO 14001 certification following an audit in the second half of 2021, which confirmed that the Bank has an appropriate framework in place to allow for the adherence to an effective Environmental Management System and provided assurance that the Bank has in place the appropriate processes to measure and improve environmental impact;
- The Bank enhanced its carbon footprint monitoring capabilities including specific targets in its Environmental Management Policy and began to include employee travel choices as part of the Bank's overall carbon footprint calculation;
- We continued our partnership with First Mile and again met our "zero waste to landfill" target;
- The Bank's usage of utilities, paper and refrigerants was naturally reduced year on year as staff worked predominantly from home due to Covid, but we continue to seek means to reduce usage of these, with a particular focus on achieving a near-zero use of paper.

Communities

We continue to partner with Noah's Ark Children's Hospice, and this year held the inaugural 'Cynergy Games' to raise over £50,000 for the charity. This money went towards a Sensory Garden the charity is constructing. The games involved team fund raising activities by departments and individuals with matched funding by the Bank. Various initiatives took place such as sponsored walks, runs, silences etc with individual Board members also either contributing or undertaking fund raising activities.

Regulators

The Bank, as a dual regulated firm, has good working relationships with both the FCA and the PRA as well as with bodies such as the Bank of England and the Financial Services Ombudsman. Senior members of the Executive brief the regulators on key issues and the Compliance team manage the day to day relationships. The Board are kept appraised of key regulatory developments and interactions with regulators at each Board meeting. Over the course of the year the Bank has had dialogue with both regulators which were overseen by the Board in respect of several topics, such as the annual Periodic Summary meeting, asset quality review, operational resilience review and liquidity review.

Members of the Board are provided with regular updates on regulatory developments and both Board members and senior staff attend training initiatives organised by the regulators. The Executive team also subscribe to key industrial groups and participate in activities organised by such groups as UK Finance.

Shareholders

We maintain close contact with our shareholders throughout the year. In addition, two shareholder representatives of the parent company Cynergy Capital Ltd sit on the Board and also take part as members of RNCGC. Regular briefings with the Shareholder representatives take place throughout the year on matters of strategic importance.

Each year, the Board (including the shareholder representatives) sets aside a day to discuss any updates to the five year strategic plan for the Bank. This includes plans for growth, the launch of new products and the implications for additional capital requirements. As part of this process, the Board considers the likely benefits and implications for customers and staff, and focusses on achieving long-term, sustainable growth rather than short-term profits.

The Strategic Report was approved by the Board of Directors on 5th April 2022 and was signed on its behalf by:



Nick Fahy
Chief Executive Officer
5th April 2022

CHAIRMAN'S **STATEMENT**

"Whilst the Board's focus has quite rightly continued to be on our customers and staff, the Bank has continued to make progress against our strategic plan, delivering just under £40m of underlying profits and RoE of 15.4%."



I want to first pay tribute to our outgoing Chairman, Philip Nunnerley, who successfully chaired the Bank for the last six years and stepped down in the middle of this year. He leaves with much thanks and respect across the entire Bank for his dedication and incredible leadership.

I have gladly taken up the Chairman's role, having been the Senior Independent Director since January 2020 and appointed to the Board in March 2016.

I would also like to extend my thanks again to our staff who have continued to demonstrate incredible resilience. With Covid still wreaking havoc across our communities in another challenging year, the strength of our people continues to shine through. Philip noted some uncertainty as we headed into 2021, and this has certainly proven to be a valid sentiment. As with 2020, this year we continued to adapt to the changing work restrictions, planning for and returning to the office, quickly followed by guidance to, once again, work from home wherever possible. I do not underestimate the impact this has had on the wellbeing of our staff and we have therefore continued the more regular engagement with staff, instigated at the start of the pandemic, as we see the value that opportunity provides. In our recent staff engagement survey, it is once again pleasing to see that 88% of our colleagues would recommend Cynergy Bank as a place to work.

I am also pleased that, as a Bank, we supported over 150 customers through the business and personal challenges thrown up by the pandemic, and it is great to see many of these clients now returning to full strength.

Whilst the Board's focus has quite rightly continued to be on our customers and staff, the Bank has continued to make progress against our strategic plan, delivering just under £40m of underlying profits and RoE of 15.4%. Our capital position remains strong, with no capital injections

required in 2021, testament to the risk conscious lending growth of 13% and strong cost discipline.

As we continue to look to provide wider business support for our client base, the launch of Cynergy Business Finance (our asset finance operation) is also an important step in the journey towards an expansion in the Bank's product offering.

The progress of the Human Digital Bank, with core foundations built in 2021, is our platform for significant growth and the delivery of long-term superior customer service. 2022 is a key year as the multi-year Human Digital Bank programme embarks on the first of the deployments to provide a digital, market-leading experience, with the valued human relationship at the very centre.

Aligned to this, I would like to formally welcome Peter Oliver to the Board as a new Non-Executive Director. Peter brings his experience from BT at an important time in the Bank's digital transformation, and I look forward to working with him.

Our ESG ambition is clear, we will work jointly with our customers, colleagues and suppliers to achieve our ESG goals. Climate change has an ever increasing importance on the Board agenda and we have undertaken significant work to assess our exposure to climate change risks as part of our wider review of our ESG strategy.

Looking ahead, the Bank will still face some uncertainty as we head into 2022. The terrible events in Ukraine will affect us all, and as a Bank, we have made a donation to the Disaster Emergency Committee to show our support. This will clearly have an impact on the UK economic recovery but I feel confident in our proven ability to adapt and continue to move forward with our strategy, supporting our loyal customers and staff.

The Board will continue to monitor the situation closely and take action to mitigate any adverse impacts on the Bank, as appropriate.

Finally, I'd like to thank our shareholders for their unstinting support throughout the year.



Euan Hamilton
Chairman
5th April 2022

"Looking ahead, the Bank will still face some uncertainty as we head into 2022, but I feel confident in our proven ability to adapt and continue to move forward with our strategy, supporting our loyal customers and staff."

CEO REVIEW

"We continue to invest in customer services, building on the telephony augmentation at the end of 2020, with all back office operations now managed through our strategic partner to enhance customer experience and increase capacity for flexible growth.



I ended my 2020 review with cautious optimism for 2021, and whilst it was another historic year of economic turmoil, I am delighted that the Bank weathered the storms, looked after more customers than ever and delivered strong returns for our shareholders. The continued challenges of Covid have naturally had our focus firmly on the welfare of our customers and our staff, whilst we also built the foundations of the new Human Digital Bank.

The successful vaccination programme has meant the economy has been fairly resilient, with many of our customers now operating back at full strength. We have kept a close eye on those sectors still feeling the economic effect of Covid and, as a Bank, have been proud to be able to support 154 customers through very challenging times, and support the economy with further lending through the Coronavirus Business Interruption Loan Scheme (CBILS) and latterly the Recovery Loan Scheme (RLS). The Bank has lent just under £350m through these schemes.

We presented our results for 2020 in the midst of another lockdown, and whilst we can be optimistic that we will not return to such measures, we need to be mindful of the uncertainty we still face as we present our performance for 2021, with rising inflation now being the one to watch.

I am constantly proud of everyone at Cynergy Bank, and our performance is a result of their hard work and dedication, with an underlying profit of £39.7m, lending growth of 13% and underlying RoE of 15.4%.

With strong credit policies in place we have a high quality balance sheet and have delivered our strategic growth for 2021. The pipeline is growing at a healthy rate as we start to see our way out of the uncertainty.

Towards the end of the year we launched Cynergy Business Finance, offering asset-based lending to SMEs, a key element of our growth and diversification strategy.

Our Strategy: The Human Digital Bank

Material investment continues in the creation of the Human Digital Bank, with 2021 delivering the foundations in this multi-year programme. 2022 and 2023 will see phased deployments as we transform the customer experience into a market-leading digital offering.

The Human Digital Bank presents the opportunity for more rapid growth in profitability, with a lesser reliance on capital, thereby enhancing our capital and liquidity ratios.

We continue our transformation in response to regulatory changes, with LIBOR transition being a key focus for 2021. This transformation investment can be seen through the variance in statutory to underlying profits.

Cynergy Connect Technologies has been incorporated with a view to housing the technology investment in due course.

A year in review

The Bank has delivered a further increase of £10m in underlying profits, 32% up on 2020, with the absorption of credit losses, including the increased bridging portfolio provisions.

Our lending book has grown by 13% to £2.95bn, and Cynergy Business Finance started to advance funds towards the end of the year. We had growth in each business pillar and ended the year with the pipeline showing healthy signs of recovery.

Capital conservation remains critically important for the Bank, with capital efficiencies delivered through the year. This, coupled with the benefit of the Government guarantee backed lending through CBILS and RLS has enabled us to grow the asset book without the need for any capital injections.

During the year, the Bank has successfully moved away from LIBOR as a reference rate with 81% of customers migrated to Bank of England base rate.

Underlying Return on Equity at 15.4% represents a continued strengthening from 13.1% in 2020, demonstrating lending growth priced for risk and good cost discipline. The diversification of funding through Bank of England schemes such as TSFME and ILTR, along with the purchase of a new High Quality Liquid Asset portfolio all contribute to higher Return on Equity.

Our statutory cost / income ratio remained in line with prior year at 59% with the delivery of significant committed cost savings offsetting the costs of transforming our technology and the reinstatement of staff performance bonuses. Our underlying cost / income ratio improved to 49%.

Operational Resilience

In response to increased customer feedback, we continue to invest in customer services, building on the telephony augmentation at the end of 2020, with all back office operations now managed through our strategic partner to enhance customer experience and increase capacity for flexible growth. The issues faced during the migration activity led to a dip in the Bank's net promoter score to an average of +25 during 2021. We have responded quickly, increasing training and realigning processes to steady the path towards a superior, long-term customer experience.

The outsource strengthens the Bank's operational resilience and allows us to offer extended hours support to our customers giving them greater flexibility and account support.

Operational resilience is a key objective and we are on track to meet our obligations for March 2022 and are drafting our plan to meet the requirements out to 2025.

Culture and People

I make no apology for repeating our five core values: doing the right thing, putting the customer first, embracing agility and entrepreneurship, one team, diverse and inclusive, and being at our best every day. Our values remain at the heart of our culture.

During 2021, we supported the UK-wide initiative 'The Big Promise', encouraging all staff to commit to deliver a real impact on race equality in our business.

Its been another challenging year for our staff, with waves of infection, lockdowns and an ever changing set of restrictions impacting on our physical and mental wellbeing. We are delighted to have achieved even better employee

engagement scores in 2021, with 88% of our people responding positively when asked if they'd recommend the Bank as a place to work. We proudly sit alongside global high performing companies.

Environmental, Social and Governance

Cynergy Bank is committed to Environmental, Social and Governance (ESG) matters in all aspects of our business and will work jointly with our customers, colleagues and suppliers to achieve our ESG goals.

Our ESG ambition statement aligns closely with our own core values and is very important to us.

As a specialist bank – focused on empowering business owners to help them meet their goals sustainably – we are developing methodologies to measure the impact of the Bank's operations. This includes: ensuring all our activities are conducted within a strong governance framework; supporting societal matters and the communities in which we operate; and helping to facilitate the UK's transition to net zero carbon emissions.

We continue to partner with Noah's Ark Children's Hospice, and this year held the inaugural 'Cynergy Games' to raise over £50,000 for this incredible charity. Individuals and teams across the Bank set themselves exciting challenges with the ultimate winner having completed the Marathon des Sables distance of 251km by running on each of the 30 days of the games.

Our principal risks provide more detail on our approach to emerging risks such as climate change and our plans for 'green' product development.

Looking Ahead

2022 will see phase one of our Human Digital Bank deployment, giving customers an exciting balance of market leading digital products and services whist retaining the human contact they so value.

Cynergy Business Finance enters its first full year of trading with an excellent pipeline towards break even point by the year end.

We continue our strategic investment in technology and service provision to support our increased lending and expanding product offering and we are investing heavily in this towards longer term cost / income efficiency.

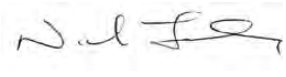
The 2022 financial plans are ambitious, with further growth planned in lending and profitability. We remain cautious in an unpredictable market and expect an acceleration of the recovery seen in the latter part of 2021. Inflation has emerged as a cause for concern and we expect further interest rate increases in an effort to combat this.

We expect to attract a large number of customers through our digital platform which will also enable increased fee-based lending alongside the net interest income of the core lending book.

We will continue to develop our ESG strategy, making commitments to our communities, markets, customers and our all important staff.

Whilst Covid disruption is reducing, the emerging events in Ukraine will no doubt bring further uncertainty for 2022. Although the Bank has minimal exposure, directly or indirectly, to Russian and sanctioned entities and individuals, we recognise the impact this may have on the UK economic recovery, as well as on our own customers and staff.

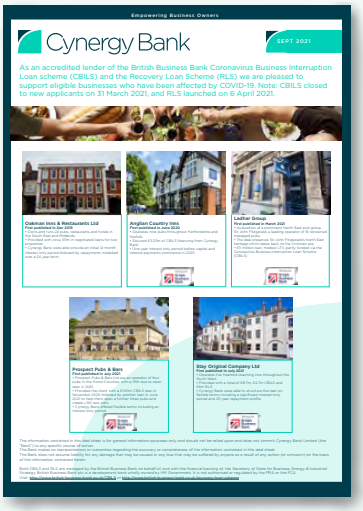
With the avoidance of a further lockdown, despite the significant wave of the Omicron variant seen at the end of 2021, we head into 2022 knowing we can adapt as necessary, support our customers and continue to grow as we deliver the first phases of the Human Digital Bank.



Nick Fahy
Chief Executive Officer
5th April 2022

Brand awareness





Press



About Francesca

Francesca joined Cynergy Bank as Chief Financial Officer in September 2016, having previously qualified as a Chartered Accountant specialising in Corporate Finance and M&A activity. Prior to this, she spent 19 years at RBS in various senior positions including CFO of Lombard, RBS Invoice Finance and RBS Global Transaction Services. Having had previous experience at challenger banks including Co-op Bank and Metro Bank, Francesca is a key force driving Cynergy Bank forward as a leading human digital bank. She is a passionate CFO who ensures that the Bank is a leader in delivering a customer focused relationship managed service enhanced by digital technology. Outside of her work with Cynergy Bank Francesca has sponsored many initiatives that focus on personal development, change and diversity and inclusion and is an advocate for female progression and flexibility for working parents. Her charity initiative connects children in the UK to support children living in poverty in Asia and Francesca is also an active Governor and member of the Finance Committee at Hurstpierpoint College.

CEO TODAY BUSINESS WOMEN OF THE YEAR AWARDS 2021 United Kingdom

Francesca Hampton

CFO of Cynergy Bank

Contact Details
Cynergy Bank
W: www.cynergybank.co.uk
T: 0345 850 5555

About Cynergy Bank

Cynergy Bank is the UK's human digital bank serving the needs of 'scale up' or medium sized and fast-growing SMEs; professionals; high net worth and mass affluent individuals. The Cynergy Bank human digital model transforms banking for those customers who value a seamless blend of human interaction, enabled by the latest digital technology.

What has been the most challenging part of your job during the past 12 months?

With the impact of COVID-19 creating uncertainty, the safety and wellbeing of our customers and our staff was our number one priority. We immediately put robust plans in place to minimise disruption to the business services we provide to our customers and to support our people, all the way through the organisation.

The Board and shareholders were keen to understand, at speed, the impact of the initial shock, and the unfolding of the pandemic we are in, on the bank and how we could mitigate risks ahead, and looking for some sort of certainty upon which they could base decisions. Management were looking for guidance, decisions, and support so that they could continue to operate at their best in supporting customers and st... each colleague needed reassur... their role executing a steer on ac...

business. Last year was all about leadership, leadership, leadership!

Being visible became so important yet so different via video; relationships became even more important and motivating teams to overcome the initial shock and in the more recent times, pandemic fatigue, took an incredible amount of energy. Through all of this, everyone was also coping with our personal situations at home and the worry and the uncertainty our families were going through.

What's your favourite thing about being a CFO?

I love being a CFO as it is a role that is at the heart of the organisation. The numbers are an outcome of a set of people and market behaviours and allow me to understand the whole of the organisation - how it is performing but more importantly why it behaves in a certain way. My teams and I are involved in all areas of the business and get to be a part of the most exciting developments and the hardest challenges, which constantly test me, and develop us.

The best part of being a leader is seeing individuals develop and perform at their best. They bring a smile to my face every time they accomplish something new.

What do you hope to accomplish in the future?

I have a life plan which covers my work, family and my hopes and dreams for the future. This involves further challenging myself at work, supporting charities and hopefully having some fun along the way which includes spending time with my children and riding horses. I hope I can put much of it into action but one thing we have all learned at Hurstpierpoint College, I am lucky to be surrounded by some wonderful people in my life and I am privileged to mentor some and see them develop. I enjoy giving back to the community through charity work when I can and I am making good use of the experience and expertise I have gained to support profit and non-profit ventures. I am looking forward to putting my experience and knowledge to good use.

What's your advice to younger women who work in finance and want to make it to the C-Suite?

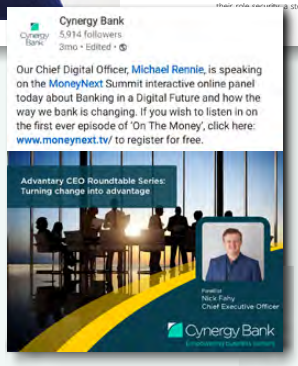
I am proud and lucky enough to mentor a variety of young women and men and my advice is quite similar to both.

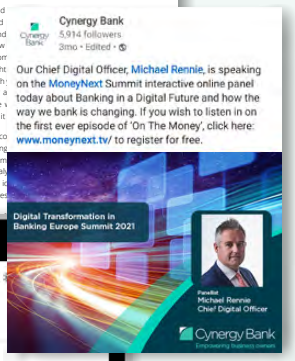
Firstly, be yourself and be comfortable with who you are and what you are achieving. This takes self-awareness and feedback from people around you. Choose to accept or reject feedback, but remember when you are given honest feedback, it is a gift – so try to treat it as such.

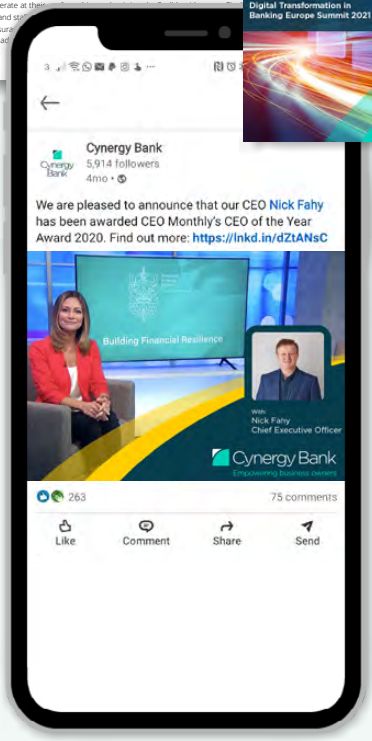
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Awards







LinkedIn cards

OUR VISION



Our vision is to transform banking for those customers who value a face-to-face relationship enabled by the latest digital technology.

Who we are

Cynergy Bank serves the needs of scaleup SMEs, professionals, high net worth and mass affluent individuals. We recognise that professional and personal lives often overlap and our mission is to help empower our customers to achieve their ambitions by serving all their banking needs be it: providing immediate decision making on short term finance needs; attractive returns on personal and business savings; supporting their transactional banking requirements; personal mortgages or more complicated longer term business lending. We serve our customers with offices in London, Birmingham, Redhill, Manchester and Edinburgh.

We are on a journey to develop the mid-market's first Human Digital Bank which will provide an enhanced range of digitally enabled products and services to meet the needs of our customers delivering excellent personal service and great customer experience in: Property Finance, Business and Commercial Banking, Asset-Based Lending (Cynergy Business Finance), Private Banking, Personal and Business Deposits.

We are owned by a consortium of investors that are experienced business owners in the UK, focused on retail and medium sized businesses. They have worked together for several years and have a number of successful business interests and investments, in a variety of sectors including retail, wholesale, property and financial services.

What makes us unique

The Cynergy Bank human digital model will transform banking for those customers who value a seamless blend of a face-to-face relationship that is enabled by the latest digital technology.

At Cynergy Bank, we understand the power of technology, but still firmly believe in the importance of human to human interactions when it comes to dealing with your bank. Digital banks have focused their efforts on app-based delivery while large banks continue to adopt a 'one size fits all' approach to their small and medium-sized enterprises (SME) and client relationships. Our human digital model combines tailored customer relationship management with the full digitisation of traditional banking products. Global giants Google Cloud and Wipro have recognised the opportunity of this model, partnering with us to build the technology to provide a seamless blend of face-to-face contact and app-based processes.

We put enduring and respectful customer relationships at the heart of what we do and provide quality products, services and expertise, enabled by innovative digital technology, to help our customers manage their interdependent professional, business and personal financial requirements. In 2021 Cynergy Bank developed an asset-based lending offering, Cynergy Business Finance, providing loans to businesses to borrow against business assets such as receivables, plant & machinery, inventory and property. Our asset-based lending leadership team, with over 85 years of collective experience in commercial and corporate lending, is well placed to drive the business forward and position it as a leader in the field. We are committed to delivering a comprehensive set of services to meet the evolving needs of our customers.

While technology has many benefits it is no substitute for human contact, and with increasing customer feedback in 2021 the Bank implemented improvements to address customers' concerns. That's also why we place emphasis on guaranteeing that the more complex matters are dealt with face-to-face, if that's what the customer wants, by putting them directly in touch with the right team member. We will continue to engage with our customers online and in person. We will use technology to enhance personal relationships, not replace them.

We remain a bank focused on customers, people and enduring relationships.

OUR **BUSINESS**

At Cynergy Bank, we passionately believe in ‘human relationships’ and are utilising the technology to allow our people to do what they do best – look after our customers.



The human digital model will transform banking for customers who still value a face-to-face relationship which is enabled by the latest digital technology. To help us fulfil this vision we continue to work tirelessly to meet our customers' needs.

All of our products go through a rigorous product approval process before they are launched into the market to ensure they will perform as expected and deliver the right customer outcomes. All products are then reviewed on a regular basis to ensure they continue to deliver good outcomes. Our communications are written in plain English, and go through a review process to ensure they are easy to understand for all customers. Our customer service team and relationship managers are also available for any enquiries. We recognise that our customers have a diverse range of needs across their business and personal lives and we differentiate ourselves by offering a blended service to meet these needs.

Property Finance

Lending solutions to support wealth creation. This includes capability to make quick decisions whatever the customer's needs including; buy-to-let investments, property development loans. We also offer bespoke business and commercial mortgages.



Business & Commercial Banking

Products and services to support growth and meet day to day business needs including; a business current account; a range of savings products; overdrafts; term loans and FX solutions.



Private Banking

Services that support personal and family finance needs including; our recently launched range of high net worth lending products; plus current accounts, personal loans and savings products.



Cynergy Business Finance

Cynergy Bank developed an Asset-Based Lending offering, Cynergy Business Finance, providing loans to businesses to borrow against business assets such as receivables, plant & machinery, inventory and property.



OUR **VALUES**

At Cynergy Bank, our core values underpin our culture and set out the type of organisation we want to be. Attracting, developing and retaining the right people is vital to remaining a bank focused on enduring relationships.



Doing the right thing

Acting with integrity and transparency in all our dealings



Putting the customer first

Placing the customer at the heart of our decision making



Embracing agility and entrepreneurship

Taking the initiative, being nimble, seeking to learn, and welcoming a better way



One team – diverse and inclusive

Achieving success by working together as an inclusive team towards a common goal



Being at your best

Contributing to the best of our ability

Our values and behaviours are brought to life via:

- We offer support to our customers with our customer service team available seven days a week with extended opening hours. We also offer online contact options and treat each enquiry individually to suit the needs of the customers and help them manage their money
- Our ongoing investment in measuring how easy it is for customers to transact with us and their propensity to recommend us to friends and family, which drives ongoing improvement actions. We continue to invest in training and enhancements to identify and support customers showing signs of potential vulnerability
- Our values and behaviours encourage teams to focus on consistent and fair outcomes for customers which includes reviews of complaints to develop actions plans and mitigate reoccurrence
- Our performance management processes where we clearly establish for employees the behavioural expectations that support delivery of our values
- Key metrics that enable executive management and our Board to track performance against each of our core values
- Our twice-yearly employee engagement survey that assesses our progress on embedding our values within the business and the extent to which our leaders are good role models for our values
- Our Diversity & Inclusion Group who promote and celebrate inclusion through various interventions and events throughout the year
- Our twice yearly 'Being at your best' awards programme that enables employees to nominate, recognise and reward colleagues who are positive role models for our values

The Board, primarily via its Remuneration, Nominations and Corporate Governance Committee and Board Sponsor of Diversity, assess and monitor culture within the Bank by:

- Promoting the embedding of our desired culture and core values by periodically obtaining external independent assessment of progress
- Overseeing progress against our quarterly Culture Dashboard which enables the Board to track performance against a set of high-level performance measures aligned to our core values
- Promoting internal visibility of Board members by rotating venues for meetings and engagement with employees via business unit visits and attendance at social events
- Reviewing the results and actions arising from our twice-yearly employee engagement survey which informs the Board on the prevailing culture within the business
- Receiving updates on progress from our Diversity & Inclusion Group
- Overseeing our performance management process, to ensure performance assessment is aligned to the overall performance of the business and the behavioural expectations of employees based on the Bank's values
- Monitoring the structure, size, composition, diversity and performance of the Board, its Committees and individual Directors; and development and succession planning for Directors and Senior Management Functions within the Company

OUR PROMISE **TO CUSTOMERS**

We also know that how we deliver our service is crucial. That's why we've created our Customer Promises for business owners and savers.

Business

- Understand your business – we'll ensure you're always in good hands with accessible, knowledgeable people who understand your needs
- Relationship driven – our people will work with you to find solutions to meet your evolving business needs
- Make quick decisions – our people are empowered to make quick decisions that you can rely on

Savings

- Value and reward – our best deals are always available to our existing customers
- Safe and secure – your eligible deposits are protected by the UK's Financial Services Compensation Scheme
- Direct access – you can get help and access when you need it online 24/7, 365 as well as from our knowledgeable UK call centre



To ensure we safely and securely continue to meet our customers' needs and our promises, we are committed to having robust processes and governance in place.

Data protection, ISO certification

The Bank is ISO 27001 certified for Information Security Management System since 2010. This is a globally recognised security standard published by the International Organization for Standardisation (ISO), enabling us to achieve our security objectives and measure effectiveness of our Information Security Management System. This ensures the safety of customers' data, secure online transactions, mitigate cyber-attacks, meets regulatory requirements and builds trust with customers.

Business continuity

The Bank is ISO 22301:2019 certified for Business Continuity Management System, which confirms that we follow and achieve the recognised business processes, applications, people and supporting infrastructure standards audited by the British Standard Institution.

We also have ISO certification, providing assurances in our business continuity procedures.

Anti Corruption

Our business is always conducted in a fully open and honest manner and we have a zero tolerance approach to bribery and corruption, with all staff members receiving regular training to ensure they are able to fulfill all of their regulatory and ethical obligations.

Whistleblowing

We want all our staff to be aware that they are able to raise any concerns they might have in a secure and safe manner without fear of recrimination and the Bank has dedicated channels through which any such reports can be made.

Taxation

Our taxable income is generated wholly within the UK and we comply fully with all tax obligations, co-operating fully and openly with tax authorities when required.

Health and Safety

We take the health and safety of our employees very seriously and perform regular testing of our working environments to ensure that all our colleagues are working in safe environment whether in the office or at home to ensure they are able to provide our customers with the best possible service.

Supplier Relationships

We work with a large number of suppliers across all areas of the Bank, who are essential in allowing us to provide the level of service to our customers that we do. We are committed to treating all of our suppliers fairly and in return expect all of our suppliers to share in our commitments to our customers.


OUR
PEOPLE

2021 was a successful but hugely challenging year for Cynergy Bank and our staff

The continuing pandemic has placed significant demands on our team, who have responded magnificently and adapted well to the frequently changing circumstances. We are immensely proud of the resilience, commitment and versatility they have shown and the role they have played in supporting our customers, and each other, through this unprecedented period.

The wellbeing of our employees and their families continues to be a key priority for us, within initiatives including:

- Supporting employees to work effectively and safely from home by providing support with equipment, conducting remote risk assessments and providing home-working guidance
- Regular employee briefings with our CEO via monthly video (Teams) meetings and quarterly face to face sessions with small groups of staff around the business
- A 'Wellbeing Hub' with videos and guides to support physical and mental health
- Mental Health Champions in place across our business to support those with needs or who simply want a chat
- Moving to a new hybrid model of work, with flexibility for employees to work remotely up to two days a week, subject to meeting customer needs and other business priorities

As we pursue our ambitious growth strategy, it is vital that our people feel engaged, rewarded and committed to the journey we are on. During 2021 we;

- Continued to progress our diversity and inclusion agenda, with a dedicated plan of actions agreed with our Board including celebrating key events such as Black History Month and National Inclusion Week; supporting 'The Big Promise' a nationwide initiative launched by Race Equality Matters; and delivering video workshops for employees on key topics in conjunction with our partner, Inclusive Employers
- Launched a dedicated learning and development initiative with our partner, *Learnerbly*, providing each employee with a personal development budget which they could use to access a range of physical and virtual resources including books, podcasts, training courses, and study for professional qualifications
- We conducted a company-wide review of our talent, with a focus on our female and ethnic minority talent, to help inform our future employee development and succession plans
- In keeping with our values, our team focused on those in need at this time with various initiatives to support our chosen charity, Noah's Ark Children's Hospice (see 'How we give back').
- We also conducted an internal survey to ensure our various departments continue to work in a collegiate manner with each other and live out our 'One Team' values.

Finally, during the year, we conducted both internal and externally moderated engagement surveys amongst our team to check on how they feel about their employment experience at Cynergy Bank. In our 2021 year-end engagement survey, conducted with Korn Ferry, we achieved some of our best-ever engagement results, with 88% of employees recommending Cynergy Bank as an employer.

We are proud that our colleagues continue to feel engaged with the journey we are on as a business and are immensely grateful for all their efforts.



HOW WE **GIVE BACK**

Community and the environment are important for our customers, and for us too

Where we can we will:

- Minimise any adverse environmental impact of our operations
- Invest in programmes and partnerships which bring sustainable improvements to the communities we live and work in
- Be fair and responsible in our dealings with customers, our partners and other associates

When we contribute to charities and local initiatives it helps us keep true to our values and encourages our staff to engage with their communities.

Green Forum

Our environmental impact aims in 2021 were as follows:

i. Reduce our carbon footprint by a further 10%

ii. Reduce our paper usage by a further 10%

iii. Retain our ISO 14001:2015 certification

Following our 2020 independent assessment completed by Carbon Footprint Ltd which showed a reduction of 46.5% of carbon generated to 150 tonnes, a reduction of over 73% since we began the process in 2018, we have again offset our entire carbon footprint by investing in tree planting in the UK and protection of the Amazon Rainforest.

We are a carbon negative organisation and have offset an additional 150 tonnes of carbon, matching our carbon footprint offset with this additional voluntary offset.

Our paper usage has decreased by over 70% from 2020 usage and by over 90% from 2019 usage.

Despite many staff returning to the office environment paper usage has remained low and we hope to continue this into the long term.

We have retained our ISO 14001:2015 certification. This demonstrates our commitment to continuous improvement and reducing our environmental impact. The ISO 14001:2015 standard provides a systematic framework for integrating environmental management practices by supporting environmental protection, pollution prevention, waste minimisation as well as energy and materials consumption reduction.

We continue to partner with a recycling company and anything that cannot be recycled is cleanly incinerated to produce energy. Absolutely none of our waste goes to landfill.

In 2021 we achieved the following:

- 3,125 kg of materials were recycled
- 30 trees saved
- Over 3,000 kg of waste turned into 1,719 kWh of energy
- 5 tonnes of CO2 saved

Noah's Ark Children's Hospice

Cynergy Bank has a long standing relationship with Noah's Ark Children's Hospice, a community-based hospice service that gives clinical, practical and emotional support to babies, children and young people with life-limiting or life-threatening conditions in the North and Central London area. It also provides valuable support to their families.

The pandemic has been a difficult period for Noah's Ark. Cynergy Bank and Cynergy Business Finance were therefore very proud to have been able to help them through various fund-raising initiatives. In 2021 this included our 'Cynergy Games' where our Board and employees across the business engaged in a range of sporting activities to raise over £50,000 for the charity. In addition, we are proud to be funding the costs of a member of the nursing staff for the next two years.



Schools Artwork Project

We work with the art departments of local state schools, using our office space as a gallery for the talents of their GCSE students. We organise the framing and display of students' works and invite teachers, parents, carers and students to an annual reception to celebrate their work. Unfortunately, due to the pandemic and understandable restrictions on schools, this project was paused during 2021, but we hope to restart it in 2022.

Helping Hands

Every Cynergy Bank employee gets two days paid leave each year to support charities and those in need. It's their choice - they can sort donations at a local charity shop, help out in local schools, present a friendly face at a neighbourhood care home, or assist people cooking lunches for the homeless.

Give as you Earn

Through Charities Aid Foundation we match employees' donations to charities that are close to their hearts.



OUR **MARKET**

Scaleup SMEs, professionals, high net worth and mass affluent individuals are a strategically important market segment that is underserved by banks in the UK.

Business owners and entrepreneurs are the backbone of our economy, where in the UK an estimated **4 million business owners** lead more than **7 million small and medium businesses**.

These businesses provide 60% of private sector employment in the UK, roughly half of private sector turnover and hold 25% of all UK deposits (c.£570bn as at December 2021).

They are a key strategic sector for Cynergy Bank, equating to an addressable **total market of around 315,000 UK businesses**.

In the UK there are also an estimated 3.5million high net worth customers with over £2 trillion of wealth.

Our relationship management model has seen an increased acceptance in the medium/scale-up customer segment (which we classify as between £2m - £20m of relationship size). We recently achieved £3bn in balance sheet lending and are well positioned to meet our strategic goal of reaching £6bn balance sheet lending over the coming years.



Key needs of medium businesses



Build and protect wealth

I'm a property professional and need quick decisions.

I invest in property to create wealth; protection is also important.

I have a trading business that requires asset based lending to grow.

I enjoy supporting my community economically and socially.

I want to connect with other entrepreneurs.



Support my community



Support family financially

I support my family's finance needs such as our house, our cars, day-to-day expenses and holidays.

As a trading SME I help create jobs and wealth for my valued employees and their families.

I want my family and I to feel financially secure and have the time and space to enjoy the benefits of our hard work.



Maintain health and wellbeing



Grow my business

I need financial and business support to help me grow my business.

I can grow my business through additional funding against assets in my business.

Business Model

Cynergy Bank, along with its subsidiary Cynergy Business Finance, serves the blended financial needs of scaleup SMEs, professionals, high net worth and mass affluent individuals. The human digital model transforms banking for customers who still value a face-to-face relationship which is enabled by the latest digital technology.

At Cynergy Bank we recognise that professional and personal lives often overlap and our mission is to help empower our customers to achieve their ambitions by serving all their interdependent banking needs. We provide a range of digitally enabled products and services to meet the property finance, business and commercial banking, asset based lending, private banking and personal savings needs of our customers.

We deliver on our business model through our customer promises:

- Understanding our customers business – we ensure customers are always in good hands with accessible, knowledgeable people who understand their needs
- Relationship driven – our people will work with our customers to find innovative solutions to meet their evolving business needs
- Quick decisions – our people are empowered to make quick decisions that our customers can rely on

THE RIGHT BLEND OF **TECH AND PERSONAL TOUCH**

Case study: Renal Health Limited

Nikhil and Niraj Brahmabhatt founded Renal Health in 2011 to provide high-quality nursing and residential care across the UK. Cynergy Bank's long-term approach made it the perfect lending partner when the brothers were looking to expand.

By 2021, Nikhil and Niraj were intent on acquiring Century Healthcare Limited and its eight care homes in the North West of England. The plan was to also refinance their existing Chase Park Neuro Centre facility.

According to Nikhil, there were two funding options available to them. The first was a private equity model – not desirable, given it would potentially come with a set of competing financial objectives and arbitrary financial targets.

Second, was a high-street lender. Their existing bank was out; like a lot of high-street banks it was extricating itself from the lending space in the pandemic. Then Montane Finance introduced the Brahmabhatts to Cynergy Bank.

It was a perfect fit. Cynergy Bank could see the opportunities, and its loan book was in better health and less impacted by Covid than other lenders, which enabled it to stay open to new business.

COVID and the home healthcare sector

Initially in the pandemic, residential care homes were impacted by the reluctance of families to admit their loved ones. Yet in other ways, the outlook for the sector improved. Care homes were among the few businesses required to operate in COVID. The pandemic also accelerated the integration between hospitals and the home care sector, raising awareness of the critical role these homes play in the community. If anything, the sector was looking at a much-needed revamp, enabled by appropriate funding.

With that in mind, Cynergy Bank took a broader, long-term view of Renal Health's underlying asset quality and real estate, rather than a 6- or 12- or 18-month, short-term trading view.

Doctor Niraj's background in renal and neurological medicine, and Nikhil's finance credentials stood the twins in good stead to deliver on their promise in the neuro rehab sector.

Financing the dream

The transaction was completed in September 2021, with the senior debt structured in a way that Nikhil describes as "innovative". Partly underwritten by British Business Bank and a Coronavirus Business Interruption Loan Scheme (CBILS) tranche, there was a term loan and an interest-only element for the first year.

"It allowed us to get approval and funding quite quickly and at our desired level," Nikhil says. "It also overcame the challenges other banks struggled with, particularly the debt quantum, the interest rate and the term."

While onboarding was streamlined, fast and conducted mostly online, there was a good balance between technology and direct human contact: the accessibility of their Relationship Director was a plus.

"Some of the larger banks have such a high volume of clients, you can feel like you're a bit lost in the ether. Some of the modern fintech companies are even moving towards no human contact," Nikhil says.

In his view, Cynergy Bank has achieved the right blend, deploying tech where appropriate, but day to day he's still able to call his Relationship Director about challenges or opportunities that arise.

The synergy with Cynergy Bank

"We're family owned with a flexible and nimble management, same as Cynergy Bank," says Nikhil. "That definitely helps."

In their key partnerships, Nikhil and Niraj look for trust, communication and flexibility. The Brahmabhatts believe they have a few more years of growth before they reach financial and operational maturity. It was important Cynergy Bank understood and shared that vision.

Nikhil says Cynergy Bank helped them achieve rapid growth and become a sizable player in the market And there was none of the fair-weather-friendship aspect the brothers had experienced with previous lenders.

"You need someone to support you in difficult times, and in the last 12 months, Cynergy Bank has proven that," Nikhil says.

Case study: Renal Health Limited

"Some of the larger banks have such a high volume of clients, you can feel like you're a bit lost in the ether.

Some of the modern fintech companies are even moving towards no human contact."

Nikhil Brahmabhatt















Disclaimer:

Coronavirus Business Interruption Loan Scheme is managed by the British Business Bank on behalf of, and with the financial backing of, the Secretary of State for Business, Energy & Industrial Strategy. British Business Bank plc is a development bank wholly owned by HM Government. It is not authorised or regulated by the PRA or the FCA. Follow the link for more information.

Governance Structure

Board of Directors



Euan Hamilton,
Chairman

Appointed to the Board in March 2016

Euan was appointed as Chairman in June 2021 following the retirement of Philip Nunnerley. He was a Director, Restructuring & Recoveries with Bank of Cyprus Group. Before joining Bank of Cyprus, Euan held a range of senior executive roles with RBS including Deputy CEO of the Bank's Non-Core Division, and Global Head of its Sponsor Coverage and Leveraged Finance businesses. Euan is also currently the Non-Executive Chairman of Resolute Asset Management Holdings (Malta) Ltd and Non-Executive Director at AIM listed Accrol Group Holdings plc. Euan is a Fellow of the Chartered Institute of Bankers in Scotland.



Kim Rebecchi,
Senior Independent Non-Executive Director, Chair of Risk Committee

Appointed to the Board in May 2017

Kim worked at Leeds Building Society for 28 years, most recently as the Sales and Marketing Director and an Executive member of the Board. She holds the Financial Times Non-Executive Diploma and is also a Director of Furness Building Society and Redmayne Bentley, Investment Managers.

Kim is a Fellow of the Chartered Institute of Bankers and she holds a post graduate diploma in financial services.



Nick Fahy,
Chief Executive

Appointed to the Board in January 2016

Nick Fahy is Chief Executive Officer of Cynergy Bank, the UK's Human Digital Bank serving the needs of 'scale up' or medium sized and fast growing SMEs, professionals, high net worth and mass affluent individuals. He is a highly experienced financial professional having worked within the banking sector for over 20 years across the UK, Ireland and Australia.

Nick has been CEO of the Bank since December 2015. During his tenure he has overseen the acquisition of Bank of Cyprus UK by Cynergy Capital Limited in November 2018, and the rebrand to Cynergy Bank in December 2018. The acquisition forms part of his ambitious plans for the future of Cynergy Bank, enabling the Bank to grow its franchise across the UK and internationally and redefine banking with the Human Digital Bank. The Cynergy Bank human digital model transforms banking for customers who still value a face-to-face relationship enabled by the latest digital technology. Nick signed a partnership with Google Cloud and Wipro to continue to evolve the human bank.

Nick joined Cynergy Bank from the Westpac Banking Corporation where he had been State General Manager for the bank's retail and business banking operation in Western Australia. Prior to Westpac, he spent 17 years with Bank of Ireland Group in a variety of senior executive roles.



Mike Newman,
Independent Non-Executive Director, Chair of Audit Committee

Appointed to the Board in September 2019

Mike has a wealth of banking, financial management, audit and regulatory experience having spent 30 years as a senior audit partner with PwC.

During his career he has worked with large UK and US banks as well as a variety of UK based building societies and banks, motor finance, asset finance and private banking businesses. Mike is a Fellow of the Institute of Chartered Accountants and is currently also a Non-Executive Director of SG Kleinwort Hambros Bank, the UK private bank of Societe Generale.



Bal Sohal,
Non-Executive Director

Appointed to the Board in September 2018 following the acquisition of the Bank by Cynergy Capital

Bal is an accomplished investor in the hospitality and real estate sectors both in the UK and overseas. Bal has been involved with complex real estate transactions and has extensive experience in deal structuring, financing and successfully monetising projects. Bal is an entrepreneur and has a depth of experience in the residential, commercial development and financial markets.



Pradip K Dhamecha,
Non-Executive Director

Appointed to the Board in September 2018 following the acquisition of the Bank by Cynergy Capital

Pradip is the CEO of Dhamecha Group, Cash & Carry Food Wholesalers, serving some 10,000 independent retailers in the London and the Midlands areas. He is responsible for the strategy and overall performance of the Dhamecha family business.

Pradip was awarded an OBE in June 2018 for services to exports, economic growth and philanthropy.



Peter Oliver,
Independent
Non-Executive Director

Appointed to the Board in September 2021

Peter is the BT & EE Managing Director for Small & Medium Enterprises driving major transformation for that business. Prior to that he held the role of BT, BT Sport & EE Managing Director (Consumer) responsible for running the brand strategies, products and marketing. He brings a wealth of experience in managing transformation to his new role as a Non-Executive Director of the Bank.

Note: All appointments prior to November 2018 would have been made to the Board of Bank of Cyprus UK Limited, prior to its change of ownership and rebrand to Cynergy Bank Limited.



Francesca Hampton,
Chief Financial Officer

Appointed to the Board in September 2017

Francesca joined the Bank as Chief Financial Officer in September 2016. She is a Chartered Accountant and specialised in Corporate Finance and Mergers and Acquisitions activity on qualifying. She spent 19 years at RBS in various Finance positions including CFO of Lombard, RBS Invoice Finance and RBS Global Transaction Services. Having left RBS to join challenger banking she undertook roles as Commercial Finance Director at Co-op Bank and Finance Director at Metro Bank.



Carole Berndt,
Independent
Non-Executive Director
Chair of Remuneration, Nominations and Corporate Governance Committee

Appointed to the Board in October 2019

Carole has an extensive banking career and has led large transaction banking businesses across the globe including at ANZ in Hong Kong, RBS and Bank of America Merrill Lynch in London, and Citigroup in New York.

The nature of transaction banking means that Carole brings a great understanding of banking technology, digital change, operations and control environments to her role. Leveraging her expertise managing large teams, Carole holds 'Strategic Advisory' roles with a number of emerging companies, focused on the Future of Work and Talent Management. Carole has a Degree in Information Technology and an MBA in International Business.

Governance Structure

Executive Committee and Senior Management



Board of Directors

The Board of Directors has ultimate responsibility for the prudent management of the Bank and oversight of senior management. Its terms of reference include:

- Establishing a sustainable business model and a clear strategy consistent with that model
- Reviewing, challenging and approving strategic plans (and their underlying assumptions and rationale) and annual budgets after review by Bank senior management
- Ensuring the adoption and maintenance of high standards of corporate governance
- Ensuring that management maintains an appropriate system of internal controls which provides assurance of effective operations, internal financial controls and compliance with the rules and regulations
- Setting corporate values and standards, with due regard to treating customers fairly and ethical leadership

The Chair is an Independent Non-Executive Director. Members of the Board of Directors are appointed by the Board on the recommendation of the Remuneration, Nominations and Corporate Governance Committee and subject to approval by the Shareholder. External search consultants are generally used for the appointment of the Chair and Non-Executive Directors.

Board & Committee Attendance

Attendance at Board & Committee meetings are set out below. The number of meetings each member was entitled to attend is shown in parentheses. There are several ad hoc working sessions and workshops outside the calendar where Directors also attend. During months when no Board meeting takes place the Directors are provided with key performance reports. When Directors are unable to attend meetings, they still receive the relevant pack, and any questions or comments are submitted to the meeting by the Chair.

Director	Board	Audit Committee	Risk Committee	RNCGC
Phil Nunnerley	3(3)	-	-	4(4)
Euan Hamilton	6(6)	2(2)	8(8)	8(8)
Kim Rebecchi	6(6)	5(5)	8(8)	8(8)
Pradip Dhamecha	4(6)[1]	-	-	4(8)[2]
Bal Sohal	6(6)	-	-	5(8)[2]
Mike Newman	6(6)	5(5)	8(8)	-
Carole Berndt	6(6)	5(5)	-	6(6)
Peter Oliver[3]	1(2)	-	3(8)	-
Nick Fahy	6(6)	-	-	-
Francesca Hampton	6(6)	-	-	-

[1] Covid related absence
[2] Investor Representatives sometimes elect one of their number to attend rather than both
[3] Absence related to prior commitment, recent appointment to the Board

Changes to the Board

After having served the Company for many years and having been Chairman since 2016 Philip Nunnerley retired at the end of June 2021 to be replaced by Euan Hamilton who had previously occupied the position of Senior Independent Director. Kim Rebecchi a Non-Executive Director since 2017 stepped up to the role of Senior Independent Director. The Senior Independent Director provides support for the Chairman and acts as an intermediary for the other directors where necessary and is available to the shareholders as well as undertaking an annual appraisal of the Chairman on behalf of the Board. In September 2021 the Board appointed Peter Oliver to the Board as an Independent Non-Executive Director. Peter brings a different non-banking view to the table with insights into technology and marketing from his roles with BT & EE.

Work of the Board

During the year, in addition to standard reports, the Board considered matters such as the Liquidity Portfolio, and independent Cultural Audit Report, Board Evaluation Report, Board Delegated Authority Mandate Changes , Libor transformation and implications and risks of home working. The Board members also took part in several training sessions on matters such as Financial Crime, Cyber Risks and had presentations from the management team of Cynergy Business Finance in respect of asset backed lending and the Digital Transformation team on the new Human Digital Bank.

Towards the end of the year the Board commissioned it's tri-annual independent Board Evaluation, the full report was presented to the Board and there was a discussion of the findings. The report stated that the Board demonstrates a diligent and thorough approach with a strategic mindset. There were a small number of improvements suggested and we will report progress against these actions in next year's Annual Report.

The Board of Directors has delegated a number of its responsibilities to four Board committees. These are:

Board Audit Committee

The Board Audit Committee monitors the integrity of financial reporting and provides oversight of the Bank's compliance, internal and external audit functions. The Committee reviews and monitors the external auditor's independence and objectivity and the effectiveness of the audit process and provides advice to the Board on whether the annual report and accounts are fair, balanced, and clear. Membership is restricted to Non- Executive Directors and the Board Chairman is not permitted to be a member. The Committee is Chaired by Mike Newman a Non-Executive Director who has many years' experience in auditing. Its terms of reference include:

- Reviewing the adequacy of provisions for expected credit losses and other provisions
- Monitoring the effectiveness of the Bank's internal quality control and risk management systems and its internal audit
- Reviewing whistleblowing arrangements
- Receiving and considering internal audit reports and approving the internal audit plan
- Ensuring the effectiveness, performance and independence of the internal audit function and the external audit process
- Appointing the external auditors and approving their remuneration
- Ensuring compliance with applicable legal and regulatory requirements
- Reviewing the critical estimates to be included in the year end accounts including the Bank's modelling of Expected Credit Losses (ECL) under IFRS 9

At least once per year and with no non-members present, members meet separately with the external auditors, Senior Financial Crime manager, Compliance Director, and the Director of Internal Audit to discuss financial, risk, compliance and audit issues.

Matters dealt with during the year included the Compliance Annual Report, Financial Crime / MLRO Report, Related Parties Disclosures, 2020 Financial Statements and External Auditors Report, IFRS 9 expected credit loss provisions, Pillar 3 Disclosure, IT Controls Update and certain exceptions to policies.

Board Risk Committee

The Board Risk Committee plays a key role in setting the risk appetite and strategy of the Bank and ensuring compliance with risk management strategy, policies, and regulations. The Committee is also responsible for the development of an internal risk management framework and its integration with the decision making process of the Bank, covering the whole spectrum of the Bank's activities and units as well as any subsidiaries. Its terms of reference include:

- Reviewing internal control systems
- Monitoring regulatory compliance and important regulatory correspondence
- Reviewing the adequacy of capital and liquidity in the light of the results of stress testing
- Challenging executives on major decisions involving risk management and risk-taking
- Ensuring that the Bank's risk profile and risk appetite remain appropriate
- Reviewing the Bank's Resolution and Recovery Plan
- Reviewing the Bank's Internal Capital Adequacy Assessment Process (ICAAP) and Internal Liquidity Adequacy Assessment Process (ILAAP)
- As part of Operational Resilience oversight, a monthly review of outsourcing and vendor management metrics

The Committee consists entirely of non-executive members the majority of whom must be independent. Kim Rebecchi, Senior Independent Director is the Chair. At least half yearly, and with only members of the Committee present, meetings are held separately with the Chief Risk Officer, Head of Information Security & Cyber Security, and Director of Internal Audit to discuss financial and risk issues.

The Committee has a heavy workload but some of the many matters discussed in the year included Risk Appetite Statement (RAS) & Risk Appetite Framework (RAF),Treasury Counterparty Risk policy, Change to Regulatory Reporting Policy, Cyber Security Threats, Legal Risk Resolution Plan, Recovery Plan, Operational Resilience, LIBOR transition, Internal Capital Adequacy Assessment Review.

Remuneration, Nominations and Corporate Governance Committee

The Committee leads the process for Board appointments and plays a key role in assisting the Board to fulfil its responsibilities in relation to Directors' development and succession planning, and corporate governance policy and compliance. The RNCGC also reviews the Bank's policy on remuneration including considering, and recommending to the Board the overall policy for the remuneration of employees across the Bank and determining the remuneration of the non-executive directors. It also recommends to the Board and monitors the level and structure of remuneration for Senior Executive Management and other key personnel. Its terms of reference include:

- Recommending appointments to the Board and the Executive Committee
- Reviewing corporate governance arrangements and making appropriate recommendations to the Board of Directors
- Monitoring the composition of the Board of Directors to ensure that a broad set of skills and experience are represented and that there is a strong independent element on the Board
- Agreeing targets for appropriate diversity on the Board
- Ensuring that Directors have sufficient time to perform their duties effectively
- Ensuring that there are adequate resources for the induction and training of members of the Board
- In performing its duties, and to the extent possible, taking account of the need to ensure that the Board's decision-making is not dominated by any one individual or small group of individuals
- Overseeing the annual performance evaluation of the Board and its sub-committees, including annual assessment of the effectiveness of the Chair and individual Executive and Non-Executive Directors
- Reviewing the Nomination process in relation to the appointment of senior management and making recommendations to the Board, where necessary

The Committee is chaired by Carole Berndt and consists entirely of non-executive members including the Shareholder Representatives, Pradip Dhamecha and Bal Sohal.

Amongst the matters considered in 2021 were the Staff Engagement Survey results, Exco LTIP awards, Remuneration Policy update, Gender Pay Gap Report, Board Evaluation Results, Board Diversity Policy, Culture Dashboard, changes to the Corporate Governance Policy, SMF appointments and Board Appointments.

Board Credit Committee

The Board Credit Committee is responsible for considering any policy exceptions over £10m in total connection exposure and approval of any lending proposals that are outside of the Bank's Risk Appetite Statement. The committee meets as required.

Executive Committees

At Executive level, risks are overseen and managed by a number of committees.

The main risk is credit risk, which is the risk that customers will be unable to repay their borrowings and will fail to perform under their contractual commitments. Credit risk is managed through credit policies, credit approval procedures and controls and analysis in relation to quality, sector and geographical area. The risk is monitored at executive level by the Executive Committee, which meets monthly.

Capital, liquidity, cash flow and market risks are monitored at executive level by the Asset & Liability Committee, which meets monthly.

Systems risk, including risk relating to IT security, is monitored by the Executive Committee and by specialist sub-committees reporting into the Executive Committee.

The People Committee, which meets at least quarterly, monitors resources risk in terms of our people and succession planning.

The Executive Conduct and Risk Committee's responsibility includes managing all risks, aligning risk tolerance to risk appetite, and monitoring exposures to risk limits.

More information on risk management is set out in note 31 of the financial statements.

Directors' Report

The Directors present their report and financial statements for the year ended 31 December 2021.

Principal activities

The principal activity of the Bank is the provision of banking services to business and personal customers.

Financial results

The results of the Bank for the year ended 31 December 2021 are set out in the income statement on page 64, showing profit after tax of £24,929k (2020: £20,828k). The Directors endorse the information and views set out in the Chairman's statement, the Chief Executive Officer's review and the Strategic Report.

Going concern

In preparing the Going Concern statement, we took into account all information of which we were aware about the future, which was at least, but not limited to, 12 months from the date that the financial statements were signed. Consideration was given to the following: capital requirements, liquidity, profitability, business continuity and reliance on outsourced suppliers, the emerging situation in Russia and Ukraine and the continuing impact of Covid. The Directors are satisfied that the Bank is able to meet its working capital liabilities through the normal cyclical nature of receipts and payments.

Due to their current financial position, Cynergy Bank Limited has committed to support its subsidiaries Cynergy Business Finance Limited and Cynergy Connect Technologies Limited for at least, but not limited to, 12 months from the date that the financial statements were signed.

The Directors are satisfied that the capital and liquidity positions of the Bank more than meet regulatory requirements and are adequate for the foreseeable future.

A statement of responsibilities of the Directors in relation to the financial statements is shown on page 53.

Capital

The Bank has complied in full with all its externally imposed capital requirements over the period reported.

Liquidity

The Bank manages liquidity with an internal methodology which fully meets and exceeds the regulatory Liquidity Coverage Ratio (LCR) measure. A review of the assumptions underpinning liquidity reporting, and in particular the treatment of internet-based deposits, was completed in early 2022 which will result in a future reduction in LCR. During 2021 the Bank fully met all its regulatory liquidity requirements including the LCR and Net Stable Funding Ratio (NSFR).

Dividends

The Bank did not pay a dividend in 2021 (2020: £nil).

Future developments

Following the adoption of a new strategic plan in 2019 the Board reviewed and updated the plan in July 2021 taking the plan to 2025 with an emphasis on building out the human digital banking platform with its strategic partners such that in 2022 we should see the first phase of that project delivered for the benefit of customers.

Directors' Report

Events after the reporting period

In March 2022, the Bank issued 6,000,000 ordinary shares at their par value of £1 each to its parent company, with a total consideration of £6,000,000.

In late February 2022 Russia invaded Ukraine resulting in sanctions being introduced on certain Russian banks, industries and individuals. This has resulted in a dislocation in supply chains, particularly for products such as precious metals, and a significant increase in the price of oil.

We recognise that this will have an impact on the economic recovery in the UK.

We were already seeing inflationary pressures in the UK, and this will be exacerbated by the situation in Russia. Although the Bank has minimal exposure, directly or indirectly, to Russian banks, corporates or individuals the increased rate of inflation will impact on our customer base from the higher cost of living and likely lead to a shift in spending patterns and add pressure on savings. Depending on the depth and duration of sanctions imposed this could lead to increased loan defaults and an outflow of deposits. At the present time, there has been no discernible impact on the Bank. The Board will continue to monitor the situation closely and take action to mitigate any adverse impacts on the Bank, as appropriate. At this stage it is too early to quantify reliably any financial impact.

There are no other events after the reporting period that require disclosure in these financial statements.

Human resources

The Bank employed an average of 224 permanent employees during 2021. (2020: 235). During the year, the Bank invested £198,238 (2020: £55,590) in staff development.

Board of Directors

Full details of the Board of Directors are shown on pages 44 and 45.

Directors and their interests

Other than the two Directors who are also Directors of the parent company and whose interests are disclosed in that company's financial statements, no Director has had any beneficial interest in the share capital of the Bank or any subsidiary company at any time during the year. No option to purchase shares in the Bank has been granted to any Director.

Disclosure of information to the auditors

So far as each person who was a Director at the date of this report is aware, there is no relevant audit information, being information needed by the auditors in connection with preparing its report, of which the auditors are unaware. Having made enquiries of fellow Directors and the Bank's auditors, each Director has taken all the steps that they are obliged to take as a Director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Auditors

PricewaterhouseCoopers LLP continue as auditors of the Bank. The Bank is a private limited company and under the Companies Act 2006 is not required to appoint auditors annually.

Subsidiaries

Cynergy Bank Limited is the immediate owner of 100% of the £100 ordinary shares of a UK company, Cynergy Connect Technologies Ltd, incorporated on 30 July 2020 in England and Wales, company number 12779777, registered office 27-31 Charlotte Street, London, W1T 1RP. The company is not yet trading.
The Bank is also the immediate owner of 87.5% of the £1,000 ordinary shares of a UK company, Cynergy

Directors' Report

Business Finance Limited, incorporated on 8 April 2021 in England and Wales, company number 13322121, registered office 27-31 Charlotte Street, London, W1T 1RP. The company commenced trading on 13th December 2021 and its results are consolidated within these financial statements.

Charitable donations

During 2021 the Bank made charitable donations totalling £11,088 (2020: £8,957).

Political donations

During 2021 the Bank did not make any political donations (2020: £nil).

Third party indemnity provisions for the benefit of Directors

The Bank has taken out Directors' and Officers' liability insurance which has been in place for the period under review.

On behalf of the Board



Paul Jordan
Company Secretary
5th April 2022

Directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and the company financial statements in accordance with UK-adopted international accounting standards.

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the group's and company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's and company's auditors are aware of that information.

Corporate information

Directors

Directors who held office during the period of this report are listed below.

Euan Hamilton[2, 3, 5] – *Chairman* (appointed as Chairman July 2021)
Philip Nunnerley - *Chairman* (retired from the Board July 2021)
Nick Fahy[4, 5] – *Chief Executive Officer, Executive Director*
Kim Rebecchi[1, 2, 3, 5] – *Senior Independent Non-Executive Director and Chair of the Risk Committee*
Francesca Hampton[4, 5] – *Chief Financial Officer, Executive Director*
Pradip Dhamecha[3], OBE – *Non-Executive Director*
Balbinder Sohal[3] – *Non-Executive Director*
Michael Newman[1, 2] – Independent Non-Executive Director and Chair of the Audit Committee
Carole Berndt[1, 3] – Independent Non-Executive Director and Chair of the Remuneration, Nominations and Corporate Governance Committee
Peter Oliver[2] – Independent Non-Executive Director (appointed 1 September 2021)

Other senior executives

David Clive Gavin[4] – *Interim Chief Risk Officer*
Michael Rennie[4] – *Chief Operating Officer*
Ravi Sidhoo[4] – *Managing Director, Banking Distribution*
Bernadette Smith[4] – *Compliance Director*
Ted Winterton[4] – *Managing Director, Cynergy Business Finance*

[1] Member of the Audit Committee
[2] Member of the Risk Committee
[3] Member of the Remuneration, Nominations and Corporate Governance Committee
[4] Member of the Executive Committee
[5] Member of the Board Credit Committee

Company secretary

Paul Jordan

Independent auditors

PricewaterhouseCoopers LLP
7 More London Riverside
London SE1 2RT

Registered office

27-31 Charlotte Street, London W1T 1RP

Locations

Central London
27-31 Charlotte Street, London W1T 1RP

North London
PO Box 17484, 87 Chase Side, London N14 5WH

Redhill
Floor 6 Kingsgate, 62 High Street, Redhill RH1 1SH

Birmingham
112 Colmore Row, Birmingham B3 3AG

North
3 Hardman Square, Spinningfields, Manchester M3 3EB

Scotland
Inigo Business Centre, Forth House, 2nd floor, 28 Rutland Square, Edinburgh EH1 2BW

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www.cynergybank.co.uk

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Cynergy Bank

Independent auditors' report to the members of Cynergy Bank Limited

Report on the audit of the financial statements

Opinion

In our opinion, Cynergy Bank Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2021 and of the group's and company's profit and the group's and company's cash flows for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the statement of financial position as at 31 December 2021; the income statement and statement of comprehensive income, the consolidated and company statement of cash flows, and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Our opinion is consistent with our reporting to the Board Audit Committee.

Basis for opinion

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

Independence

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

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC's Ethical Standard were not provided.

Other than those disclosed in note 12 to the financial statements, we have provided no non-audit services to the company or its controlled undertakings in the period under audit.

Our audit approach

Overview

Audit scope

- The scope of our audit and the nature, timing and extent of audit procedures performed were determined by our risk assessment, and other qualitative factors.

Key audit matters

- Recognition of revenue on loans and advances (group and company)
- Expected credit loss allowances for loans and advances to customers (group and company)

Materiality

- Overall group materiality: £2,207,000 (2020: N/A) based on 1.00% of Net assets.
- Overall company materiality: £2,206,000 (2020: £1,953,000) based on 1.00% of Net assets.
- Performance materiality: £1,655,000 (2020: N/A) (group) and £1,654,500 (2020: £1,460,000) (company).

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, 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, and any comments we make on the results of our procedures thereon, 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.

This is not a complete list of all risks identified by our audit.

Our consideration of the impact of Covid-19 in the current year is captured by our key audit matters and it no longer represents an area of increased audit attention in its own right. As a result, the impact of COVID-19, which was a key audit matter last year, is no longer required to be included in the extended audit opinion. Otherwise, the key audit matters below are consistent with last year.

Key audit matter	How our audit addressed the key audit matter
Recognition of revenue on loans and advances (group and company) Refer to the company's accounting policy in note 3.5, and management's significant assumptions and estimates set out in note 4. The primary source of revenue for the group is loan interest income. The group recognises interest income using the effective interest rate method which spreads interest and directly attributable cash flows, the most significant of which relate to loan arrangement fees, over the underlying loans' expected lives. Effective interest rate adjustments are determined separately for each category of loans, based on underlying characteristics of loans, but using the same underlying methodology. Expected life assumptions are applied to each category of loans, and are judgemental, formed using actual experience of redemptions and customer behaviours. While the expected life assumption utilises past customer experience, management judgement is involved in determining the	We have updated our understanding of the end to end lending processes, systems and controls, including those over the effective interest rate ("EIR") adjustments. We also evaluated the design and implementation of the key controls. We performed substantive testing over recorded interest income, and assessed the application of judgement to the treatment of effective interest rate accounting for fees and costs, in doing so: • Assessed the reasonableness of assumptions used by management including the behavioural life of the loans and amortisation profiles; • Performed sensitivity analysis over the expected life assumption used in management's upfront fee model; • Performed analysis of historic behavioural lives and contractual lives to assess the applicability of management's past data to predict customer behaviour moving forward; • Assessed the appropriateness and consistency of the model calculation and corresponding methodology using data analytic tools. We tested key data inputs and assumptions to supporting documentation, and performed sensitivity analyses, to assess whether assumptions used were appropriate.

period of data to be used and if that is sufficiently predictive of future customer behaviour.	Based on the work performed, we found the methodology, judgements and assumptions used to be appropriate and materially compliant with the requirements of IFRS 9.
Expected credit loss allowances for loans and advances to customers (parent) Refer to the company's accounting policy in note 3.11, and management's significant assumptions and estimates set out in note 4. The allowance represents management's best estimate of expected credit loss ("ECL") at the balance sheet date. The determination of allowances is inherently judgemental. Under IFRS 9 management is required to determine ECLs that are expected to occur based on possible default events over a 12 month period or the remaining life of the asset, depending on the categorisation of the individual asset. This categorisation is determined by an assessment of whether there has been a significant increase in credit risk ('SICR') of the borrower since loan origination or whether the borrower is in default. It is also necessary to consider the impact of different future macroeconomic conditions in the determination of ECLs. The company uses a model based approach and records post model adjustments ("PMAs") and overlays where necessary to achieve compliance with the requirements of IFRS 9. The determination of ECLs is complex and a number of significant judgments, which are set out below, are involved in the estimation process. The overall macroeconomic environment remains challenging, given the ongoing impact of COVID-19, inflationary pressures and interest rate rises. As a result uncertainty still remains around the measurement of ECLs. We consider the appropriateness of the model methodologies, including their ability to reflect the impact of COVID-19 through appropriate calibration of existing assumptions, and the following judgements and assumptions used in the determination of the modelled ECL to be significant: • Setting of appropriate thresholds for what represents a SICR; • The determination of forward-looking macroeconomic scenarios and the probability weights applied to ECLs associated with each scenario; • The completeness of and judgements involved in estimating PMAs to address data and model limitations.	We have updated our understanding of the end to end processes, systems and controls, over the measurement of expected credit loss allowance. We also evaluated the design and implementation of the key controls. We identified some instances where monitoring controls were not designed or implemented effectively, and we performed substantive procedures to respond to the relevant risks. We used our credit risk modelling specialists and economics experts to support the audit team in the performance of the following audit procedures. *Significant model assumptions and judgements* We assessed whether the IFRS 9 ECL model methodologies used by management were appropriate, with the assistance of our credit risk modelling specialists and our industry knowledge. This included an evaluation of the model methodology to appropriately reflect the impact of the COVID-19 pandemic on certain model assumptions, as well as the criteria set by management for determining whether there had been a SICR. When evaluating the SICR criteria, we also considered the treatment of borrowers granted payment concessions in the period. We independently recalculated critical model components and re-performed the calculation of modelled ECL using management's data. We assessed whether the ECL calculations were consistent with the approved model methodologies. We independently performed key aspects of model monitoring relating to the accuracy and stability over time of key metrics such as PD, LGD and EAD. *Forward looking economic scenarios and scenario probability weightings* We critically assessed the reasonableness of the multiple economic scenarios, scenario probability weightings adopted by management and considered external economic data and consensus forecasts and whether management's forecasts appropriately reflected the possible economic consequences of the pandemic, and wider UK economic developments. In particular, we challenged the appropriateness of the downside scenarios. As part of our testing of the scenario probability weightings implemented, we considered the reasonableness of the weights assigned to the outer scenarios and made a comparison to external consensus forecasts, historic events and external scenarios. Similarly, we evaluated the severity of downside scenarios and the loss distribution implied by these scenarios.

During the year, the company experienced significant levels of defaults in its bridging loan sector, giving rise to an increased Stage 3 population requiring individual ECL assessment. ECLs for these loans have been assessed outside of the core ECL model to address the individual circumstances of each of these loans. The assessments require expert judgement and third party valuation support.	*Post model adjustments (PMAs) and overlays* We considered whether management had identified PMAs and overlays where risks were not captured in the modelled loss allowances, and whether appropriate methodologies and assumptions were applied in their calculation to evaluate the appropriateness of each of the PMAs. This includes the introduction of new PMAs to address the new business undertaking, model updates and operational and timing limitations related to forward looking information in an industry sector, and also changes to existing PMAs to address modelling limitations highlighted by the economic conditions caused by the pandemic. *Other areas of testing* For a sample of loans in Stage 3, including those within the bridging loan portfolio, we reperformed the provision calculation, critically assessing significant assumptions including expected future cash flows, discount rates, valuations of collateral held where relevant, and the weightings applied to scenario outcomes. We tested these to corroborating evidence, where relevant. We also evaluated and tested the disclosures in the financial statements. Based on the procedures performed and the evidence obtained, we found management's judgements used in the determination of the ECLs to be reasonable, and the financial statement disclosures to be materially compliant with the requirements of IFRS.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the company, the accounting processes and controls, and the industry in which they operate.

All of the group's activities are based in the UK. The scope of our audit and the nature, timing and extent of audit procedures performed were determined by our risk assessment, and other qualitative factors. We performed audit procedures over all material account balances and financial information of the group and company, with reference to the materiality level set out below.

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

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

	Financial statements - group	Financial statements - company
Overall materiality	£2,207,000 (2020: £N/A).	£2,206,000 (2020: £1,953,000).
How we determined it	1.00% of Net assets	1.00% of Net Assets
Rationale for benchmark applied	The Bank is the most financially significant component of the consolidated group. As such we have applied the same Net assets benchmark used for the purposes of determining the materiality as for the company.	The Bank is a wholly owned subsidiary of Cynergy Capital Limited. The principal users are the shareholders and directors of the parent company who have their equity invested and regulators who would be focussed on the adequacy of capital resources. Other measures such as total assets are not considered more relevant as being a bank, the total assets can be volatile depending on the nature of transactions entered into. In addition, net assets, although a financial accounting measure, is more closely aligned with the regulatory capital. Accordingly, we concluded that net assets is the more relevant measure when assessing the performance of the company, and is an accepted auditing benchmark.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The materiality allocated to the financially significant component for these purposes was £2,096,650.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% (2020: 75%) of overall materiality, amounting to £1,655,000 (2020: N/A) for the group financial statements and £1,654,500 (2020: £1,460,000) for the company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount at the upper end of our normal range was appropriate.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £110,000 (group audit) (2020: N/A) and £110,000 (company audit) (2020: £97,000) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the group's and the company's ability to continue to adopt the going concern basis of accounting included:

- Performing our own risk assessment to identify factors that could impact the going concern basis of accounting, including the current and forecast financial performance, regulatory metrics, geopolitical events, and the sector in which the group operates;
- Consideration of the group and company's regulatory capital and liquidity positions and forecasts thereof, regulatory correspondence and reports provided to Board Risk Committee;
- Evaluation of the results of stress testing performed by management;
- Evaluation of the liquidity facilities available to the company, for example from the Bank of England; and
- Reviewing the appropriateness of the disclosures in the Annual Report.

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

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

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

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

Reporting on other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

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

Strategic report and Director's report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Director's report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Director's report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Director's Responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of banking laws and regulations such as, but not limited to, regulations relating to consumer credit and unethical or prohibited business practices, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting of inappropriate journal entries and management bias through judgements and assumptions in significant accounting estimates, in order to manipulate the financial information and position of the group. Audit procedures performed by the engagement team included:

- Enquiries of the Board Audit Committee, Internal Legal Counsel, Chief Compliance Officer, Internal Audit and key members of the executive management team, to determine whether there are any instances of known or suspected fraud;
- Testing performed around the identification of undisclosed related party transactions, including testing related entities and family members against the loan and deposits and expenses listings at year end to obtain comfort over the completeness of the provided related parties listings;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to the expected credit loss allowance for loans and advances to customers, and revenue recognition from the effective interest rate adjustments (see related key audit matters above);
- Identifying and testing journal entries based on risk-based criteria, in particular any journal entries posted by senior management and journals whose description indicate a higher level of risk; and
- Incorporating unpredictability into the nature, timing and/or extent of our testing.

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

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

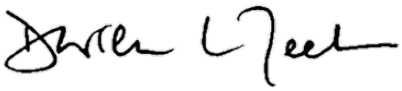
Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Appointment

Following the recommendation of the Audit Committee, we were appointed by the directors on 5 July 2019 to audit the financial statements for the year ended 31 December 2019 and subsequent financial periods. The period of total uninterrupted engagement is 3 years, covering the years ended 31 December 2019 to 31 December 2021.



Darren Meek (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
5 April 2022

Income statement and statement of comprehensive income

Year ended 31 December 2021	Notes	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Interest income calculated using the effective interest method	5	**105,716**	**105,556**	103,143	103,143
Other interest and similar (expense) / income	5	**(187)**	**(187)**	729	729
Interest expense using the effective interest rate method	6	**(18,356)**	**(18,356)**	(26,915)	(26,915)
Net interest income		**87,173**	**87,013**	76,957	76,957
Fee and commission income	7	**1,193**	**1,191**	1,814	1,814
Foreign exchange gains / (losses)	8	**1,853**	**1,852**	(1,626)	(1,626)
Fair value (loss) / gain on derivative instruments	9	**(2,190)**	**(2,190)**	1,180	1,180
Total operating income		**88,029**	**87,866**	78,325	78,325
Staff costs	10	**(28,874)**	**(27,720)**	(23,715)	(23,715)
Depreciation, amortisation and impairment	11	**(3,447)**	**(3,443)**	(4,446)	(4,446)
Other operating expenses	12	**(19,912)**	**(19,782)**	(18,162)	(18,162)
Total operating expense		**(52,233)**	**(50,945)**	(46,323)	(46,323)
Profit before credit loss expense on financial assets		**35,796**	**36,921**	32,002	32,002
Credit loss expense on financial assets	13	**(5,396)**	**(5,333)**	(4,986)	(4,986)
Profit before tax		**30,400**	**31,588**	27,016	27,016
Income tax expense	14	**(5,471)**	**(5,701)**	(6,188)	(6,188)
Profit after tax		**24,929**	**25,887**	20,828	20,828
Profit attributable to:					
Owners of the company		**25,078**	**-**	-	-
Non-controlling interest		**(149)**	**-**	-	-
Profit after tax		**24,929**	**25,887**	20,828	20,828
Other comprehensive income		**-**	**-**	(691)	(691)
Other comprehensive income not to be reclassified to profit or loss:					
Revaluation of own properties		**-**	**-**	(1,227)	(1,227)
Income tax relating to own properties		**-**	**-**	536	536
Other comprehensive income for the year, net of tax		**-**	**-**	(691)	(691)
Total comprehensive profit for the period attributable to the equity holders		**24,929**	**25,887**	20,137	20,137

The notes on pages 69 to 149 form an integral part of these financial statements.

In 2021 new subsidiaries are consolidated at Cynergy Bank Limited level, which were not present in the prior year comparisons.

Statement of financial position

As at 31 December 2021	Notes	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Assets					
Cash and balances with central banks	15	**324,982**	**324,982**	246,256	246,256
Placements with banks	15	**54,529**	**48,273**	44,784	44,784
Loans and advances to customers	17	**2,949,578**	**2,941,984**	2,613,962	2,613,962
Other assets	18	**11,501**	**11,270**	4,886	4,886
Derivative assets		**54**	**54**	31	31
Investment in securities	19	**137,782**	**137,782**	-	-
Intangible assets	20	**26,513**	**26,280**	19,712	19,712
Intercompany receivable		**-**	**14,541**	-	-
Right of use assets	21	**220**	**220**	242	242
Property and equipment	22	**12,875**	**12,840**	13,573	13,573
Investment in subsidiary	32	**-**	**1**	-	-
Total assets		**3,518,034**	**3,518,227**	2,943,446	2,943,446
Liabilities					
Customer deposits	23	**2,832,564**	**2,832,564**	2,352,241	2,352,241
Bank deposits	24	**400,125**	**400,125**	340,130	340,130
Provision for customer redress	25	**261**	**261**	132	132
Lease liabilities	21	**278**	**278**	261	261
Other liabilities	26	**33,793**	**32,998**	24,378	24,378
Derivative liabilities		**429**	**429**	772	772
Intercompany payable		**-**	**30**	-	-
Subordinated loan	27	**29,868**	**29,868**	29,744	29,744
Total liabilities		**3,297,318**	**3,296,553**	2,747,659	2,747,659
Equity					
Share capital	28	**155,000**	**155,000**	155,000	155,000
Revaluation reserve		**1,674**	**1,674**	1,674	1,674
Accumulated profits		**64,191**	**65,000**	39,113	39,113
Equity attributable to owners of the Company		**220,865**	**221,674**	195,787	195,787
Non-controlling interest		**(149)**	**-**	-	-
Total equity		**220,716**	**221,674**	195,787	195,787
Total liabilities and equity		**3,518,034**	**3,518,227**	2,943,446	2,943,446

The notes on pages 69 to 149 form an integral part of these financial statements.

These financial statements were approved by the Board of Directors on 5th April 2022 and were signed on its behalf by:



Nick Fahy
Chief Executive Officer
Company number 04728421

Statement of changes in equity

Consolidated
For the year ended 31 December 2021

	2021					
	Share capital £000	Revaluation reserve* £000	Accumulated profits £000	Total attributable to owners of the Company	Non-controlling interests £000	Total £000
1 January	**155,000**	**1,674**	**39,113**	**195,787**	**-**	**195,787**
Profit for the year after tax	-	-	**25,078**	**25,078**	**(149)**	**24,929**
Other comprehensive income	-	-	-	-	-	-
Issue of share capital	-	-	-	-	-	-
31 December	**155,000**	**1,674**	**64,191**	**220,865**	**(149)**	**220,716**

Company
For the year ended 31 December 2021

	2021			
	Share capital £000	Revaluation reserve* £000	Accumulated profits £000	Total £000
1 January	**155,000**	**1,674**	**39,113**	**195,787**
Profit / (loss) for the year after tax	-	-	**25,887**	**25,887**
Other comprehensive income	-	-	-	-
Issue of share capital	-	-	-	-
31 December	**155,000**	**1,674**	**65,000**	**221,674**

Consolidated and Company
For the year ended 31 December 2020

	2020			
	Share capital £000	Revaluation reserve* £000	Accumulated profits £000	Total £000
1 January	146,000	2,435	18,215	166,650
Profit for the year after tax	-	-	20,828	20,828
Other comprehensive income	-	(761)	70	(691)
Issue of share capital (note 27)	9,000	-	-	9,000
31 December	155,000	1,674	39,113	195,787

*Property revaluation reserve

The notes on pages 69 to 149 form an integral part of these financial statements.

Consolidated and Company statement of cash flows

For the year ended 31 December 2021	Notes	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Operating activities					
Profit / (loss) before tax		**30,400**	**31,588**	27,016	27,016
Adjustments for:					
Allowance for expected credit losses on financial assets	13	**5,396**	**5,333**	4,986	4,986
Depreciation of property and equipment	11	**1,018**	**1,014**	1,301	1,301
Amortisation of intangible assets	11	**2,429**	**2,429**	3,070	3,070
Impairment of fixed and intangible assets	20, 22	**-**	**-**	77	77
Gain on disposal of property	22	**-**	**-**	(30)	(30)
Dissolution of subsidiary	32	**-**	**-**	10	10
Lease interest	21	**29**	**29**	18	18
Interest on subordinated loan	27	**2,400**	**2,400**	2,406	2,406
Interest on asset backed securities	19	**(76)**	**(76)**	-	-
Amortisation of issuance costs relating to subordinated loan	27	**125**	**125**	115	115
Tax paid	14	**(6,409)**	**(6,409)**	(5,255)	(5,255)
Foreign exchange and fair value losses / (gains) on derivative instruments	8, 9	**68**	**68**	446	446
Changes in operating assets					
Increase in mandatory deposits with central bank	15	**(1,491)**	**(1,491)**	(1,969)	(1,969)
Increase in loans and advances to customers	17	**(341,012)**	**(333,355)**	(354,567)	(354,567)
Increase in intercompany receivable		**-**	**(14,541)**	-	-
(Increase) / decrease in other assets	18	**(225)**	**6**	1,647	1,647
(Increase) / decrease in derivative assets	16	**(23)**	**(23)**	451	451
Increase in accrued income and prepaid expenses	18	**(6,391)**	**(6,391)**	(744)	(744)
Changes in operating liabilities					
Increase in customer deposits	24	**540,317**	**540,317**	439,631	439,631
Increase in intercompany payable		**-**	**30**	-	-
(Decrease) / increase in derivative liabilities	16	**(344)**	**(344)**	99	99
Increase in accrued expenses	26	**8,305**	**7,574**	3,329	3,329
Decrease in other liabilities and provision for customer redress	26	**(213)**	**(508)**	(4,128)	(4,128)
Net cash flow generated from operating activities		**234,303**	**227,775**	117,909	117,909

Statement of cash flows – continued

For the year ended 31 December 2021	Notes	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Investing activities					
Purchase of property and equipment	22	**(72)**	**(32)**	(230)	(230)
Purchase of intangible assets	20	**(9,230)**	**(8,997)**	(12,992)	(12,992)
Purchase of asset backed securities	19	**(137,782)**	**(137,782)**	-	-
Investment in subsidiary, net of cash acquired	32	**-**	**(1)**	-	-
Proceeds of sale of property	22	**-**	**-**	531	531
Net cash flow used in investing activities		**(147,084)**	**(146,812)**	(12,691)	(12,691)
Financing activities					
Proceeds from issuance of new share capital	28	**-**	**-**	9,000	9,000
Capital repayment from finance lease obligations	21	**(238)**	**(238)**	(166)	(166)
Net cash flow (used in) / generated from financing activities		**(238)**	**(238)**	8,834	8,834
Net increase in cash and cash equivalents for the year		**86,981**	**80,725**	114,052	114,052
Cash and cash equivalents (see note 15)					
1 January 2021		**285,307**	**285,307**	171,255	171,255
Net increase in cash and cash equivalents for the year		**86,981**	**80,725**	114,052	114,052
31 December 2021		**372,288**	**366,032**	285,307	285,307
Operational cash flows from interest					
Interest paid		**15,647**	**15,647**	24,391	24,391
Interest received		**102,481**	**102,481**	95,417	95,417

Refer to notes 15 and 26 for disclosures of cash and cash equivalents and changes in liabilities arising from financing activities respectively. The notes on pages 69 to 149 form an integral part of these financial statements.

Notes to the financial statements

1 Corporate information

Cynergy Bank Limited registered in England and Wales under company number 04728421, with registered office 27-31 Charlotte Street, London W1T 1RP, is authorised by the Prudential Regulation Authority (PRA) and regulated by the Financial Conduct Authority (FCA) and the PRA. Together with its subsidiaries, Cynergy Bank Limited is referred to as 'the Bank' in these financial statements.

The Bank is wholly owned by Cynergy Capital Ltd, (the Parent), in which the financial statements of the Bank are consolidated. The Parent is incorporated in England and Wales and its consolidated financial statements may be obtained from www.gov.uk/government/organisations/companies-house.

The Bank is the immediate owner of 100% of the £100 ordinary shares of a UK company, Cynergy Connect Technologies Ltd, incorporated on 30 July 2020 in England and Wales, company number 12779777, registered office 27-31 Charlotte Street, London, W1T 1RP. The company is not yet trading. The Bank is also the immediate owner of 87.5% of the £1,000 ordinary shares of a UK company, Cynergy Business Finance Limited, incorporated on 8 April 2021 in England and Wales, company number 13322121, registered office 27-31 Charlotte Street, London, W1T 1RP. The company commenced trading on 13th December 2021. Both subsidiaries are consolidated within these financial statements. The accounting policies used by the Bank that are relevant to an understanding of the financial statements are stated in note 3.

2 Basis of preparation

These consolidated and company financial statements, including the accounting policies, are prepared on a going concern basis and in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006. They have been prepared on a historical cost basis, except for land and buildings classified as property, share based transaction liabilities and derivative financial instruments that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged items in fair value hedges, and otherwise carried at cost, are adjusted to record changes in fair value attributable to the risks that are being hedged. This document contains some statements that refer to forward looking expectations and aspirations of Cynergy Bank, its strategy, and business model. The UK and global business environment has continued to be significantly impacted by Covid during 2021. This uncertainty is likely to continue into 2022, albeit to a lesser extent, alongside any additional challenges arising from the United Kingdom's exit from the European Union.

In preparing the Going Concern statement, we took into account all information of which we were aware about the future, which was at least, but not limited to, 12 months from the date that the financial statements were signed. Consideration was given to the following: capital requirements, liquidity, profitability, business continuity and reliance on outsourced suppliers, the emerging situation in Russia and Ukraine and the continuing impact of Covid. The Directors are satisfied that the Bank is able to meet its working capital liabilities through the normal cyclical nature of receipts and payments. Due to their current financial position, Cynergy Bank Limited has committed to support its subsidiaries Cynergy Business Finance Limited and Cynergy Connect Technologies Limited for at least, but not limited to, 12 months from the date that the financial statements were signed. The Directors are satisfied that the capital and liquidity positions of the Bank more than meet regulatory requirements and are adequate for the foreseeable future.

Statement of compliance

The consolidated financial statements have been prepared in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006.

Presentation of financial statements

The financial statements are presented in sterling, which is the Bank's functional and presentational currency. All values are rounded to the nearest thousand, except where otherwise indicated.

The Bank presents its balance sheet broadly in order of decreasing liquidity. An analysis regarding expected recovery or settlement of financial assets and liabilities within twelve months after the balance sheet date and more than twelve months after the balance sheet date is presented in note 31.

Financial assets and financial liabilities are offset, and the net amount reported in the balance sheet, only when there is a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis and to realise the assets and settle the liability simultaneously. Income and expenses are not offset in the income statement unless required or permitted by an accounting standard or interpretation, and as specifically disclosed in the accounting policies of the Bank.

Foreign currency translation

Transactions in foreign currencies are recorded using the functional currency rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the reporting currency rate of exchange ruling at the balance sheet date. All differences are taken to 'Foreign exchange gains' in the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income (OCI) or profit or loss are also recognised in OCI or profit or loss, respectively).

3 Accounting policies

3.1 Accounting standards and interpretations adopted during the period

Interest Rate Benchmark Reform (IBOR reform) Phase 2 amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

Phase 2 of the International Accounting Standards Board's (IASB) IBOR project (published in August 2020) addresses the wider accounting issues arising from the IBOR reform. Amendments are effective for annual reporting periods beginning on or after 1 January 2021 with early application permitted.

Ahead of the cessation of LIBOR in December 2021 the Bank moved away from LIBOR referenced lending, choosing the Bank of England base rate as its alternative risk free reference rate. Significant work has been completed in adapting systems, methodologies and processes to meet the requirements of the new risk-free rate, with all new lending on this basis from November 2020.

The Bank has taken a consensual approach to changing the contractual terms we have with our customers by providing customers with the information they need to be able to make an informed decision on the matter.

All impacted customers have been contacted to make them aware of the cessation of LIBOR and the Bank's chosen replacement risk free rate, and to obtain written agreement that customers are happy to transition. Only when consent is received, have we transitioned customers from LIBOR to the Bank of England base rate.

Statements in *italics* are unaudited

The customer outreach is still underway and as at the year end the Bank has transitioned 91% of LIBOR linked debt (81% of customers), this equates to a response rate of 79%. We currently have 415 facilities who have yet to accept the transition, which equates to £180m of debt. We will continue to contact these customers in line with our customer contact strategy.

Where customers have not accepted the revised contractual terms, they have been handled in line with our legacy strategy, and have been moved to the synthetic LIBOR rate. We will continue to transition customers beyond the end of 2021 when they confirm acceptance of the revised contractual terms.

The only exposure is to LIBOR and the majority of the exposure has now been transitioned to Bank of England base rate. The Bank has adopted the practical expedient allowing for any minor amendments to be absorbed within an updated effective interest rate on all modified contracts.

There were no other new standards or interpretations relevant to the Bank's operations which were adopted during the period. The Bank has not early adopted any other standard, interpretation or amendment that has been issued but is not effective.

3.2 New accounting standards and interpretations issued by the IASB but not yet adopted

There have been no new standards or interpretations issued, but not yet adopted, that are mandatory for accounting periods beginning on or after 1 January 2022, up to the date of issuance of the Bank's financial statements which are relevant to its operations or are expected to have a material effect on the Bank.

The impact of IFRIC 38 has been considered by the Bank. The Bank has determined that the cloud-based computing software is not a lease under IFRS 16 as the Bank does not hold the right to decide how and when to update or reconfigure the underlying software, or on what hardware platform it should run. Therefore, the cloud-based computing software, as an intangible asset, will fall under the scope of IAS 38 with the capitalisation of the cost of the asset including all directly attributable costs of preparing the software for its intended use.

3.3 Segmental information

The Bank operates in the United Kingdom in one principal activity, namely the provision of banking services to business and personal customers. There is no requirement for Segmental reporting under IFRS 8.

3.4 Revenue recognition

Revenue is recognised when it is probable that economic benefits will flow to the Bank and the revenue can be reliably measured.

Net interest income

Under IFRS 9, interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost and financial instruments designated at fair value through profit or loss (FVPL). Interest income on interest bearing financial assets measured at fair value through other comprehensive income (FVOCI) under IFRS 9, is also recorded by using the EIR method. Interest expense is recorded on financial liabilities measured at amortised cost using the EIR method. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

Fee and commission income integral to the effective interest rate

Fees that the Bank considers to be an integral part of the corresponding financial instruments include: loan origination fees, invoice discounting service fees and early redemption fees. The recognition of these fees (together with any incremental costs) forms an integral part of the corresponding financial instruments and where material, is recognised as interest income through an adjustment to the EIR.

Statements in *italics* are unaudited

Banking fees and commissions

Revenue from banking fees and commissions as well as invoice discounting related fees such as for the monitoring of the associated sales ledger is measured based on the consideration specified in the contract with the customer and excludes amounts collected on behalf of third parties. The Bank recognises revenue when it has met its performance obligations.

The nature, timing of satisfaction of performance obligations and significant payment terms of products and services are set out in the below table:

Nature of good or service	Timing of Recognition	Timing of billing & payment	Geographical region
Service fees for current accounts	Monthly	Quarterly	UK
Service fees for Debit / Credit cards	At point of delivery	At point of delivery	UK
Services fees for handling payments	At point of delivery	At point of delivery	UK
Service fees for credit Administration	At point of delivery	At point of delivery	UK
Invoice discounting fees for audit and monitoring	At point of delivery	At point of delivery	UK

3.5 Effective interest rate

The EIR is calculated after considering all contractual terms excluding expected credit losses. Interest income is calculated by applying the EIR to the gross carrying amount of financial assets, except for financial assets that have subsequently become credit-impaired (or 'Stage 3'), for which interest revenue is calculated by applying the effective interest rate to their amortised cost (i.e. net of the ECL allowance).

3.6 Provisions

Provisions are recognised when the Bank has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Bank determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the income statement net of any reimbursement in other operating expenses. Detailed disclosures are provided in note 25.

3.7 Taxation

Taxation on income is provided in accordance with fiscal regulations and is recognised as an expense in the period in which the income arises. Deferred tax is provided using the liability method.

Deferred tax liabilities are recognised for all taxable temporary differences between the tax basis of assets and liabilities and their carrying amounts at the balance sheet date which will give rise to taxable amounts in future periods.

Deferred tax assets are recognised for all deductible temporary differences and carry-forward of unutilised tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry-forward of unutilised tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to utilise all or part of the deductible temporary differences or tax losses.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Current tax and deferred tax relating to items recognised directly in equity are also recognised in equity and not in the statement of comprehensive income.

3.8 Financial instruments – initial recognition

Date of recognition

Financial assets and liabilities, with the exception of loans and advances to customers, trade and other receivables and balances due to customers, are initially recognised on the trade date, i.e. the date that the Bank becomes a party to the contractual provisions of the instrument. This includes regular way trades: purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place. Loans and advances to customers and trade and other receivables are recognised when funds are transferred to customers' accounts. The Bank recognises balances due to customers when funds are transferred to the Bank.

Initial measurement of financial instruments

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments. Financial instruments are initially measured at their fair value, except in the case of financial assets and financial liabilities recorded at FVPL, transaction costs are added to, or subtracted from, this amount. Trade receivables are measured at fair value. When the fair value of financial instruments at initial recognition differs from the transaction price, the Bank accounts for the day one profit or loss, as described below.

Measurement categories of financial assets and liabilities

The Bank classifies its financial assets at inception into three measurement categories; amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVPL):

- Amortised Cost: Assets that are held for the collection of contractual cash flows, where those cash flows represent solely payments of principal and interest ('SPPI') and that are not designated at FVPL, are measured at amortised cost. The carrying amount of these assets is adjusted by an expected credit loss allowance recognised and measured as described in 3.11. Interest income from these financial assets is included in 'Interest income' using the effective interest method.
- Fair value through other comprehensive income (FVOCI): Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent SPPI, and that are not designated at FVPL, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses on instruments' amortised cost which are recognised in the profit or loss. When a financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.
- Fair value through profit or loss (FVPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented in the profit or loss statement within 'Total operating income' in the period in which it arises, unless it arises from debt instruments that were designated at fair value or which are not held-for-trading, in which case they would be presented separately in 'Net Investment Income'.

The Bank classifies and measures its derivative portfolio at FVPL. The Bank may designate financial instruments at FVPL, if so doing eliminates or significantly reduces measurement or recognition inconsistencies.

Financial liabilities, other than loan commitments and financial guarantees, are measured at amortised cost or at FVPL when they are held-for-trading and derivative instruments or the fair value designation is applied.

The Bank has elected not to apply hedge accounting.

3.9 Financial assets and liabilities

Cash and balances with central banks, Placements with banks, Placements with/by related entities and Loans and advances to customers

The Bank only measures Cash and balances with central banks, Placements with banks, Placements with / by related entities and Loans and advances to customers at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below.

i) Business model assessment

The business model assessment is performed having regard to the following considerations:

- The performance of the business model and the assets held on the Bank's balance sheet are tightly evaluated at origination and undergo a structured review cycle and monitoring. They are reported to the Bank's key management personnel through the appropriate committee and escalation framework to ensure that early intervention can be taken where necessary;
- Aligned to the Bank's defined risk appetite lending risk is a core risk and the Board defines core risk appetite thresholds which must be reported on a monthly basis for its oversight;
- At an operational level the risk appetite metrics are supported by a more comprehensive suite of working level key risk indicators, which report on the broader performance of the Bank's portfolio providing trend analysis and book segmentation to identify and consequently manage emerging risks;
- The Bank ensures that its personnel are compensated in a manner that does not promote poor practice or unfair customer outcomes;
- The expected frequency, value and timing of sales are also important aspects of the Bank's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that differs from the Bank's original expectations, the Bank does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets as part of its forward business model.

ii) The SPPI test

As a second step of its classification process the Bank assesses the contractual terms of financial assets to identify whether they meet the SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium / discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Bank applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set. In contrast, contractual terms that introduce a more than '*de minimis*' exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases the financial asset is required to be measured at FVPL.

Trade and other receivables at amortised cost

Trade and other receivables are recognised when cash is advanced to a borrower and are derecognsied when either the borrower repays its obligations, or the receivables are sold or written off, or substantially all the risks and rewards of ownership are transferred. They are initially recorded at fair value plus any directly attributable transactions costs and are subsequently measured at amortised cost less impairment allowances.

Customer deposits and subordinated loan at amortised cost

Customer deposits and subordinated liabilities are the Bank's sources of debt funding. They comprise deposits from retail customers and collateralised loan advances from the BoE under the ILTR and TSFME scheme, and a subordinated loan. These financial liabilities are initially measured at fair value less direct transaction costs, and subsequently held at amortised cost using the EIR method.

Derivatives recorded at fair value through profit or loss

A derivative is a financial instrument or other contract with all three of the following characteristics:

- Its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables, provided that, in the case of a non-financial variable, it is not specific to a party to the contract (i.e., the 'underlying');
- It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts expected to have a similar response to changes in market factors;
- It is settled at a future date.

The Bank enters into derivative transactions with one counterparty. These include interest rate swaps, futures and forward foreign exchange contracts. Derivatives are recorded at fair value and carried as assets when their fair value is positive and as liabilities when their fair value is negative. Fully collateralised derivatives that are settled net in cash on a regular basis through HSBC UK Bank PLC are recognised to the extent of the overnight outstanding balance. The notional amount and fair value of such derivatives are disclosed separately in note 16. Changes in the fair value of derivatives are included in 'Total operating income'.

Embedded derivatives

An embedded derivative is a component of a hybrid instrument that also includes a non-derivative host contract with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variables, provided that, in the case of a non-financial variable, it is not specific to a party to the contract. A derivative that is attached to a financial instrument, but is contractually transferable independently of that instrument, or has a different counterparty from that instrument, is not an embedded derivative, but a separate financial instrument.

Under IFRS 9, the Bank accounts in this way for derivatives embedded in financial liabilities and non-financial host contracts. Financial assets are classified based on the business model and SPPI assessments. Embedded derivatives are not separated from financial assets.

Financial assets or financial liabilities held-for-trading

The Bank classifies financial assets or financial liabilities as held-for-trading when they have been purchased or issued primarily for short-term profit making through trading activities or form part of a portfolio of financial instruments that are managed together, for which there is evidence of a recent

pattern of short-term profit taking. Held-for-trading assets and liabilities are recorded and measured in the statement of financial position at fair value. Changes in fair value are recognised in 'Total operating income'. Interest and dividend income or expense is recorded in 'Total operating income' according to the terms of the contract, or when the right to payment has been established.

Included in this classification are debt securities, equities, short positions and customer loans that have been acquired principally for the purpose of selling or repurchasing in the near term.

The Bank does not currently have any derivatives used for trading purposes.

Debt instruments at FVOCI

The Bank applies the category under IFRS 9 of debt instruments measured at FVOCI when both of the following conditions are met:

- The instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets;
- The contractual terms of the financial asset meet the SPPI test.

FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and foreign exchange gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. The ECL calculation for debt instruments at FVOCI is explained in note 3.9. Where the Bank holds more than one investment in the same security, they are deemed to be disposed of on a first–in first–out basis. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss.

Equity instruments at FVOCI

Upon initial recognition, the Bank occasionally elects to classify irrevocably some of its equity investments as equity instruments at FVOCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held-for-trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on these equity instruments are never recycled to profit. Dividends are recognised in profit or loss as other operating income when the right of the payment has been established, except when the Bank benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVOCI are not subject to an impairment assessment.

Debt issued and other borrowed funds

After initial measurement, debt issued and other borrowed funds are subsequently measured at amortised cost. Amortised cost is calculated by taking into account any discount or premium on issued funds, and costs that are an integral part of the EIR. A compound financial instrument which contains both a liability and an equity component is separated at the issue date.

When establishing the accounting treatment for financial instruments with equity conversion rights, write-down and call options, the Bank first establishes whether the instrument is a compound instrument and classifies such instrument's components separately as financial liabilities, financial assets, or equity instruments in accordance with IAS 32. Classification of the liability and equity components of a convertible instrument is not revised as a result of a change in the likelihood that a conversion option will be exercised, even when exercising the option may appear to have become economically advantageous to some holders. When allocating the initial carrying amount of a compound financial instrument to the equity and liability components, the equity component is assigned as the residual amount after deducting from the entire fair value of the instrument the amount separately determined for the liability

component. The value of any derivative features (such as a call option) embedded in the compound financial instrument, other than the equity component (such as an equity conversion option), is included in the liability component. Once the Bank has determined the split between equity and liability, it further evaluates whether the liability component has embedded derivatives that must be separately accounted for.

Financial assets and financial liabilities at fair value through profit or loss

Financial assets and financial liabilities in this category are those that are not held-for-trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under IFRS 9. Management only designates an instrument at FVPL upon initial recognition when one of the following criteria are met. Such designation is determined on an instrument-by-instrument basis:

- The designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis;

Or

- The liabilities are part of a group of financial liabilities (or financial assets), which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy;

Or

- The liabilities containing one or more embedded derivatives, unless they do not significantly modify the cash flows that would otherwise be required by the contract, or it is clear with little or no analysis when a similar instrument is first considered that separation of the embedded derivative(s) is prohibited.

Financial assets and financial liabilities at FVPL are recorded in the statement of financial position at fair value. Changes in fair value are recorded in profit and loss with the exception of movements in fair value of liabilities designated at FVPL due to changes in the Bank's own credit risk. Such changes in fair value are recorded in the own credit reserve through OCI and do not get recycled to the profit or loss. Interest earned or incurred on instruments designated at FVPL is accrued in interest income or interest expense, respectively, using the EIR, taking into account any discount / premium and qualifying transaction costs being an integral part of the instrument. Interest earned on assets mandatorily required to be measured at FVPL is recorded using contractual interest rates. Dividend income from equity instruments measured at FVPL is recorded in profit or loss as other operating income when the right to the payment has been established.

Financial guarantees, letters of credit and undrawn loan commitments

The Bank issues financial guarantees, letters of credit and loan commitments. Financial guarantees are initially recognised in the financial statements (within provisions) at fair value, being the premium received. Subsequent to initial recognition, the Bank's liability under each guarantee is measured at the higher of the amount initially recognised less cumulative amortisation recognised in the income statement, or the corresponding ECL provision as set out in note 29. The premium received is recognised in the income statement in net fees and commission income on a straight line basis over the life of the arrangement.

Undrawn loan commitments and letters of credit are commitments under which, over the duration of the commitment, the Bank is required to provide a loan with pre-specified terms to the customer. These contracts are in the scope of the ECL requirements. The nominal contractual value of financial guarantees, letters of credit and undrawn loan commitments, where the loan agreed to be provided is on market terms, are not recorded in the statement of financial position. The nominal values of these instruments together with the corresponding ECLs are disclosed in note 28. The Bank occasionally issues loan commitments at below market interest rates at drawdown. Such commitments are subsequently measured at the higher of the amount of the ECL allowance and the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

3.10 Derecognition of financial assets and liabilities

IFRS 9 contains specific guidance for the accounting when the modification of a financial instrument not measured at FVTPL does not result in derecognition. Under IFRS 9, the Bank will recalculate the gross carrying FVPL of the financial asset (or the amortised cost of the financial liability) by discounting the modified contractual cash flows at the original effective interest rate and recognise any resulting adjustment as a modification gain or loss in profit or loss.

3.11 Impairment of financial assets

The impairment of financial assets under IFRS 9 is based on an expected credit loss (ECL) model. IFRS 9 requires a 12 month (Stage 1) ECL calculation where financial assets have not experienced a significant increase in credit risk since origination; and a lifetime ECL calculation where it has been demonstrated that there has been a significant increase in credit risk (Stage 2). The lifetime ECL calculation is further refined into separate stages depending on whether the financial asset is credit-impaired or not. The area of IFRS 9's impairment criteria where the greatest judgment is required relates to when financial assets display an increase in credit risk since initial recognition and subsequently move from a 12 month ECL calculation (Stage 1) to a non-credit-impaired lifetime ECL calculation (Stage 2).

i) Overview of the ECL principles

The Bank records the allowance for expected credit losses for all loans and other debt financial assets not held at FVPL, including loan commitments, in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment under IFRS 9.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12m ECL) as outlined in note 31. The Bank's policies for determining if there has been a significant increase in credit risk are set out in note 31.

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Based on the above process, the Bank groups its loans into Stage 1, Stage 2 and Stage 3 as described below:

- Stage 1: When loans are first recognised, the Bank recognises an allowance based on 12m ECLs. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.
- Stage 2: When a loan has shown a significant increase in credit risk since origination, the Bank records an allowance for the LTECLs. Stage 2 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 3.
- Stage 3: Loans considered credit-impaired. The Bank records an allowance for the LTECLs.

For financial assets for which the Bank has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a partial derecognition of the financial asset.

ii) The Calculation of ECLs

The Bank calculates ECLs based on four probability-weighted scenarios to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive. The mechanics of the ECL calculations are outlined below and the key elements are, as follows:

- *Probability of Default (PD)*: The *Probability of Default* is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period if the facility has not been previously derecognised and is still in the portfolio.

- *Exposure at Default (EAD)*: The *Exposure at Default* is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments. The EAD is further explained in note 31.
- *Loss Given Default (LGD)*: The *Loss Given Default* is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is further explained in note 31.

When estimating the ECLs, the Bank considers four scenarios: mild upside, baseline, downside and severe downside. Each of these is associated with different PDs, EADs and LGDs, as set out in iii) Use of forward-looking economic information and note 31. When relevant, the assessment of ECLs also incorporates how defaulted loans are expected to be recovered, including the probability that the loans will cure and the value of collateral or the amount that might be received for selling the asset. The maximum period for which the credit losses are determined is the contractual life of a financial instrument.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The mechanics of the ECL method are summarised below:

- Stage 1: When a loan is originated or purchased, ECLs resulting from default events that are possible within the next 12 months are recognised (12m ECL) and a loss allowance is established. On subsequent reporting dates, 12m ECL also applies to existing loans with no significant increase in credit risk since their initial recognition. Interest revenue is calculated on the loan's gross carrying amount (that is, without deduction for ECLs). These expected 12-month default probabilities are applied to a forecast EAD and multiplied by the expected LGD and discounted by an approximation to the original EIR. This calculation is made for each of the four scenarios and used within the Bank's macroeconomic scenarios, as explained above.

  In determining whether a significant increase in credit risk has occurred since initial recognition, a bank is to assess the change, if any, in the risk of default over the expected life of the loan (that is, the change in the probability of default, as opposed to the amount of ECLs).
- Stage 2: When a loan has shown a significant increase in credit risk since origination, the Bank records an allowance for the LTECLs. The mechanics are similar to those explained above, including the use of multiple scenarios, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an approximation to the original EIR. The calculation of interest revenue is the same as for Stage 1.
- Stage 3: If the loan's credit risk increases to the point where it is considered credit-impaired, the PD is set at 100%. Interest revenue is calculated based on the loan's amortised cost (that is, the gross carrying amount less the loss allowance). LTECLs are recognised, as in Stage 2.
- Loan commitments: When estimating LTECLs for loan commitments, the Bank estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weighting of the four scenarios. The expected cash shortfalls are discounted at the expected EIR on the loan.
- Overdrafts: The Bank does not limit its exposure to credit losses to the contractual notice period, but, instead calculates ECL over a period that reflects the Bank's expectations of the customer behaviour, its likelihood of default and the Bank's future risk mitigation procedures, which could include reducing or cancelling the facilities. Based on experience and the Bank's expectations, the period over which the Bank calculates ECLs for these products, is five years for corporate and seven years for retail products. The interest rate used to discount the ECLs for overdrafts is based on the average EIR that is expected to be charged over the life of the instrument.

iii) Use of forward-looking economic information

The assessment of significant increase in credit risk (SICR) and the calculation of ECL both incorporate forward-looking information using key economic variables which impact on the credit risk and credit losses of the lending portfolio. Whilst the environment continued to be challenging through 2021, we have seen the UK successfully deploy a Covid vaccination programme that has supported a significant degree of economic recovery. The Bank has continued to deploy quantitative assessments supported by qualitative expert judgment in the management of the Bank's portfolio and to support the identification of SICR in the book. The IFRS 9 model has been updated periodically throughout the year with new macroeconomic forecasts and wider risk monitoring utilised to identify areas of risk that are not fully accounted for in the Bank's modelled outputs.

The variables of the Bank's economic modelling are deployed to forecast the PD, LGD and EAD across different scenarios and the Bank partners with a market leader in global forecasting and quantitative analysis to ensure that the economic updates made to its inputs are aligned to market best practice estimates. The Bank uses four scenarios in its macroeconomic forecasting, 'baseline', 'mild upside', 'downside' and a 'severe downside' scenario which provide an appropriate degree of non-linearity within the Bank's ECL calculation. The economic scenarios applied within the IFRS 9 forecasting at year end are outlined overleaf:

Scenario	UK economy output in each scenario
Base (50th percentile)	• The UK GDP forecast reflects escalating supply chain disruption, inflationary pressures, and an increased likelihood of simultaneous monetary and fiscal tightening. • House price momentum is to continue to slow as the effects of the stamp duty holiday begin to fade. In 2022 and 2023 we expect a small decline in prices, returning these towards pre-tax relief levels with a decrease of c.10% over the two years. • As a result of a surge in inflationary pressures and more hawkish communications from the MPC, Bank of England continues to increase rates in February, with Bank Rate reaching 0.5% by the end of 2022. • We continue to expect the unemployment rate to continue to decline from then onwards. This is due to the robust demand for labour as reflected by the significant number of job vacancies and labour supply shortages in particular industries.
Mild upside (15th percentile)	• The mild upside scenario can be thought of as an alternative, more optimistic base case. Households run down savings accumulated during the pandemic at a faster pace than assumed in the baseline, permanent scars to the supply side are avoided, and the economy reverts to its pre-crisis trajectory within a couple of years. • GDP recovers pre-crisis trend by late 2022 with improved stability and gradual return to growth, supported by more expansionary policy. • Unemployment declines quickly, falling to 3.3% in Q2 2022, and then remains at its pre-crisis level over the following years of 3.5-4%. • Supported by the turnaround in confidence, incomes and employment, residential house prices see mild increases over the course of 2022. Thereafter prices start to rebound amid recovering incomes and lower unemployment, which outweigh slightly higher interest rates. • Bank of England tightens policy faster than assumed in our baseline forecast, reaching a higher terminal rate of 2% by the end of 2024. Reflecting increased demand for loans amid stronger asset prices and higher interest rates, gearing in the economy picks up faster than expected in the baseline.
Downside scenario (85th percentile)	• The near-term shock to the economy in the downside scenario is comparable to the downturn seen in Q1 2021, when lockdown restrictions were reimposed in the UK. The recovery is comparable to a U-shaped curve characterised by slower growth, higher unemployment and lower asset prices. • GDP growth remains much lower than in the base case forecast for the coming years, resulting in a larger long-term scarring of the economy. • The unemployment rate rises sharply in 2022 – to 6% with many people not able to return to their previous work, and with job creation remaining subdued, the unemployment rate remains high by recent standards and only falls below 5% in the early 2030s. • MPC further eases its policy stance in 2022, lowering Bank Rate to 0% and only lifts it again above the zero in 2023. • Even with the lower interest rates, unemployment introduces forced sellers into the residential property market. House prices fall sharply, by 22% peak-to-trough, and only recover slowly thereafter.

Scenario	UK economy output in each scenario
Severe downside scenario (95th percentile)	• The severe downside scenario sees a sharp worsening in the outlook for output in Q1 2022 resulting in a renewed quarter on quarter fall in output of 3.9%, compared to growth of 0.8% in the baseline. By the end of the scenario the economy remains over 8% smaller compared to the pre-crisis base case, and over 7% smaller compared to the current baseline. • Unemployment surges to 6.4% over 2022 and reaches a new high of almost 6.6% by 2024, 2.8ppts higher than in the baseline. The unemployment rate only falls below 6% towards the end of the decade. • Rates are cut deep into negative territory, lowering Bank Rate to -0.5% by Q4 2022, and keeping rates negative until mid-2024. • House prices fall by more than 33% peak-to-trough, pushing them to levels not seen since the drawn-out recovery in the aftermath of the global financial crisis reflecting the unparalleled hit to incomes, significantly impaired confidence levels and tighter access to credit.

Model Scenario Probability Weightings

The probability weightings assigned to the economic scenarios at December 2021, before the post model adjustment were as follows:

Mild Upside	Base	Downside	Severe Downside
30%	50%	10%	10%

The weightings remained the same as December 2020.

Macroeconomic Variables used for IFRS 9 Forecasting for Expected Credit Loss

Part of the variables included in current model are Mortgage Interest Gearing and Housing Equity. Mortgage Interest Gearing captures multiple channels that can impact on affordability and creates a Weighted Average Interest Rate for Households regardless of whether they have a mortgage and provides an overview of the level of mortgage debt in the UK economy. Housing Equity is similar to loan-to-value (LTV) and provides a market view of the undrawn capacity and the level of consumer leverage in the market.

The Bank's ECL model relies on a broad range of forward-looking information as economic inputs and these are reviewed on a regular basis to ensure that they remain representative of the portfolio and provide an appropriate forecast through econometric techniques. The most significant period-end assumptions used for the ECL estimate as at 31 December 2021 are as follows:

2021		GDP	HPI	CRE	Bank Rate	Unem-ployment	Mortgage Interest Gearing	Equity
Base scenario economic parameters								
5 Year Average increase/decrease	%	16.91	1.34	2.66	0.73	(0.39)	0.59	(2.14)
Cumulative growth/(fall) to peak/(trough)	%	1.70	(1.10)	0.70	0.12	0.00	2.97	(0.15)
Mild Upside economic parameters								
5 Year Average increase/decrease	%	13.41	11.33	8.83	1.45	(0.72)	1.04	0.29
Cumulative growth/(fall) to peak/(trough)	%	0.55	2.65	3.14	0.25	(1.04)	2.76	0.65
Downside economic parameters								
5 Year Average increase/decrease	%	8.30	(5.78)	(7.69)	0.14	1.75	0.38	(8.30)
Cumulative growth/(fall) to peak/(trough)	%	(2.64)	(22.13)	(7.69)	(0.13)	1.99	4.34	(1.29)
Severe Downside economic parameters								
5 Year Average increase/decrease	%	5.58	(24.67)	(9.45)	(0.22)	2.08	0.21	(13.26)
Cumulative growth/(fall) to peak/(trough)	%	(4.15)	(4.86)	(12.56)	(0.38)	2.30	5.20	(1.94)

2020		GDP	HPI	CRE	Bank Rate	Unem-ployment	Mortgage Interest Gearing	Equity
Base scenario economic parameters								
5 Year Average increase/decrease	%	14.94	(3.97)	4.2	0.06	(1.35)	0.07	(3.86)
Cumulative growth/(fall) to peak/(trough)	%	2.38	(8.39)	0.74	-	0.66	(4.06)	(0.67)
Mild Upside economic parameters								
5 Year Average increase/decrease	%	19.75	4.98	9.87	0.75	(2.21)	18.92	(2.09)
Cumulative growth/(fall) to peak/(trough)	%	7.66	(2.48)	3.13	0.08	(0.8)	(2.35)	0.14
Downside economic parameters								
5 Year Average increase/decrease	%	9.07	(20.72)	(5.04)	(0.33)	0.92	1.47	(10.62)
Cumulative growth/(fall) to peak/(trough)	%	(3.17)	(4.25)	(9.66)	(0.35)	2.54	(5.17)	(1.89)
Severe Downside economic parameters								
5 Year Average increase/decrease	%	5.81	(29.15)	(10.1)	(0.56)	1.45	(1.22)	(15.62)
Cumulative growth/(fall) to peak/(trough)	%	(6.38)	(6.02)	(15.61)	(0.6)	3.46	14.14	(2.58)

The below table demonstrates the gross carrying amount and the effect on ECL resulting from applying a 100% weighting to the scenarios applied in the calculation of our ECL model (base, mild upside and downside and severe downside). The below demonstrates the weighted year end 2021 position is skewed to the downside and beyond our baseline output. This accounts for the downside risks that exist in the market and continued uncertainty that is not fully accounted for in the baseline economics output.

Company As at 31 December 2021	Weighted	Mild Upside	Baseline	Downside	Severe Downside
Gross carrying amount £000					
Business	**427,551**				
Property	**2,274,502**				
Private	**253,792**				
ECL £000					
Business	**2,394**	**2,066**	**2,260**	**3,021**	**3,601**
Property	**11,273**	**10,307**	**10,845**	**12,861**	**14,725**
Private	**257**	**47**	**237**	**50**	**419**
Proportion of ECLs in Stage 2 (%)					
Business	**47%**	**42%**	**45%**	**53%**	**57%**
Property	**9%**	**6%**	**8%**	**12%**	**15%**
Private	**23%**	**4%**	**22%**	**5%**	**24%**

Company As at 31 December 2020	Weighted	Mild Upside	Baseline	Downside	Severe Downside
Gross carrying amount £000					
Business	313,070				
Property	2,085,077				
Private	215,815				
ECL £000					
Business	1,331	1,163	1,257	1,620	1,918
Property	6,855	5,445	6,031	8,408	10,766
Private	361	297	333	466	586
Proportion of ECLs in Stage 2 (%)					
Business	59%	63%	61%	54%	50%
Property	34%	31%	31%	37%	41%
Private	8%	9%	8%	7%	6%

The impact on ECL of exposures moving from a 12-month provisioning stage to a lifetime provisioning stage (and vice versa) occurs when a loan moves between Stage 1 and Stage 2. This change in stages between 1 and 2 can also occur due to model economic forecasts through forward-looking adjustments. As the Bank's lending is primarily property financing the Bank's ECL modelling is sensitive to changes in the underlying value of the property which it takes as collateral against its loans. To test the Bank's sensitivity to changes in house prices, the macroeconomic variable HPI in the model has been run for all the scenarios, whilst the other macroeconomic variables have been held consistent with the Baseline scenario. This demonstrates the sensitivity changes to house prices could have on the Bank's ECL.

ECL Sensitivity of HPI change relative to Baseline Scenario (Difference) £000			
Scenario	HPI Mild Upside	HPI Downside	HPI Severe Downside
Stage 1	(147)	536	988
Stage 2	(85)	263	497
Stage 3	(549)	2,048	3,792
Total	(781)	2,847	5,277

ECL Sensitivity of CRE change relative to Baseline Scenario (Difference) £000			
Scenario	HPI Mild Upside	HPI Downside	HPI Severe Downside
Stage 1	(84)	183	299
Stage 2	(256)	550	911
Stage 3	(112)	197	306
Total	(452)	930	1,516

ECL Sensitivity of Unemployment change relative to Baseline Scenario (Difference) £000			
Scenario	HPI Mild Upside	HPI Downside	HPI Severe Downside
Stage 1	(93)	158	227
Stage 2	(57)	173	224
Stage 3	-	-	-
Total	(150)	331	451

Post-Model Adjustments and Management Overlays

The Bank utilises Post Model Adjustments ("PMA") to account for model limitations or latent risks not captured by modelled ECLs in the modelled outcome of the IFRS 9 ECL provisions and Management Overlays ("Overlay") where management's expert judgment is applied to assess an appropriate ECL when the underlying data may not provide a true reflection of the risk from a modelled output. All PMA and Overlay methodology applied are subject to challenge and review through the Bank's model governance process and approved by the Board Audit Committee.

- **Interest only and Amortising Term Loan PMA:** This is applied to all loans which have a significant final payment on the expiry of their facility. It is calculated by analysing the historic performance of this cohort and applying an adjusted PD to account for the increase in PD risk over the final 12-months of the loan prior to expiry.
- **Bridging Sector Overlay:** This segment of the Bank's loan book has been under pressure since the pandemic began. Reduced appetite and liquidity constraints has resulted in a devalue of assets and reduced refinancing opportunities in the market. Whilst the Bank has supported clients' refinancing plans where possible, some exposures have remained with the Bank longer than expected. These remaining loans are designated as Stage 3 loans under IFRS 9 and are going through the Bank's recovery process. ECLs for these loans have been assessed outside of the model to ensure that the individual circumstances of each of these loans is considered and appropriate provisions are applied based on the characteristics of each of the loans.
- **CBILS and RLS PMA:** Is applied to account for the guarantee provided by the British Business Bank (BBB) and backed by the UK Government which covers 80% of the non-recoverable outstanding amount after default, leaving the Bank liable for the remaining 20% of the non-recoverable exposure. To account for this, an adjustment is made to the loss given default (LGD) to reduce this figure by 80%. This is applied in accordance with accepted industry practice.
- **Sector Uncertainty PMA:** The macroeconomic scenarios were updated in December 2021 prior to the UK government imposing measures requiring masks to be worn in most indoor locations and on public transport, and more importantly issued a work from home advisory that saw already depressed

commuter numbers fall dramatically on the run up to Christmas 2021. The Bank assessed that these measures were likely to have an impact on the hospitality sectors in the Bank's portfolio and therefore analysis was conducted to assess the need for holding an increased ECL for any additional risk.

- **Cynergy Business Finance (CBF) Overlay:** Cynergy Business Finance (CBF) commenced business in December 2021 and as a new business is establishing itself in the market and has written £16mn of lending at year end 2021. The Bank applies 60bps for drawn and 20bps for undrawn exposures to provide a weighted ECL equivalent at YE. The Bank will develop an IFRS 9 model for this book during 2022, but in the interim will apply an Overlay to estimate ECLs.
- **PD and Macroeconomics Calibration PMA:** Applied for the annual PD and Macroeconomic validation work which commenced in Q4 2021 and was completed in Q1 2022. This recalibrates the signature PD curves in the model and adjusts the macroeconomic model. These changes will be deployed in Q1 2022 once approved through the Bank's governance. To ensure that the impact on the model is captured in the year end position a PMA has been applied. This will be removed once the model code has been through governance and deployed in the model.

PMAs applied at year end 2020 and removed in 2021

- **Economic judgment PMA:** This was applied at year end 2020 and accounted for uncertainties for downside impact not captured fully in the model. As the macroeconomic scenarios were updated at early December 2020 prior to a third national lockdown, the outcome and impact of Brexit, and any possible disruption that could discourage the success of the Covid vaccine rollout it was deemed necessary to hold a PMA for this increased risk. This PMA was removed at June 2021 as the UK's economic recovery was able to demonstrate two quarters of positive performance and the modelled economics were updated.

- **Consumer Mortgages PMA:** This PMA was applied to the regulated mortgages portfolio prior to the development of full IFRS 9 modelled approach. Through 2021 the Bank developed and deployed an IFRS 9 modelled approach to calculating the ECL on this portfolio. The PMA was removed in October 2021.

The cumulative impact of the PMAs and Overlays at the end of 2021 is £5.79 million, an uplift of £3.79 million on 2020, this is driven by the bridging portfolio where the ECL is being held outside of the IFRS 9 model.

Total PMA and Overlays £000	"Economic judgment"	Sector Uncertainty	PD & Macro-economic Calibration	Interest only Amortising Term Loan	Bridging sector Overlay	Consumer Mortgages	CBILS PMA	RLS PMA	Cynergy Business Finance
2020	£595	N/A	N/A	£181	£866	£314 (£83 increase in S1)	£38 (£151 decrease)	£38 (£151 decrease)	N/A
2021	N/A	£125	£214	£213	£6,036	N/A	£215 (£856 decrease)	£16 (£65 decrease)	£63

3.12 Collateral valuation

To mitigate its credit risks on financial assets, the Bank seeks to use collateral where possible. The collateral comes in various forms, such as real estate, cash, securities, letters of credit / guarantees, receivables, inventories, other non-financial assets and credit enhancements such as netting agreements. Collateral, unless repossessed, is not recorded on the Bank's statement of financial position. However, the fair value of collateral affects the calculation of ECLs. It is generally assessed, at a minimum, at inception and re-assessed on a quarterly basis. Commercial and residential property is revalued at least quarterly through indexation, it is also subject to physical revaluation periodically and fully revalued when entering the Bank's Business Support team or Recoveries.

To the extent possible, the Bank uses active market data for valuing financial assets held as collateral. Other financial assets which do not have readily determinable market values are valued using models.

3.13 Write-offs

Financial assets are written off either partially or in their entirety only when the Bank has stopped pursuing the recovery. If the amount to be written off is greater than the accumulated loss allowance, the difference is first treated as an addition to the allowance that is then applied against the gross carrying amount. Write-offs are instructed by the Bank's Recoveries Team and are credited to credit loss expense.

3.14 Forborne and modified loans

The Bank sometimes makes concessions or modifications to the original terms of loans. These modifications can be made for commercial reasons, for example modifications have been made to contracts in relation to the transition of a loan from LIBOR as a reference rate to an alternative interest reference rate, or modifications to terms as as a response to the borrower requiring support due to financial difficulties.

The Bank has modified loans due to these conditions throughout 2021 as it has migrated the reference rate of its loans from LIBOR to Bank of England Base Rate, and continued to support customers through Covid.

The Bank considers a loan forborne when such concessions or modifications are provided as a result of the borrower's present or expected financial difficulties and the Bank would not have agreed to them if the borrower had been financially healthy. Indicators of financial difficulties include defaults on covenants or significant concerns raised by the Credit Risk Department.

Forbearance may involve extending the payment arrangements and the agreement of new loan conditions. Once the terms have been renegotiated, any impairment is measured using the original EIR as calculated before the modification of terms. It is the Bank's policy to monitor forborne loans to help ensure that future payments continue to be likely to occur. Derecognition decisions and classification between Stage 2 and Stage 3 are determined on a case-by-case basis. If these procedures identify a loss in relation to a loan, it is disclosed and managed as an impaired Stage 3 forborne asset until it is collected or written off.

When the loan has been renegotiated or modified but not derecognised, the Bank also reassesses whether there has been a significant increase in credit risk, as set out in note 31. The Bank also considers whether the assets should be classified as Stage 3 credit-impaired. Once an asset has been classified as forborne, it will remain forborne for a minimum 24-month probation period. In order for the loan to be reclassified out of the forborne category, the customer has to meet all of the following criteria:

- All of its facilities have to be considered performing;
- The exposure must complete a probation period of 24-month where it must be considered a `performing' loan;
- Regular and significant payments of principal or interest must have been made during at least half of the probation period;
- The customer must not have any contract that is more than 30 days past due.

3.15 Expected Credit Loss of financial assets

The Bank assesses on a forward-looking basis the expected credit losses ('ECL') associated with the assets carried at amortised cost and FVOCI and recognises a loss allowance for such losses at each reporting date.

ECLs are driven by changes in credit risk of loans, with an allowance for LTECLs recognised where the risk of default of a financial asset has increased significantly. Risk of default and expected credit losses must incorporate forward-looking and macroeconomic information.

We typically group financial assets and assess them for ECL collectively where they share risk characteristics (for example term loans and revolving credit facilities/overdrafts) using one or more statistical models. We calculate separate collective ECLs for financial assets in Stages 1, 2 and 3 prior to making adjustments in relation to Stage 3 exposures following individual case ECL assessment.

For more on how ECL is calculated, see the Credit Risk section in note 31.

The Bank assesses impairment aligned to its definition of default, this includes criteria such as when repayment is greater than 90 days past due or exhibiting unlikeliness to pay. The definition of default is consistent across regulatory definitions applied in the UK, non-performing loan (NPL) criteria and credit impaired Stage 3.

3.16 Cash and cash equivalents

Cash and cash equivalents for the purposes of the statement of cash flows consist of cash, non-obligatory balances with central banks, placements with banks and other securities that are readily convertible into known amounts of cash or are repayable within three months of the date of their acquisition. Placements by related entities which are repayable on demand and form an integral part of the Bank's cash management are also included as a component of cash and cash equivalents for the purposes of the Statement of cash flows.

3.17 Property and equipment

Property is originally measured at cost and subsequently measured at fair value less accumulated depreciation. Valuations are carried out on a three-year cycle by independent qualified valuers on the basis of current market values. The properties were valued in December 2019, with an additional valuation carried out in December 2020 for the asset transferred back into use. Management reassesses the carrying amount to ensure that it does not differ materially from the fair value at the end of each intervening reporting period. These assets are level 2 in the fair value hierarchy, with inputs including recent comparable evidence applying the comparative and investment methods of valuation. Revaluation increments are credited to the asset revaluation reserve, unless these reverse deficits on revaluations charged to the income statement in prior years. To the extent that they reverse previous revaluation gains, revaluation losses are charged against the asset revaluation reserve. This policy is applied to assets individually. Revaluation increases and decreases are not offset, even within a class of assets, unless they relate to the same asset.

Computer hardware and furniture and equipment are carried at cost, less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to acquisition.

Property and equipment carrying amounts are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of (i) the asset's fair value less costs to sell and (ii) the asset's value in use.

Depreciation of buildings and equipment is calculated on a straight line basis over the estimated useful life, as follows:

- buildings 30 years;
- computer equipment 3-5 years;
- furniture and fixtures 3 years.

Asset residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. In 2020, useful lives were adjusted for computer equipment from 5 years to 3-5 years, and furniture and fixtures from 10 years down to 3 years. There was no material incremental cost as a result of this change. Gains or losses on the disposal of property and equipment, which are determined as the difference between the net sale proceeds and the carrying amount at the time of sale, are included in the income statement. Any realised amounts in the asset revaluation reserve are transferred directly to retained earnings.

3.18 Non-current assets held-for-sale

Non-current assets are classified as held-for-sale if their carrying amount will be recovered principally through a sale rather than continued use and a sale is deemed to be highly probable. They are measured at the lower of their carrying value and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of sale is recognised at the date of derecognition.

Non-current assets are not depreciated or amortised while they are classified as held-for-sale.

Non-current assets classified as held-for-sale are presented separately from the other assets in the statement of financial position.

3.19 Leases

The Bank leases various offices. Rental contracts are typically made for fixed periods of either 1 year or up to 20 years. The Bank has elected not to separate lease and non-lease components and instead accounts for these as a single lease component. Lease terms are negotiated on an individual basis. The lease terms do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Bank.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the present value of fixed lease payments. The lease payments are discounted using the incremental borrowing rate, being the rate that the Bank would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. The interest rate implicit in the lease cannot be readily determined.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs;
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Bank is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

A termination option is included within the present property lease. In determining the lease term, management considers all facts and circumstances which may lead to the exercising of the termination option. The right-of-use asset is therefore depreciated over the expected lease term through to termination.

While the Bank revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment, motor vehicle leases and small items of office equipment and furniture.

3.20 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably and it is probable that the expected future economic benefits that are attributable to it will flow to the Bank. Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Accumulated amortisation on intangible assets is included within depreciation, amortisation and impairment within the income statement.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year-end. Changes in the expected useful life, or the expected pattern of consumption of future economic benefits embodied in the asset, are accounted for by changing the amortisation period or methodology, as appropriate, which are then treated as changes in accounting estimates.

Intangible assets are reviewed for impairment when events relating to changes to circumstances indicate that the carrying value may not be recoverable. If the carrying amount exceeds the recoverable amount then the intangible assets are written down to their recoverable amount.

Amortisation is calculated using the straight–line method to write down the cost of intangible assets to their residual values over their estimated useful lives, as follows:

- Computer software – 3 years;
- Core application software – 5-10 years.

In 2020, expected useful lives were adjusted for core application software from 10 years to 5-10 years. There was an incremental cost of £1.6m in 2020, as a result of this change. Core application software is presented within computer software in note 20.

3.21 Employee benefits

3.21.1 Retirement benefits

The Bank operates a defined contribution pension plan in the UK. The cost of providing retirement pensions is charged to the profit and loss account at the amount of the defined contributions payable for each year. Differences between contributions payable and those actually paid are shown as accruals or prepayments.

3.21.2 Share-based payments

The Bank provides share-based compensation benefits to employees via the Executive Long Term Incentive Plan (LTIP). Under the plan, participants are granted cash settled awards which only vest upon satisfaction of certain performance or other conditions. The fair value of awards granted is recognised as an expense, with a corresponding liability. The total amount to be expensed is determined by reference to the fair value of the awards granted including any market performance conditions, excluding the impact of any service and non-market performance conditions, and including the impact of any non-vesting conditions. The Bank also estimates the number of awards that are expected to vest based on the non-market service and performance conditions. The total expense is recognised over the vesting period. At the end of each financial period, the Bank revises its estimate of fair value as well as its estimate of the number of awards that are expected to vest. The impact of these revisions is recognised in the profit and

loss, with a corresponding adjustment to the liability. The expense is finalised with reference to formal external valuation at the end of the plan period.

Cynergy Bank Limited (CBL) has also entered into a shareholder agreement with its subsidiary Cynergy Business Finance Limited (CBF). Under that agreement, CBL has the right to exercise an option to purchase the minority shareholding held by the managers in CBF, equally, the managers can request CBL to purchase the shares. In these consolidated financial statements, the fair value of this option is recognised as a cash settled share-based payment expense and corresponding contingent liability. The fair value is equal to the fair value of the shares at each balance sheet date. In the Company financial statements, the share-based payment contingent liability represents the obligation to settle the option arrangement, with the corresponding entry in investment in subsidiary.

3.22 Government grants and other assistance

Government grants and other government assistance receivables are recognised in the income statement over the period in which the Bank recognises related expenses for which the grants or other assistance are intended to compensate.

In 2021 and 2020, the Bank has participated in the Coronavirus Business Interruption Loan Scheme (CBILS).

Year one payments received from British Business Bank (BBB) for CBILS arrangement fees and interest on the facilities are recognised within interest income in the income statement. Receipts are recognised as revenue in line with the contractual terms of the facilities.

The CBILS lender fee is an amount calculated in respect of each CBILS loan facility for each day such facility is outstanding, aggregated and paid to BBB on a quarterly basis, in arrears. The fee reflects the premium benefit of the financial guarantee. This is deemed to be a transaction cost and as such is an integral part of the yield on the facility, which is recognised within net interest income in the income statement.

In 2021, the Bank participated in the new Recovery Loan Scheme (RLS),replacing CBILS. The terms and accounting treatment remain the same under the new scheme.

The Bank has not received any government grants.

3.23 Investment in subsidiary

Cynergy Bank Limited owns 100% of the ordinary shares of Cynergy Connect Technologies Limited.

Cynergy Bank Limited owns 87.5% of the ordinary shares of Cynergy Business Finance Limited.

The investment in subsidiaries are accounted for at cost less any provision for impairment.

All intercompany transactions, balances, income and expenses are eliminated on consolidation. Where the Parent company transacts with a subsidiary of the Group, profits and losses are eliminated to the extent of the Parent's interest in the subsidiary.

4 Significant accounting judgments and estimates

The preparation of the financial statements requires the Bank's management to make judgments and estimates that can have a material impact on the amounts recognised in the financial statements. The accounting policies that are critical to the Bank's results and financial position in terms of the materiality of the items to which the policy is applied, and which involve a high degree of judgment including the use of estimates and assumptions are set out overleaf.

Critical judgments

There have been no critical judgments needed in the selection and application of accounting policies for the preparation of the financial statements.

Significant estimates

The preparation of financial information requires management to make estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and management assumptions are reviewed on a regular basis and when new information becomes available. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in subsequent accounting periods.

The judgments and assumptions that are considered to be the most important in the portrayal of the Bank's financial affairs are those related to impairment, the effective interest rate and valuation of share based payment liability included in these accounts.

Allowances for credit losses

The measurement of impairment losses under IFRS 9 across all categories of financial assets requires judgment, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining default and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Bank's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies.

Elements of the ECL models that are considered key elements or assumptions include:

- The Bank's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a LTECL basis;
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL models.
- Key PMAs are also judgments and assumptions, which are documented under Post-Model Adjustments in section 3.11 Impairment of financial assets (iii) Use of forward-looking economic information.

Forward looking ECL sensitivities are detailed in note 3.11.

The effective interest method

The Bank's interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost, fair value to profit and loss and fair value through other comprehensive income. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The Bank recognises interest income at a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans and deposits and recognises the effect of potentially different interest rates charged at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgment regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to the Bank's and the Bank of England base rate and other fee income / expense that are integral parts of the instrument. The key sensitivity relates to the spreading of arrangement fees on the property lending portfolio and increasing and decreasing the behavioural life of the property lending portfolio by 20%, which would result in reducing/increasing income by £1.28m / £1.54m.

Valuation of share based payment liability

The Board and the Remuneration, Nominations and Corporate Governance Committee approved the Long term Incentive Plan (LTIP) for senior executives in February 2019. The LTIP is designed to provide long-term incentives for senior executives to deliver long-term shareholder returns. Under the plan, participants are granted cash settled awards which only vest upon satisfaction of certain performance or other conditions. Awards are granted on the basis that only 50% of the award will be satisfied following the vesting date, 30% will be subject to a holding period of one year and 20% of the award will be subject to a post vesting holding period of two years. The valuation of the award is calculated using a market value approach, based on the estimated value of the Bank, assuming there is no quoted price available at this point. The valuation method considers comparable companies and comparable transactions to derive a comparable P/E ratio and book multiple. The final award is at the discretion of the Board in consideration of satisfaction of the performance conditions.

The final award is capped at 1.5x incremental growth in value, such that the liability is also capped. As the plan has ended and the final award level approved, there is certainty over the liability included within these financial statements.

Cynergy Bank Limited (CBL) has also entered into a shareholder agreement with its subsidiary Cynergy Business Finance Limited (CBF). Under that agreement, CBL has the right to exercise an option to purchase the minority shareholding held by the managers in CBF, equally, the managers can request CBL to purchase the shares. Cynergy Business Finance Limited commenced trading late in 2021, and has recorded a loss in its first period. The fair value of this option is nil as at 31 December 2021.

5 Interest income

	Consolidated 2021 £000	**Company 2021 £000**	Consolidated 2020 £000	Company 2020 £000
Loans and advances to customers	**105,529**	**105,369**	103,872	103,872

6 Interest expense

	Consolidated 2021 £000	**Company 2021 £000**	Consolidated 2020 £000	Company 2020 £000
Customer deposits	**15,258**	**15,258**	23,530	23,530
Bank deposits	**230**	**230**	789	789
Subordinated loan	**2,525**	**2,525**	2,521	2,521
Lease liabilities	**29**	**29**	18	18
	18,042	**18,042**	26,858	26,858
Government Funding Scheme	**314**	**314**	57	57
	18,356	**18,356**	26,915	26,915

7 Fee and commission income

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Service fees for current accounts	**450**	**450**	571	571
Service fees for debit / credit cards	**150**	**150**	315	315
Service fees for handling payments	**44**	**44**	127	127
Service fees for credit administration	**-**	**-**	84	84
Foreign exchange	**269**	**269**	411	411
Invoice finance fees	**2**	**-**	-	-
Other fees	**278**	**278**	306	306
Other banking fees and commissions	**1,193**	**1,191**	1,814	1,814

8 Foreign exchange gains / (losses)

Foreign exchange gains and losses arise from the re-translation of monetary assets in foreign currency at the balance sheet date, realised exchange gains and losses from transactions in foreign currency which have been settled during the period and the revaluation of foreign exchange derivatives.

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Foreign exchange gain / (loss)	**1,853**	**1,852**	(1,626)	(1,626)

9 Fair value (losses) / gains on derivative instruments

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Net (losses) / gains arising on derivatives (note 16)	**(2,190)**	**(2,190)**	1,180	1,180

10 Staff costs

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Wages and salaries	**22,213**	**21,210**	19,191	19,191
Social security costs	**2,384**	**2,279**	2,178	2,178
Retirement benefit costs - defined contribution scheme	**1,748**	**1,702**	1,903	1,903
Other benefits (Long term incentive plan)	**2,529**	**2,529**	443	443
	28,874	**27,720**	23,715	23,715

The monthly average number of staff employed (including two Executive Directors) during the year ended 31 December 2021 is shown below:

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Monthly average number of staff employed	**224**	**216**	235	235

11 Depreciation and amortisation

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Depreciation of property and equipment	**770**	**766**	1,158	1,158
Amortisation of intangible assets	**2,429**	**2,429**	3,070	3,070
Depreciation of right-of-use assets	**248**	**248**	143	143
Impairment	**-**	**-**	75	75
	3,447	**3,443**	4,446	4,446

12 Other operating expenses

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Information technology	**5,788**	**5,774**	6,464	6,464
Professional fees	**8,489**	**8,463**	6,529	6,529
Clearing charges	**1,042**	**1,041**	1,046	1,046
Communication	**288**	**288**	342	342
Advertising	**576**	**571**	433	433
Premises	**737**	**708**	866	866
Printing and stationery	**30**	**29**	81	81
Other operating expenses - refer to analysis below	**2,962**	**2,908**	2,400	2,400
	19,912	**19,782**	18,162	18,162

Professional fees include fees payable to the Bank's auditor of £576k (2020: £551k) which are analysed below (amounts excluding VAT) :

Audit fees payable to the Bank's auditors for the audit of the Bank's annual accounts	**575**	**555**	515	515
Other assurance services	**-**	**-**	35	35
Other non-audit services	**1**	**1**	1	1
	576	**556**	551	551

Other non-audit services relates to subscription services permissible under the FRC Ethical Standard.

Other operating expenses are further analysed below:

Subscriptions and publications	**521**	**521**	598	598
Directors' fees	**450**	**450**	399	399
Recruitment	**1,039**	**1,015**	475	475
Training	**198**	**198**	56	56
Travel and entertaining	**179**	**151**	205	205
Financial Services Compensation Scheme levy and registration fees	**173**	**171**	(4)	(4)
Other insurances	**229**	**229**	318	318
Other operating expenses	**173**	**173**	353	353
	2,962	**2,908**	2,400	2,400

13 Credit loss on financial assets

The table below shows the ECL charges on financial instruments for the year recorded in the income statement:

Consolidated	2021			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Loans and advances to customers	**(1,841)**	**(944)**	**1,817**	**(968)**
Undrawn loan commitments	**13**	**-**	**-**	**13**
Recoveries	**-**	**-**	**6,351**	**6,351**
Total impairment loss	**(1,828)**	**(944)**	**8,168**	**5,396**

Company	2021			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Loans and advances to customers	**(1,887)**	**(944)**	**1,817**	**(1,014)**
Undrawn loan commitments	**(4)**	**-**	**-**	**(4)**
Recoveries	**-**	**-**	**6,351**	**6,351**
Total impairment loss	**(1,891)**	**(944)**	**8,168**	**5,333**

Consolidated and Company	2020			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Loans and advances to customers	2,081	2,779	(114)	4,746
Undrawn loan commitments	15	-	-	15
Recoveries	-	-	225	225
Total impairment loss	2,096	2,779	111	4,986

14 Income tax expense

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
UK corporation tax				
Charge for the year	**7,426**	**7,426**	5,411	5,411
Adjustments in respect of prior year	**(1,066)**	**(1,066)**	493	493
	6,360	**6,360**	5,904	5,904
Deferred tax				
Charge for the year	**(840)**	**(616)**	358	358
Adjustment in respect of prior year	**3**	**3**	(74)	(74)
Change in tax rates	**(52)**	**(46)**	-	-
Tax charge for the year	**5,471**	**5,701**	6,188	6,188

A reconciliation of the tax charge in the income statement for the year and the accounting profit multiplied by the standard rate of corporation tax in the United Kingdom of 19.00% (December 2020: 19.00%) is presented below:

Profit before tax	**30,400**	**31,588**	27,016	27,016
Tax calculated at 19.00% (December 2020: 19.00%)	**5,776**	**6,002**	5,133	5,133
Tax effect of:				
Banking surcharge	**793**	**793**	192	192
Expenses not deductible for tax purposes	**17**	**15**	151	151
Tax rate change	**(52)**	**(46)**	(56)	(56)
Property revaluation	**-**	**-**	349	349
Adjustment in respect of prior year – Corporation Tax	**(1,066)**	**(1,066)**	493	493
Adjustment in respect of prior year – Deferred Tax	**3**	**3**	(74)	(74)
Tax charge for the year	**5,471**	**5,701**	6,188	6,188

	Consolidated 2021 £000	**Company 2021 £000**	Consolidated 2020 £000	Company 2020 £000
The net deferred tax asset / (liability) arises from:				
Difference between capital allowances and depreciation	**46**	**57**	481	481
Property revaluation	**(1,294)**	**(1,294)**	(916)	(916)
Losses to be used against future profits	**206**	**-**	-	-
Provision	**1,466**	**1,431**	38	38
Net deferred tax asset / (liability)	**424**	**194**	(397)	(397)
The movement in the net deferred tax asset / (liability) is set out below:				
1 January	**(397)**	**(397)**	(649)	(649)
Revaluation of properties	**(68)**	**(68)**	536	536
Deferred tax recognised in the income statement	**889**	**659**	(284)	(284)
31 December	**424**	**194**	(397)	(397)
The analysis of the net deferred tax credit / (charge) recognised in the income statement is set out below:				
Difference between capital allowances and depreciation	**69**	**77**	137	137
Losses to be used against future profits	**206**	**-**	-	-
Other temporary differences	**565**	**539**	(202)	(202)
Change in tax rates	**52**	**46**	56	56
Adjustment in respect of prior years	**(3)**	**(3)**	74	74
Deferred tax on property revaluation	**-**	**-**	(349)	(349)
Deferred tax credit / (charge) for the year	**889**	**659**	(284)	(284)

The Bank has no unrecognised deferred tax assets.

15 Cash, balances with central banks and placements with banks

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Cash in hand	**1**	**1**	1	1
Balances with the Bank of England	**324,981**	**324,981**	246,255	246,255
	324,982	**324,982**	246,256	246,256
Placements with banks	**54,529**	**48,273**	44,784	44,784
Cash and cash equivalents	**379,511**	**373,255**	291,040	291,040

The ECLs relating to cash, balances with central banks and placements with banks are negligible and round to zero.

Placements with banks earn interest (or in some cases are charged interest) based on the inter-bank rate for the relevant term and currency.

Balances with central banks include mandatory deposits of £7,233,474 (31 December 2020: £5,732,865) which are not available for use in the Bank's day-to-day business. These comprise cash ratio deposits which are non-interest bearing deposits placed with the Bank of England under the provisions of the Bank of England Act 1998.

Cash and cash equivalents for the purposes of the Statement of cash flows are presented below:

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Cash	**1**	**1**	1	1
Balances with the Bank of England	**324,981**	**324,981**	246,255	246,255
Less: Mandatory deposits with the central bank	**(7,223)**	**(7,223)**	(5,733)	(5,733)
Placements with banks	**54,529**	**48,273**	44,784	44,784
Cash and cash equivalents per the Statement of cash flows	**372,288**	**366,032**	285,307	285,307

16 Derivative financial instruments

The use of derivatives is an integral part of the Bank's activities. Derivatives are used to manage the Bank's own exposure to fluctuations in interest rates and exchange rates.

Forward exchange rate contracts are irrevocable agreements to buy or sell a specified quantity of foreign currency on a specified future date at an agreed rate.

Interest rate swaps are contractual agreements between two parties to exchange fixed rate and floating rate interest by means of periodic payments based upon a notional principal amount and the interest rates defined in the contract.

Interest rate caps and floors protect the holder from fluctuations of interest rates above or below a specified interest rate for a specified period of time.

The fair value of derivative financial instruments represents the cost of replacement of these contracts at the balance sheet date. The credit exposure arising from these transactions is managed as part of the Bank's market risk management.

The fair value of the derivatives can be either positive (an asset) or negative (a liability) as a result of fluctuations in market interest rates or foreign exchange rates in accordance with the terms of the relevant contract. The aggregate net fair value of derivatives may fluctuate significantly over time.

The Bank has not applied hedge accounting in the current financial year and the preceding year.

The Bank uses derivatives to hedge the changes in interest rates or exchange rates which do not meet the criteria for hedge accounting. As a result, these derivatives are accounted for as trading derivatives and the gains or losses arising from revaluation are recognised in the income statement.

Gains or losses due to changes on fair value hedges and derivatives for the year are as follows:

Consolidated and Company	2021 £000	2020 £000
(Losses) / gains from change in fair value of derivatives	**(2,190)**	1,180
	(2,190)	1,180

The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts. The notional amount, recorded gross, is the amount of a derivative's underlying asset and is the basis upon which changes in the value of derivatives are measured. The notional amounts indicate the volume of transactions outstanding at the year end and are indicative of neither the market risk nor the credit risk.

Consolidated and Company	2021			2020		
	Notional amount £000	Fair value		Notional amount £000	Fair value	
		Assets £000	Liabilities £000		Assets £000	Liabilities £000
Exchange rate contracts						
By type						
Foreign exchange swaps	**91,071**	**53**	**(429)**	48,957	29	(772)
Foreign exchange spots	**54**	**1**	**-**	230	2	-
Total exchange rate contracts	**91,125**	**54**	**(429)**	49,187	31	(772)
By maturity						
Up to 1 year	**91,125**	**54**	**(429)**	49,187	31	(772)
1 - 5 years	**-**	**-**	**-**	-	-	-
Over 5 years	**-**	**-**	**-**	-	-	-
Total exchange rate contracts	**91,125**	**54**	**(429)**	49,187	31	(772)
By counterparty						
Banks and building societies	**91,071**	**53**	**(429)**	49,057	29	(772)
Customers	**54**	**1**	**-**	130	2	-
Total exchange rate contracts	**91,125**	**54**	**(429)**	49,187	31	(772)

There were no interest rate contracts as at 31st December 2021 or 31st December 2020.

17 Loans and advances to customers

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Loans	**2,954,046**	**2,946,389**	2,609,986	2,609,986
Overdrafts	**9,456**	**9,456**	12,523	12,523
	2,963,502	**2,955,845**	2,622,509	2,622,509
Less: Allowance for ECL/impairment losses	**(13,924)**	**(13,861)**	(8,547)	(8,547)
	2,949,578	**2,941,984**	2,613,962	2,613,962

The following two tables show the credit quality and the maximum exposure to credit risk based on the Bank's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances. Details of the Bank's internal grading system are explained in note 31.

Consolidated Loans £000	2021			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	**2,678,503**	**126,822**	**-**	**2,805,325**
Watch list medium risk	**-**	**105,068**	**-**	**105,068**
Credit Impaired	**-**	**-**	**43,653**	**43,653**
Total	**2,678,503**	**231,890**	**43,653**	**2,954,046**

Consolidated Overdrafts £000	2021			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	**8,550**	**411**	**-**	**8,961**
Watch list medium risk	**-**	**487**	**-**	**487**
Credit Impaired	**-**	**-**	**8**	**8**
Total	**8,550**	**898**	**8**	**9,456**

Company Loans £000	2021			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	**2,670,846**	**126,822**	**-**	**2,797,668**
Watch list medium risk	**-**	**105,068**	**-**	**105,068**
Credit Impaired	**-**	**-**	**43,653**	**43,653**
Total	**2,670,846**	**231,890**	**43,653**	**2,946,389**

Company Overdrafts £000	2021			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	8,550	411	-	8,961
Watch list medium risk	-	487	-	487
Credit Impaired	-	-	8	8
Total	8,550	898	8	9,456

Consolidated and Company Loans £000	2020			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	2,401,085	72,511	-	2,473,596
Watch list medium risk	-	111,309	-	111,309
Impaired	-	-	25,081	25,081
Total	2,401,085	183,820	25,081	2,609,986

Consolidated and Company Overdrafts £000	2020			
	Gross Carrying Amount			
Internal rating grade	Stage 1	Stage 2	Stage 3	Total Sum of Gross Carrying Amount
Standard grade	8,490	228	-	8,718
Watch list medium risk	-	3,797	-	3,797
Impaired	-	-	8	8
Total	8,490	4,025	8	12,523

The reconciliations of movements of the loss allowance and gross carrying amounts provide insight into the movements in ECL and the charge to the income statement. It should be noted that other than the introduction of Cynergy Business Finance Limited to the consolidated group, the Bank's product mix has remained consistent throughout the year. The increase in ECL over 2021 is primarily related to the Bank's bridging portfolio moving to recovery and Stage 3 during the year. This uplift is visible in the 'Transfers to Stage 3' movement.

Consolidated Loans	2021							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2021	**2,401,085**	**3,920**	**183,820**	**2,950**	**25,081**	**1,473**	**2,609,986**	**8,343**
New assets originated	847,459	690	18,909	46	5,350	102	871,718	838
Assets derecognised or repaid	(375,065)	(973)	(41,572)	(733)	(12,955)	(291)	(429,592)	(1,997)
Transfers to Stage 1	35,847	31	(55,150)	(968)	(25)	(11)	(19,328)	(948)
Transfers to Stage 2	(153,612)	(305)	150,817	1,588	(62)	-	(2,857)	1,283
Transfers to Stage 3	(9,706)	(129)	(16,188)	(310)	26,777	6,374	883	5,935
Within stage movements	(67,505)	(1,133)	(8,746)	(417)	(444)	1,994	(76,695)	444
Write offs	-	-	-	-	(69)	(17)	(69)	(17)
At 31 December 2021	**2,678,503**	**2,101**	**231,890**	**2,156**	**43,653**	**9,624**	**2,954,046**	**13,881**

Consolidated Overdrafts	2021							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2021	**8,490**	**36**	**4,025**	**167**	**8**	**1**	**12,523**	**204**
New assets originated	5,975	11	200	2	1	-	6,176	13
Assets derecognised or repaid	(5,525)	(13)	(3,810)	(160)	(7)	(1)	(9,342)	(174)
Transfers to Stage 1	21	-	(46)	-	-	-	(25)	-
Transfers to Stage 2	(1,460)	(3)	596	12	-	-	(864)	9
Transfers to Stage 3	(6)	-	(10)	(1)	6	2	(10)	1
Within stage movements	1,055	(8)	(56)	(2)	1	1	1,000	(9)
Write offs	-	-	(1)	-	(1)	(1)	(2)	(1)
At 31 December 2021	**8,550**	**23**	**898**	**18**	**8**	**2**	**9,456**	**43**

Company Loans	2021							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2021	**2,401,085**	**3,920**	**183,820**	**2,950**	**25,081**	**1,473**	**2,609,986**	**8,343**
New assets originated	839,802	627	18,909	46	5,350	102	864,061	775
Assets derecognised or repaid	(375,065)	(973)	(41,572)	(733)	(12,955)	(291)	(429,592)	(1,997)
Transfers to Stage 1	35,847	31	(55,150)	(968)	(25)	(11)	(19,328)	(948)
Transfers to Stage 2	(153,612)	(305)	150,817	1,588	(62)	-	(2,857)	1,283
Transfers to Stage 3	(9,706)	(129)	(16,188)	(310)	26,777	6,374	883	5,935
Within stage movements	(67,505)	(1,133)	(8,746)	(417)	(444)	1,994	(76,695)	444
Write offs	-	-	-	-	(69)	(17)	(69)	(17)
At 31 December 2021	**2,670,846**	**2,038**	**231,890**	**2,156**	**43,653**	**9,624**	**2,946,389**	**13,818**

Company Overdrafts	2021							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2021	**8,490**	**36**	**4,025**	**167**	**8**	**1**	**12,523**	**204**
New assets originated	5,975	11	200	2	1	-	6,176	13
Assets derecognised or repaid	(5,525)	(13)	(3,810)	(160)	(7)	(1)	(9,342)	(174)
Transfers to Stage 1	21	-	(46)	-	-	-	(25)	-
Transfers to Stage 2	(1,460)	(3)	596	12	-	-	(864)	9
Transfers to Stage 3	(6)	-	(10)	(1)	6	2	(10)	1
Within stage movements	1,055	(8)	(56)	(2)	1	1	1,000	(9)
Write offs	-	-	(1)	-	(1)	(1)	(2)	(1)
At 31 December 2021	**8,550**	**23**	**898**	**18**	**8**	**2**	**9,456**	**43**

Within stage movements result from changes in economic assumptions, model parameter changes, and any additional drawings made on current exposures.

Consolidated and Company Loans	2020							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2020	2,156,086	1,830	77,678	328	19,780	1,533	2,253,544	3,691
New assets originated	633,201	1,536	11,204	266	180	-	644,585	1,802
Assets derecognised or repaid	(220,964)	(376)	(12,794)	(38)	(3,900)	(97)	(237,658)	(511)
Transfers to Stage 1	32,136	39	(32,653)	(140)	(182)	(69)	(699)	(170)
Transfers to Stage 2	(141,626)	(140)	140,436	2,255	(148)	-	(1,338)	2,115
Transfers to Stage 3	(12,264)	(42)	(649)	-	10,943	670	(1,970)	628
Within stage movements	(45,484)	1,073	598	279	(1,592)	(385)	(46,478)	967
Write offs	-	-	-	-	-	(179)	-	(179)
At 31 December 2020	2,401,085	3,920	183,820	2,950	25,081	1,473	2,609,986	8,343

Consolidated and Company Overdrafts	2020							
	Stage 1		Stage 2		Stage 3		Total	
£000	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
At 1 January 2020	13,908	30	649	10	20	9	14,577	49
New assets originated	1,026	2	233	1	1	-	1,260	3
Assets derecognised or repaid	(4,188)	(5)	(407)	(3)	(9)	(4)	(4,604)	(12)
Transfers to Stage 1	30	-	(37)	(2)	-	(3)	(7)	(5)
Transfers to Stage 2	(3,852)	(10)	3,645	153	-	-	(207)	143
Transfers to Stage 3	(12)	-	(5)	-	1	(1)	(16)	(1)
Within stage movements	1,578	19	(53)	8	(5)	-	1,520	27
Write offs	-	-	-	-	-	-	-	-
At 31 December 2020	8,490	36	4,025	167	8	1	12,523	204

18 Other assets

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Debtors	**66**	**66**	47	47
Receivable from the Bank of Cyprus Public Company Limited towards redress payments	**413**	**413**	166	166
Prepayments	**6,618**	**6,617**	2,266	2,266
Accrued income	**2,369**	**2,369**	696	696
Receivables from payment service provider	**1,596**	**1,596**	1,708	1,708
Deferred tax asset (note 14)	**424**	**194**	-	-
VAT receivable	**15**	**15**	-	-
Other	**-**	**-**	3	3
Total	**11,501**	**11,270**	4,886	4,886

19 Investment in securities held at amortised cost

Consolidated and Company	2021		2020	
	Carrying value	Fair value	Carrying value	Fair value
Asset-backed securities	**137,782**	**137,529**	-	-
At 31 December 2021	**137,782**	**137,529**	-	-

Maturities of investments in asset-backed securities at their carrying amount

Consolidated and Company	2021	2020
	Amortised Cost	Amortised Cost
By type		
Asset-backed securities	**137,782**	-
Total at 31 December 2021	**137,782**	-
By maturity		
Up to 1 year	**20,271**	-
1 - 5 years	**117,511**	-
Over 5 years	**-**	-
Total at 31 December 2021	**137,782**	-

Contractual maturities and weighted average yields of investment debt securities

Consolidated and Company	Up to 1 year		1 to 5 years		Over 5 years	
	Amount £000	Yield %	Amount £000	Yield %	Amount £000	Yield %
Asset-backed securities	**20,271**	**0.46**	**117,511**	**0.79**	**-**	**-**
Total carrying value at 31 Dec 2021	**20,271**		**117,511**		**-**	

20 Intangible assets

Consolidated	2021		
	Computer software £000	Assets under construction £000	Total £000
Cost as at 1 January	**12,206**	**11,210**	**23,416**
Additions	**-**	**9,230**	**9,230**
Disposals and write-offs	**-**	**-**	**-**
Transfers	**506**	**(506)**	**-**
Cost at 31 December	**12,712**	**19,934**	**32,646**
Accumulated amortisation at 1 January	**(3,704)**	**-**	**(3,704)**
Amortisation charge for the year	**(2,429)**	**-**	**(2,429)**
Disposals and write-offs	**-**	**-**	**-**
Accumulated amortisation at 31 December	**(6,133)**	**-**	**(6,133)**
Net book value at 31 December	**6,579**	**19,934**	**26,513**

Company	2021		
	Computer software £000	Assets under construction £000	Total £000
Cost as at 1 January	**12,206**	**11,210**	**23,416**
Additions	**-**	**8,997**	**8,997**
Disposals and write-offs	**-**	**-**	**-**
Transfers	**506**	**(506)**	**-**
Cost at 31 December	**12,712**	**19,701**	**32,413**
Accumulated amortisation at 1 January	**(3,704)**	**-**	**(3,704)**
Amortisation charge for the year	**(2,429)**	**-**	**(2,429)**
Disposals and write-offs	**-**	**-**	**-**
Accumulated amortisation at 31 December	**(6,133)**	**-**	**(6,133)**
Net book value at 31 December	**6,579**	**19,701**	**26,280**

Consolidated and Company	2020		
	Computer software £000	Assets under construction £000	Total £000
Cost as at 1 January (restated)	2,466	8,066	10,532
Additions	45	12,948	12,993
Disposals and write-offs (restated)	(94)	(15)	(109)
Transfers	9,789	(9,789)	-
Cost at 31 December (restated)	12,206	11,210	23,416
Accumulated amortisation at 1 January (restated)	(728)	-	(728)
Amortisation charge for the year	(3,070)	-	(3,070)
Disposals and write-offs (restated)	94	-	94
Accumulated amortisation at 31 December (restated)	(3,704)	-	(3,704)
Net book value at 31 December	8,502	11,210	19,712

The majority of the Bank's intangible assets are internally generated. The Bank has entered into a contract with a third party for the development of a new core banking platform. In 2020, the Bank undertook a review of all asset useful lives which resulted in a reduction of intangibles asset useful lives to 3-10 years, the useful lives are stated in note 3.20. This change resulted in an increase to amortisation for the year of £1.6m. The Bank is developing a new banking platform, the cost of which is £15.504m to date (2020: £8.136m) and is included in assets under construction. As this asset is not yet in use, no amortisation has been charged. In 2021, the Bank has restated the prior year comparatives to reflect the disposal of assets previously carried at £nil net book value, which were determined to be no longer in use in the comparative period and prior to the comparative period. The impact of this is a reduction in the opening cost as at 1 January 2020 of £7,324k, an increase in the cost of disposals and write-offs of £94k for the year ended 31 December 2020, a reduction in opening accumulated amortisation as at 1 January 2020 of £7,324k and the addition of amortisation on disposal and write-offs of £94k for the year ended 31 December 2020. Closing net book value remains unaffected.

21 Leases

Consolidated and Company	2021 £000	2020 £000
Right of use assets		
Buildings	**220**	242
	220	242
Lease liabilities		
Current	**247**	174
Non-current	**31**	87
	278	261

During the year, there was one addition and one disposal within the right of use assets.

All leased assets utilised by the Bank include extension and termination options. Management have evaluated whether these options shall be exercised and have reflected this in the estimation of the lease liability and right of use asset.

Consolidated and Company	2021 £000	2020 £000
Depreciation charge of right-of-use assets		
Buildings	**249**	143
	249	143
Interest expense (included in interest expense)	**29**	18
Expense relating to short term leases (included in other operating costs)	**-**	95
Expense relating to low value assets that are not shown above as short term leases (included in other operating costs)	**29**	63
	58	176

The total cash outflow for leases in 2021 was £197,150 (2020: £323,894).

The undiscounted cash payments that will be made until the end of the lease term are as follows:

	£000
Within 1 year	**255**
Between 2 to 5 years	**32**
More than 5 years	**-**

22 Property and equipment

Consolidated	2021				
	Freehold property £000	Leasehold property £000	Computer equipment £000	Furniture & equipment £000	Total £000
Cost or valuation at 1 January	13,100	-	1,756	-	14,856
Additions	-	-	69	3	72
Disposals and write-offs	-	-	(51)	(3)	(54)
Cost at 31 December	13,100	-	1,774	-	14,874
Accumulated depreciation at 1 January	(185)	-	(1,098)	-	(1,283)
Depreciation charge for the year	(259)	-	(508)	(3)	(770)
Disposals, write-offs	-	-	51	3	54
Accumulated depreciation at 31 December	(444)	-	(1,555)	-	(1,999)
Net book value at 31 December	12,656	-	219	-	12,875

Company	2021				
	Freehold property £000	Leasehold property £000	Computer equipment £000	Furniture & equipment £000	Total £000
Cost or valuation at 1 January	13,100	-	1,756	-	14,856
Additions	-	-	29	3	32
Disposals and write-offs	-	-	(51)	(3)	(54)
Cost at 31 December	13,100	-	1,734	-	14,834
Accumulated depreciation at 1 January	(185)	-	(1,098)	-	(1,283)
Depreciation charge for the year	(259)	-	(503)	(3)	(765)
Disposals, write-offs	-	-	51	3	54
Accumulated depreciation at 31 December	(444)	-	(1,550)	-	(1,994)
Net book value at 31 December	12,656	-	184	-	12,840

Consolidated and Company	2020				
	Freehold property £000	Leasehold property £000	Computer equipment £000	Furniture & equipment £000	Total £000
Cost or valuation at 1 January (restated)	6,100	-	1,710	62	7,872
Additions	-	-	230	-	230
Disposals and write-offs (restated)	-	-	(184)	(62)	(246)
Reclassifications from assets held-for-sale	8,317	-	-	-	8,317
Revaluation	(1,317)	-	-	-	(1,317)
Cost or valuation at 31 December (restated)	13,100	-	1,756	-	14,856
Accumulated depreciation at 1 January (restated)	-	-	(309)	(49)	(358)
Depreciation charge for the year	(185)	-	(973)	-	(1,158)
Disposals, write-offs and impairments (restated)	-	-	184	49	233
Accumulated depreciation at 31 December (restated)	(185)	-	(1,098)	-	(1,283)
Net book value at 31 December	12,915	-	658	-	13,573

Property includes land amounting to £6,880,000, which relates to two freehold properties. No depreciation is charged for land. The net book value of freehold properties on a cost less accumulated depreciation basis, as at 31 December 2021 would have amounted to £4,516,666 (2020: £4,644,999).

There are no contractual commitments for the acquisition of property and equipment.

In 2020, the Bank undertook a review of all asset useful lives which resulted in a reduction of asset useful lives; computer equipment reduced from 5 years to 3-5 years, furniture and equipment reduced from 10 to 5 years, property remained the same. All useful lives are stated in note 3.17. This change did not result in any material change to the depreciation charge for 2020. In 2021, the Bank has restated the prior year comparatives to reflect the disposal of assets previously carried at £nil net book value, which were determined to be no longer in use in the comparative period and prior to the comparative period. The impact of this is a reduction in the opening costas at 1 January 2020 of £11,231k, an increase in the cost of disposals and write-offs of £184k for the year ended 31 December 2020, a reduction in opening accumulated depreciation as at 1 January 2020 of £11,231k and an increase in depreciation impact on disposal and write-offs of £184k for the year ended 31 December 2020. Closing net book value remains unaffected.

23 Customer deposits

	Consolidated 2021 £000	**Company 2021 £000**	Consolidated 2020 £000	Company 2020 £000
By category				
Demand	**1,347,454**	**1,347,454**	1,021,750	1,021,750
Notice	**-**	**-**	-	-
Term	**1,485,110**	**1,485,110**	1,330,491	1,330,491
	2,832,564	**2,832,564**	2,352,241	2,352,241
By geographical area				
United Kingdom	**2,685,335**	**2,685,335**	2,131,126	2,131,126
Cyprus	**117,792**	**117,792**	180,662	180,662
Greece	**25,616**	**25,616**	35,151	35,151
Other	**3,821**	**3,821**	5,303	5,303
	2,832,564	**2,832,564**	2,352,241	2,352,241

As part of the UK's withdrawal from the European Union the Bank is in the process of exiting all deposits which are linked to EU residents.

24 Bank deposits

	Consolidated 2021 £000	**Company 2021 £000**	Consolidated 2020 £000	Company 2020 £000
Bank deposits by category				
Demand	**400,125**	**400,125**	340,131	340,131
Bank deposits by geographical area				
United Kingdom	**400,125**	**400,125**	340,131	340,131

25 Provision for customer redress

A provision is recognised when there is a present obligation as a result of a past event, it is probable that the obligation will result in an outflow of resources (payment), and it can be reliably estimated.

The only significant provision of this nature as at 31 December 2021 is the conduct and legal risk provision for customer redress relating to historic conduct issues (2008 to 2012). This provision is underwritten by Bank of Cyprus Public Company Limited.

In October 2016, after a review of an issue which had been a source of complaints and litigation against the Bank, and following a clarification of the legal situation in an Appeal Court Decision in June 2016 (*Alexander vs West Bromwich Mortgage Company*), the Bank concluded that the manner in which it re-priced a group of loans breached an FCA conduct principle and the matter was notified to the FCA.

Remediation principles were agreed and in 2016 the Bank made an initial assessment of the level of provision that was considered appropriate to meet current and future expectations in relation to the customer remediation exercise. As a result, a provision for £14.9m was established for the year ended 31 December 2016.

Management has exercised judgment around the key assumptions that underpin the estimates. Key assumptions include customers' opt in rate, uphold rate, consulting and operational costs, Financial Ombudsman Service referrals, and expected level of consequential loss. The most significant of these assumptions is the combined response rate and opt-in rate. The sensitivity of the provision to this combined assumption is shown in the table below.

Sensitivity analysis based on customer opt-in rates	
Customer Opt-in Rate*	Total Provision £000
80%	**56,321**
81%	**56,593**
82%	**56,869**
85%	**57,695**

*Opt-in rate is calculated across all the population affected by the remediation.

The provision for customer redress as at 31 December 2021 is £0.26m which represents the total current remaining commitment. There is no charge (2020: nil) to be booked in the Bank or Bank of Cyprus Public Company Limited. There remains a corresponding receivable in the accounts of the Bank (see note 18). There would be no further impact on the Bank of any increase in the provision up to the agreed caps as set out within the Deed of Support agreed with the Bank of Cyprus Public Company Limited.

The receivable noted above has been included as a separate asset on the balance sheet (see note 18), and it has not been offset against the conduct provision which is presented gross as a liability on the face of the statement of financial position.

The total redress cost was estimated at £56.24m (2020: £56.24m) as at the reporting date of 31 December 2021, of which £55.98m has been settled and £0.26m remains within the provision held by the Bank. The Bank has funded £2.9m of this with the balance funded by Bank of Cyprus Public Company Limited.

26 Other liabilities

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Trade creditors	**-**	**(32)**	(25)	(25)
Accruals	**15,294**	**14,848**	9,802	9,802
Accrued interest payable incl subodinated debt	**8,929**	**8,929**	7,279	7,279
Financial Services Compensation Scheme levy (note 30)	**-**	**-**	40	40
PAYE and NI settlement	**932**	**932**	1,087	1,087
Items in the course of settlement	**619**	**335**	290	290
Share-based payment liability	**5,171**	**5,171**	2,643	2,643
Deferred tax liability (note 14)	**-**	**-**	396	396
Tax payable (note 14)	**2,176**	**2,142**	2,261	2,261
Amounts owed to parent (note 34)	**-**	**1**	-	-
Other	**672**	**672**	604	604
Total	**33,793**	**32,998**	24,378	24,378

Other items of other liabilities represent individually immaterial low value items of a similar nature.

27 Subordinated loan

Consolidated and Company	2021 £000	2020 £000
Unsecured subordinated loan	**29,868**	29,744

In December 2017, the Bank issued a £30 million unsecured and subordinated Tier 2 capital loan (the loan), priced at par. Interest is payable semi-annually on the loan at a coupon of 8.00% per annum up to 21 December 2022 and then at the 5-year swap rate plus a margin of 6.99% per annum up to the loan maturity on 21 December 2027. Subject to meeting contractual notice conditions, the Bank has the option to redeem the loan on 21 December 2022. The loan is unlisted.

The payment of coupons under the Tier 2 facility with Lamesa Investment Ltd is currently subject to US secondary sanctions, and additionally UK sanctions since March 2022, and accordingly cannot be paid. Interest continues to be accrued.

Changes in liabilities arising from financing activities

2021	1 January 2021 £000	Cash flows £000	Conversion to equity £000	Other £000	31 December 2021 £000
Unsecured subordinated loan	**29,744**	**-**	**-**	**124**	**29,868**

Changes in liabilities arising from financing activities

2020	1 January 2020 £000	Cash flows £000	Conversion to equity £000	Other £000	31 December 2020 £000
Unsecured subordinated loan	29,629	-	-	115	29,744

28 Share capital

Consolidated and Company	31 December 2021		31 December 2020	
	Number of shares	£000	Number of shares	£000
Authorised, issued and fully paid:				
Ordinary shares of £1 each	**155,000,000**	**155,000**	155,000,000	155,000

In March 2022, the Bank issued 6,000,000 ordinary shares at their par value of £1 each to its parent company, with a total consideration of £6,000,000. Ordinary shares have ordinary voting rights. Shareholders participate *pari passu* in any dividends. Shareholders have the right to participate in any distribution upon winding up. Ordinary shares are not redeemable at the option of the Bank.

29 Contingent liabilities and commitments

29.1 Guarantees and commitments

As part of the services provided to its customers, the Bank enters into various revocable commitments and contingent liabilities. These consist of financial guarantees and undrawn commitments to lend.

Guarantees include those given on behalf of a customer to stand behind the current obligations of the customer and to carry out those obligations should the customer fail to do so.

Where guarantees are issued on behalf of customers, the Bank usually holds collateral against the exposure and has a right of recourse to the customer.

In relation to acceptances and guarantees, the table below shows the Bank's maximum exposure should contracts be fully drawn upon and customers default without taking account of any possible recoveries from customers for payments made in respect of such guarantees under recourse provisions or from collateral held:

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Acceptances, guarantees and cashing facilities	**841**	**841**	1,007	1,007
Commitments to advance	**127,283**	**118,621**	219,132	219,132
Total	**128,124**	**119,462**	220,139	220,139

The tables below show the credit quality and the maximum exposure to credit risk based on the Bank's internal credit rating system and year-end stage classification. The amounts presented are gross of impairment allowances. Details of the Bank's internal grading system are explained in note 31.

Consolidated and company Acceptances, guarantees and cashing facilities	2021			
Internal rating grade	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Standard grade	**816**	**25**	**-**	**841**
Watch list medium risk	**-**	**-**	**-**	**-**
Watch list high risk	**-**	**-**	**-**	**-**
Impaired	**-**	**-**	**-**	**-**
Total	**816**	**25**	**-**	**841**

Consolidated and Company Acceptances, guarantees and cashing facilities	2020			
Internal rating grade	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Standard grade	977	30	-	1,007
Watch list medium risk	-	-	-	-
Watch list high risk	-	-	-	-
Impaired	-	-	-	-
Total	977	30	-	1,007

Consolidated **Commitments to advance**	**2021**			
Internal rating grade	**Stage 1 £000**	**Stage 2 £000**	**Stage 3 £000**	**Total £000**
Standard grade	**127,283**	**-**	**-**	**127,283**
Watch list medium risk	**-**	**-**	**-**	**-**
Watch list high risk	**-**	**-**	**-**	**-**
Impaired	**-**	**-**	**-**	**-**
Total	**127,283**	**-**	**-**	**127,283**

Company **Commitments to advance**	**2021**			
Internal rating grade	**Stage 1 £000**	**Stage 2 £000**	**Stage 3 £000**	**Total £000**
Standard grade	**118,621**	**-**	**-**	**118,621**
Watch list medium risk	**-**	**-**	**-**	**-**
Watch list high risk	**-**	**-**	**-**	**-**
Impaired	**-**	**-**	**-**	**-**
Total	**118,621**	**-**	**-**	**118,621**

Consolidated and Company Commitments to advance	2020			
Internal rating grade	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Standard grade	219,132	-	-	219,132
Watch list medium risk	-	-	-	-
Watch list high risk	-	-	-	-
Impaired	-	-	-	-
Total	219,132	-	-	219,132

An analysis of changes in the gross carrying amount is as follows:

Consolidated and Company **Acceptances, guarantees and cashing facilities**	**2021**			
	Stage 1 £000	**Stage 2 £000**	**Stage 3 £000**	**Total £000**
Gross carrying amount as at 1 January 2020	**977**	**30**	**-**	**1,007**
Net new exposures	**-**	**25**	**-**	**25**
Exposure derecognised or matured / lapsed	**(161)**	**(30)**	**-**	**(191)**
Transfers to Stage 1	**-**	**-**	**-**	**-**
Transfers to Stage 2	**-**	**-**	**-**	**-**
Transfers to Stage 3	**-**	**-**	**-**	**-**
Modifications	**-**	**-**	**-**	**-**
Amounts written-off	**-**	**-**	**-**	**-**
Foreign exchange adjustments	**-**	**-**	**-**	**-**
Total	**816**	**25**	**-**	**841**

Consolidated and Company Acceptances, guarantees and cashing facilities	2020			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Gross carrying amount as at 1 January 2020	1,152	101	-	1,253
Net new exposures	141	30	-	171
Exposure derecognised or matured / lapsed	(316)	(101)	-	(417)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Modifications	-	-	-	-
Amounts written-off	-	-	-	-
Foreign exchange adjustments	-	-	-	-
Total	977	30	-	1,007

Consolidated Commitments to advance	2021			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Gross carrying amount as at 1 January 2021	**219,132**	**-**	**-**	**219,132**
Net new exposures	**127,283**	**-**	**-**	**127,283**
Exposure derecognised or matured / lapsed	**(219,132)**	**-**	**-**	**(219,132)**
Transfers to Stage 1	**-**	**-**	**-**	**-**
Transfers to Stage 2	**-**	**-**	**-**	**-**
Transfers to Stage 3	**-**	**-**	**-**	**-**
Modifications	**-**	**-**	**-**	**-**
Amounts written-off	**-**	**-**	**-**	**-**
Foreign exchange adjustments	**-**	**-**	**-**	**-**
Total	**127,283**	**-**	**-**	**127,283**

Company Commitments to advance	2021			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Gross carrying amount as at 1 January 2021	**219,132**	**-**	**-**	**219,132**
Net new exposures	**118,621**	**-**	**-**	**118,621**
Exposure derecognised or matured / lapsed	**(219,132)**	**-**	**-**	**(219,132)**
Transfers to Stage 1	**-**	**-**	**-**	**-**
Transfers to Stage 2	**-**	**-**	**-**	**-**
Transfers to Stage 3	**-**	**-**	**-**	**-**
Modifications	**-**	**-**	**-**	**-**
Amounts written-off	**-**	**-**	**-**	**-**
Foreign exchange adjustments	**-**	**-**	**-**	**-**
Total	**118,621**	**-**	**-**	**118,621**

Consolidated and Company Commitments to advance	2020			
	Stage 1 £000	Stage 2 £000	Stage 3 £000	Total £000
Gross carrying amount as at 1 January 2020	337,607	-	-	337,607
Net new exposures	219,132	-	-	219,132
Exposure derecognised or matured / lapsed	(337,607)	-	-	(337,607)
Transfers to Stage 1	-	-	-	-
Transfers to Stage 2	-	-	-	-
Transfers to Stage 3	-	-	-	-
Modifications	-	-	-	-
Amounts written-off	-	-	-	-
Foreign exchange adjustments	-	-	-	-
Total	219,132	-	-	219,132

The ECLs relating to acceptances, guarantees and cashing facilities and commitments to advance round to a non-reportable level.

Contingent obligations and commitments are managed in accordance with the Bank's credit risk management policies. Even though these obligations may not be recognised on the balance sheet, they do contain credit risk and are therefore part of the overall risk of the Bank.

30 Financial Services Compensation Scheme levy

The Bank is a member of the statutory deposit insurance and investors compensation scheme for customers of UK authorised banks, building societies and credit unions. The scheme protects up to £85,000 per depositor in the event of the firms insolvency.

31 Risk management

The Bank's Approach to Risk – unaudited

The Board of Cynergy Bank is responsible for establishing and ensuring maintenance of a sound system of risk management and internal controls and approving the Bank's risk appetite. The risk appetite supports the Bank to fulfil its regulatory requirements in the pursuit of its strategy to become a recognised challenger bank for entrepreneurs and business owners and build the Human Digital Bank. It is therefore essential that effective risk management is at the centre of the future aspirations of the Bank.

It is the role of senior management to ensure that the Bank is able to fulfil its strategy both under business as usual and stressed conditions and ensure that the risks it is subject to are identified, managed, monitored and reported within the Bank's governance structure. The Bank's Risk Management Policy and Corporate Governance Policy establishes an effective and clear framework and governance structure to ensure that potential risks to the Bank's business model and future performance are appropriately mitigated.

Through its normal operations the Bank is exposed to a number of risks and manages these through clear risk policies, limits, reporting lines and control procedures. Adherence to these policies and procedures is independently monitored by the Bank's credit risk, market risk, operational risk, compliance and internal audit functions. The Bank's risk management processes and internal controls are subject to regular review by the appropriate executive committees, including the Conduct and Risk Committee, Asset & Liability Committee and the Board Audit and Risk Committees. The Bank's principal risks, mitigation and controls are outlined overleaf:

Strategic Risk

Definition

The risk that the Bank's strategic planning is based on flawed decision making, resulting in a failure to meet customer needs and/or deliver the expected financial returns.

Risk Appetite Statement

The Bank accepts a moderate appetite for strategic risk in pursuit of its strategic plan. The strength of the Bank's business operations is a major mitigant of industry risk as well as the economic risk of the environment in which the Bank operates. The stability or fragility of the Bank's franchise, its governance, strategy and quality of its management are all indicators that could combine to increase or reduce the overall risk to the Bank and therefore they must be prudently managed.

Supporting Risks

	Definition
Business Model Risk	The risk that the Bank's business model falters or fails to keep pace with the industry as well as the economic risk of the environment in which the Bank operates.
Environment, Social, Governance (ESG) Risk	The risk of an environment, social, or governance event, or condition that, if it occurs, could cause an adverse sustainability impact on the Bank.
Earnings Risk	The risk that the Bank fails to achieve the quality and quantity of earnings assumed in its stress-tested financial models and is therefore unable to meet its business plan and/or capital/liquidity minima.

Examples of how we mitigate and control the risk

- We undertake regular formal reviews of the corporate strategy, assessing the appropriateness of the business model, values, culture, & objectives, considering prevailing market conditions
- We regularly monitor the Bank's strategic and business performance against market commitments, our balanced business scorecard and risk appetite
- We operate a defined governance structure covering all areas of risk including Executive and Board sub-committees
- We use stress tests to flex core business planning assumptions to assess potential performance under stressed operating conditions
- We set specific strategic risk appetite metrics that are reported to the Conduct and Risk Committee and Board Risk Committee
- We operate specific environmental risk policies and are developing an Environment, Social, Governance (ESG) Framework
- We undertake specific customer satisfaction surveys to identify how well our strategy is meeting customer needs

Credit Risk

Definition

The risk to earnings and capital arising from a customer's failure to meet the terms of their lending contract or failure to perform as agreed. In relation to the Bank's treasury activities, there is a risk that acquired securities of cash deposits with other banks are not fully repaid.

Risk Appetite Statement

The Bank must maintain and control a moderate appetite for lending risk, which serves the core client base of entrepreneurs and business owners and is capable of delivering its medium to longer term objectives in both periods of stability and economic stress. We pursue a high-quality portfolio that earns an adequate return without creating undue concentrations.

Supporting Risks

	Definition
Credit Quality Risk	The risk of disproportionately high credit losses arising as a result of lending to customers exhibiting weak credit characteristics.
Credit Performance and Stewardship Risk	The risk of credit losses as a result of weak or uncontrolled underwriting and/or credit monitoring processes.
Credit Concentration Risk	The risk that over exposure to single names, asset classes, sectors or geographies results in disproportionate credit losses in the event that material adverse events occur that impact on them.

Examples of how we mitigate and control the risk

- Credit Risk Appetite is set and lending performance against Risk Appetite is monitored regularly with escalation routes in place for any breaches
- We operate a Credit Risk Management Framework that includes detailed lending policies, underwriting manuals and standard operating procedures
- We choose to lend in sectors where we have experience and expertise
- Should there be problems with a loan, the restructuring and recoveries team work with customers unable to meet their loan servicing obligations to reach a satisfactory conclusion whilst adhering to the principle of 'treating customers fairly'
- We undertake regular reviews of our loan portfolios and complete ongoing assurance testing (1st,2nd and 3rd line) of our credit processes
- We operate specific Executive and Board Credit Committees for larger credit approvals as part of our governance structure
- We use segregation of duties in our underwriting processes
- We regularly stress test the loan book using a range of stressed but plausible credit related, economic scenarios
- We work within clearly defined portfolio limits approved by the Board Risk Committee covering for example, loan to value (LTV), affordability, sector and geographic concentrations
- We evidence affordability and complete credit search/fraud/CDD check when underwriting loans
- Credit decisions are made using a combination of Due Diligence, reviewing Credit Agency reports, reviewing financial information, credit scores and using the expert opinion of our underwriters
- We take security and where appropriate, guarantees, to support our lending

Capital, Liquidity and Funding Risk

Definition

The risk that the Bank's financial and funding structure fails to meet minimum regulatory standards and/or results in an inability of the Bank to deliver its corporate strategy or meet its commitments as they fall due.

Risk Appetite Statement

The Bank will maintain a sufficient level of capital, liquidity and funding to effectively support the business under stressed conditions. The Bank has no appetite for a failure to comply with regulatory minima.

Supporting Risks

	Definition
Capital Risk	The risk that the Bank will have insufficient capital to cover unexpected losses, meet regulatory requirements or support its growth plans.
Liquidity & Funding Risk	**Liquidity**: The risk that the Bank does not hold sufficient liquid assets to meet its liabilities in business as usual or under stress. **Funding**: The risk that insufficient funding exists to support the bank's balance sheet, specifically that the Bank cannot meet the demand from customers to withdraw their deposits.

Examples of how we mitigate and control the risk

- We set a prudent Risk Appetite which is approved by the Board and reviewed at least annually
- The Bank's large number of depositors provides diversification, with a high proportion of balances covered by the Financial Services Compensation Scheme mitigating the risk of a retail 'run'
- We have a funding contingency plan that is approved by the Board
- We monitor current and forecast levels of capital and liquidity against our risk appetite and KRIs and report to Asset and Liability Committee (ALCO), and the Board Risk Committee regularly
- We operate a suite of policies and procedures to manage treasury risks
- We operate a Capital Planning Framework which requires us to maintain appropriate levels of capital in a range of stressed scenarios
- The capital forecast forms an integral part of the annual budgeting process and is stress tested through our ICAAP. We maintain liquidity buffers based on various stressed liquidity scenarios and liquidity stress testing informs our ILAAP
- We monitor our liquidity position daily with escalation procedures clearly documented
- Assurance testing combined with RCSA processes supports the identification of any control weaknesses
- Our lending book is funded by our deposits, capital and retained profits. We do not rely on wholesale markets.
- We seek an appropriately diverse and stable funding base, rather than rely on a small range of products and maturities
- Liquidity resolution, recovery and contingency plans are developed alongside the ICAAP and ILAAP detailing actions to be taken in the event of a liquidity shortfall

Market Risk	
Definition	
The risks to earnings and capital arising from adverse movements in the prices of interest rate instruments, foreign exchange, and any exposure to prices of other financial instruments.	
Risk Appetite Statement	
Any market risk can only be incurred to ensure efficient management of the balance sheet, i.e. the Bank will not operate a trading book, e.g. take open positions on its own account (proprietary trading).	
Supporting Risks	
	Definition
Currency Risk	The current or prospective risk to the Bank's earnings and own funds from adverse movements in currency rates.
Interest Rate Risk	The current or prospective risk to the Bank's earnings and own funds arising from adverse movements in interest rates.
Treasury Counterparty Risk	The risk that acquired securities or cash deposits with other financial institutions are not repaid in part or in full or meet contractual timeframes.
Examples of how we mitigate and control the risk	

- We have a policy that only allows for deposits to be placed with higher rated Banks or invested in High Quality Liquid Assets in line with PRA guidance on Credit Ratings
- We set a risk appetite for market risk that is monitored and reported to Executive Committee, ALCO and Board Risk Committee. Breaches of triggers or limits are escalated
- We measure exposure to interest rate risk in the banking book and currency exposure on a regular basis. Where mismatches exist that are outside of risk appetite, the Bank's Treasury function actively hedges the exposures to match the repricing dates of assets and liabilities and any currency exposure
- We deploy appropriate segregation of duties within the finance team covering treasury activities
- Oversight is provided by a dedicated second line Prudential Risk team
- Assurance testing combined with RCSA processes support the identification of any control weaknesses

Operational Risk

Definition

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Operational risks can arise from all business lines, from all activities carried out by the Bank, and are thus diverse in nature.

Risk Appetite Statement

The Bank must make resources available to control operational risks to acceptable levels. The Bank recognises that it is not possible, or necessarily desirable, to eliminate some of the risks inherent in its activities. Tolerance of some operational risk is often necessary to foster innovation and efficiencies within business practices, however these risks must be assessed and understood prior to them being accepted.

Supporting Risks

	Definition
People Risk	The risk that the Bank is unable to recruit or retain sufficient numbers of staff with the right skills and knowledge to deliver its strategic objectives.
Supplier / Outsourcing Risk	The risk of damage as a result of failure in selection and/or ongoing management and oversight of a third party.
Operational Resilience Risk	The risk that the Bank is unable to continue to deliver its products and services at acceptable levels following a disruptive event.
Change Management Risk	The risk that the Bank's material change programmes fail to deliver the intended outcomes. The risk that change programmes fail to deliver on time or to budget resulting in customer impact and/or a material adverse impact on the Bank's financial position.
Cyber Risk	The risk of loss or customer detriment as a result of the misuse, or attack on, the Bank's IT infrastructure.
Information Security Risk	The risk to the bank or its customers due to the potential for unauthorised access, loss, use, disclosure, disruption, modification, or destruction of information.
Financial Control & Reporting Risk	The risk of inaccurate or late reporting of financial information (internally or externally) and/or the bank failing to maintain effective control over financial planning and cost management processes.
Process Execution Risk	The risk that Bank staff fail to execute processes correctly resulting in financial loss and/or customer detriment.
Data and Model Risk	The risk that the Bank's models are designed incorrectly, are based on inaccurate data, do not achieve the purpose for which they have been designed and/or that data and models are not used correctly or applied inappropriately.
Health and Safety Risk	The risk of the Bank's staff, contractors, visitors or customers being harmed as a result of the Bank's failure to identify and control workplace hazards.

Examples of how we mitigate and control the risk
• The Bank's processes and standards are established through an Operational Risk Management Framework that are aligned to meet regulatory standards • We have a defined Operational Resilience Policy with Business Continuity Plans in place that are tested regularly • A risk management information system is maintained for monitoring the key risks and incidents across the business • We operate a series of tools that have been designed and deployed to identify and prevent network/ system intrusions. The effectiveness of implemented controls is overseen by a dedicated IT Security Forum, with specialist IT security staff employed by the Bank. We have a specific 2nd line Cyber Risk Manager to provide oversight and challenge first line cyber risk controls • We invest in information security controls to ensure that detection and anti-penetration measures remain robust in preventing and mitigating the impact of a security breach of the IT network, and staff members are provided with regular training and information relating to information security • We design recovery time objectives for our critical business services where a sustained operational failure would result in customer detriment • We have operational processes and procedures that are clearly documented and understood, and subject to 2nd line oversight and challenge • Senior Management identify operational risks across their businesses and assess the effectiveness of controls that mitigate those risks using a defined Risk and Control Self-Assessment (RCSA) process • We have established remote working procedures and have a two tier process for ensuring those who are considered as 'core' (who attend the office as required to maintain operational capability) and 'secondary' (who can work effectively from home and will only attend the office if required) can do so safely, with all necessary precautions taken • We place project governance around change control processes for material projects • We monitor the operational risk profile versus risk appetite using Metrics and KRIs, reporting and escalating to Conduct and Risk Committee and Board Risk Committee any breaches • We operate a specific Models Governance Committee and Model Governance Framework • We operate a Vendor Management and Outsourcing Framework using a risk-based approach to categorising outsourcing risk • Cross coverage of critical roles has been established to ensure continuity of service to our customers

Conduct Risk

Definition

Conduct Risk is defined as any action of the Bank or individual identified with the Bank that leads to customer detriment, or has an adverse effect on market stability or effective competition.

Risk Appetite Statement

The Bank has no tolerance for behaviours or activities that knowingly promote poor customer outcomes, lead to customer detriment or have an adverse impact on market stability or effective competition.

Supporting Risks

	Definition
Product and Pricing Risk	The risk that the Bank's products and services do not meet the needs of the customers they are targeted at and/or are not kept up to date and fair via a regular review process.
Customer Journey Conduct Risk	The risk that the Bank's customers are not treated fairly and/or experience detriment as a result of the way in which the Bank's business model operates.
Competency, Culture and Reward Risk	The risk that the way in which our people are trained, managed or rewarded does not deliver fair customer outcomes.
Vulnerable Customer Risk	The risk that by failing to identify and manage vulnerable customers correctly, the Bank fails to treat them fairly and/or causes them detriment.

Examples of how we mitigate and control the risk

- We operate a Conduct Risk Management Framework supported by relevant policies and procedures to ensure that conduct risk is managed as a core component of our strategic plans
- We set conduct risk appetite and KRIs that are reported to Conduct and Risk Committee and Board Risk Committee
- Conduct risks and controls are reviewed on a monthly basis by business units and management information from first line risk owners is presented to the Conduct and Risk Committee on a monthly basis for challenge and review by senior management
- We operate a Products and Services Committee to deliver clear oversight of fair customer outcomes and regulatory compliance associated with the implementation, changes and ongoing review of products
- Our RCSA process provides a framework for identifying and testing controls over conduct risks
- We operate a conflicts-of interest register and have controls in place to ensure that conflicts do not create conduct issues
- Segregation of duties are deployed where required to protect customer interests
- We complete regular assurance testing of our business activities that have the potential to cause customer harm
- We record and use root cause analysis to investigate risk events and complaints that result in poor customer outcomes
- We monitor product sales against expectation and forecasting, and where these are materially different, we conduct a review to understand why this is happening
- New and emerging regulatory driven changes are overseen through a formal horizon scanning (emerging risks) process
- We encourage an environment where employees who exhibit poor conduct are challenged but also supported to correct behaviours

Legal, Compliance and Financial Crime Risk	
Definition	
The risk of legal or regulatory sanctions, material financial loss or reputational damage as a result of a failure to comply with legislation or regulation applicable to the Bank's activities.	
Risk Appetite Statement	
The Bank has no appetite for material breaches, financial losses or reputational damage arising from the systematic failure to comply with laws and regulations.	
Supporting Risks	
	Definition
Legal Risk	The risk of loss resulting from a legally defective transaction or claim against the Bank and/or a failure to recognise the impact of a change in law relating to the Bank's activities.
Compliance Risk	Compliance risk is defined as the risk of legal or regulatory sanctions, material financial loss, or loss to reputation a bank may suffer because of its failure to comply with laws, regulations, rules, related self-regulatory organisation standards, and codes of conduct applicable to its banking activities.
Money Laundering Risk	The risk of financial loss, sanctions or reputational damage as a result of the Bank failing to comply with money laundering regulation and legislation.
Tax Evasion Risk	The risk of financial loss, sanctions or reputational damage as a result of the Bank failing to comply with tax evasion regulation and legislation.
Terrorist Financing Risk	The risk of financial loss, sanctions or reputational damage as a result of the Bank failing to comply with terrorist financing regulation and legislation.
Sanctions Risk	The risk of financial loss, regulatory sanctions or reputational damage caused by a failure of the Bank to identify transactions undertaken with individuals or countries subject to government-imposed sanctions.
Fraud Risk	The risk of loss as a result of fraudulent activity undertaken by a member of staff (internal fraud) or by third parties (external fraud).
Bribery and Corruption Risk	The risk of financial loss, sanctions or reputational damage as a result of a failure to comply with the requirements of relevant bribery and corruption legislation.

Examples of how we mitigate and control the risk
• We set risk appetite and KRIs that are reported to Conduct and Risk Committee and Board Risk Committee • Our defined RCSA process identifies and tests our key controls over Compliance and Financial Crime Risks • Incident logs are maintained for compliance breaches and near misses, incidents are investigated and escalated to Executive and Board Members where required • Roles and responsibilities are clearly assigned, and segregation of duties is implemented for key compliance processes • We complete regular assurance testing of our business activities including thematic reviews of relevant regulatory topics • New and emerging regulatory driven changes are overseen through a horizon scanning process. All significant regulatory initiatives are managed by structured programmes, sponsored at Executive Management level • We make use of independent expert legal and regulatory advice where appropriate • We have a dedicated Compliance Director who is also our MRLO and leads our financial crime and compliance activities • We operate a programme of staff training and awareness on compliance and financial crime matters • We operate a suite of specific Financial Crime Policies and procedures • We use bespoke data monitoring systems for onboarding and transaction monitoring • We ensure employee screening checks are in place for new joiners • A Financial Crime risk assessment is conducted annually with findings reported to the Board

Cynergy Bank's Risk Objectives – unaudited

Identifying and assessing risk and control activities provides reasonable assurance that the Bank's business objectives will be met.

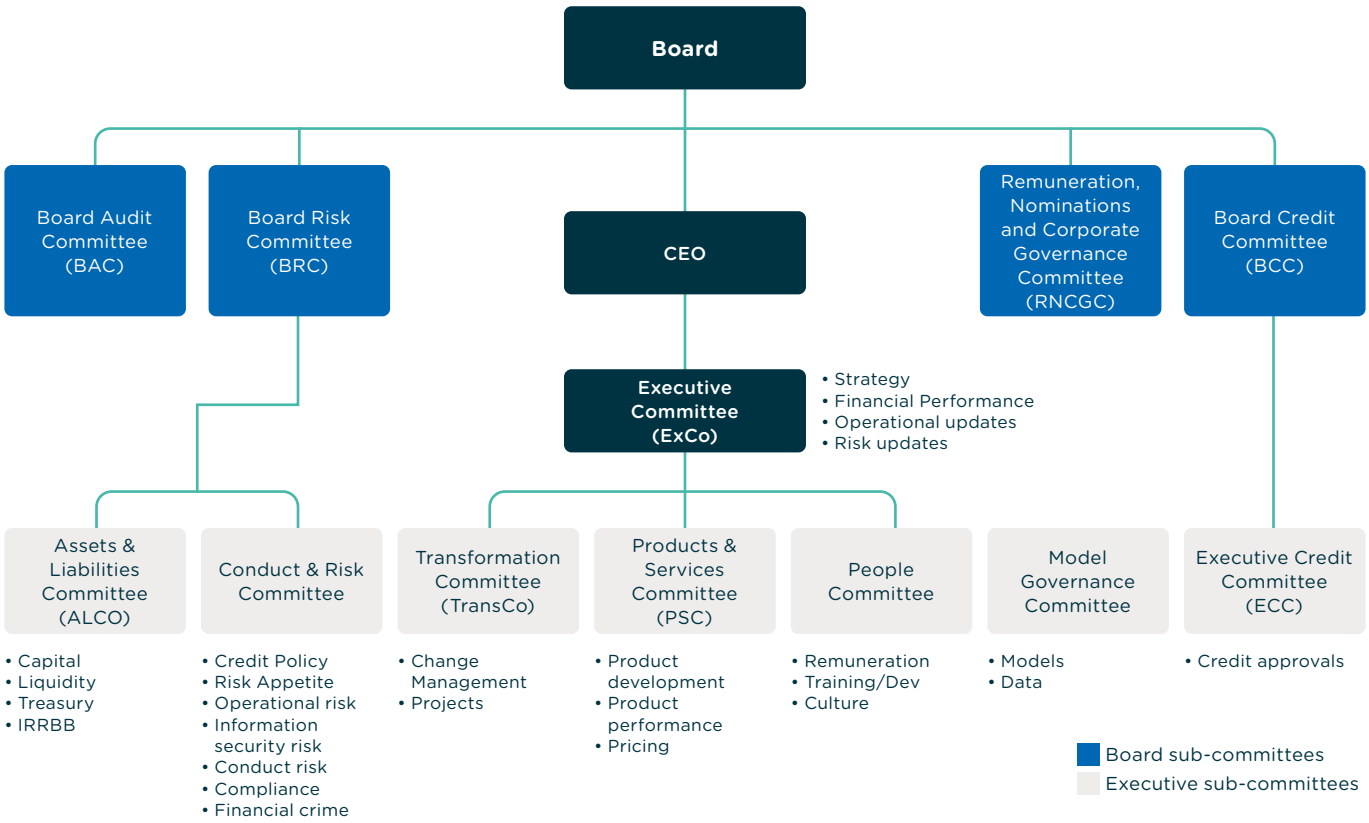
Cynergy Bank has clear risk objectives to ensure that the level of risk undertaken by the Bank is consistent with the approved Risk Appetite and business strategy. These objectives aim to:

- Identify significant risks to the Bank's strategy and ensure that the appropriate mitigating activities are in place
- Ensure that risk management is an integral part of the Bank's process of strategic decision making and capital planning
- Support business decision making by taking a balanced view on risk, while establishing strong independent review and challenge
- Assist the business lines to improve control and coordination of risk taking
- To drive organisational learning by understanding the root cause of incidents minimising the likelihood of recurrence
- Develop a risk aware workforce by embedding good risk management practices across the Bank

Risk Governance – unaudited

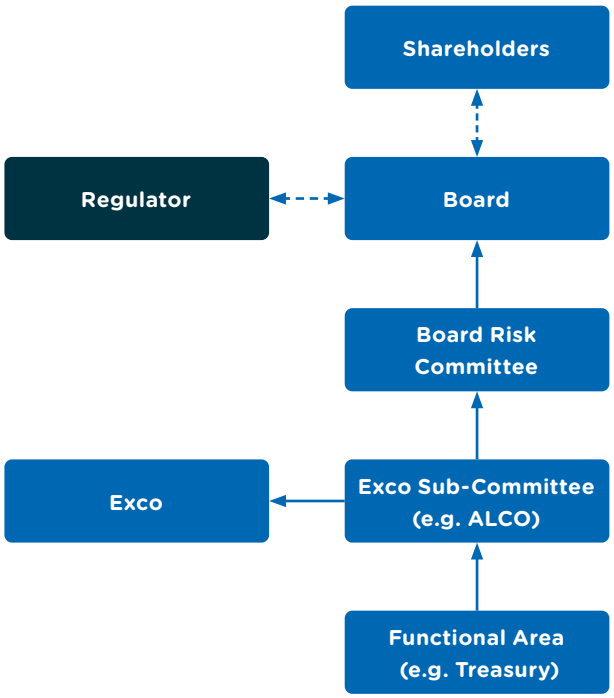
The Bank operates a Corporate Governance Framework which sets out how the Board will provide oversight of the management of risk.

Board members and members of the Bank's Executive team hold specific Senior Manager Function (SMF) responsibilities under the FCA's Senior Management & Certification Regime (SMCR), other staff are certified under the Regime as Material Risk Takers. The Bank requires its SMF holders to periodically attest that they have met their obligations as SMF holders and, collectively, the SMF holders cover all the duties expected of the Bank by the FCA. The Bank operates a defined structure of Board and Executive level sub-committees, and each committee has its own Terms of Reference. A high-level view of the main risk governance committees is set out below:



Reporting and escalation are key aspects of the RMF ensuring that appropriate actions are taken in a timely manner. The objective of risk reporting within the Bank is to escalate relevant risk information that enables the Board and other governance bodies to monitor and manage the Bank's risk exposures in line with its Risk Appetite Framework. Any actual or expected breach of a Risk Appetite Metric is escalated using a defined escalation pathway, set out below:

Escalation Path – unaudited



Risk Oversight and Assurance – unaudited

The Bank adopts the `three lines of defence' model which sets out a clear segregation of duties between day to day activities, risk oversight and independent assurance. Whilst each staff role is allocated as either first, second or third line of defence, all three lines of defence work together to effectively manage risk across the Bank.

First Line of Defence: The first line of defence against risks lies with the front line. The front line includes all units that onboard risk into the Bank including those that enter into business transactions with the customers or other client facing areas, as well as all associated support functions including Finance, Treasury and Operations. The first line of defence is responsible for identifying all the risks in their activities and developing appropriate policies, procedures and controls to govern these activities; operating within all limits applicable to their operations as cascaded from the Risk Appetite Statements; and reporting or escalating risk events as appropriate.

Second Line of Defence: The second line of defence consists of the Risk and Compliance functions of the Bank. They are responsible for monitoring the performance of the first line and their adherence to policies, limits or other mandates in place. They promote risk awareness through the engagement of business units in the identification, measurement and mitigation of risks as appropriate; they facilitate the collection and monitoring of Key Risk Indicators (KRIs), and Risk Appetite Metrics and they provide a strategic and forward-looking perspective on the key risk issues for discussion at senior levels within the Bank e.g. (risk appetite, stress testing framework). In relation to credit risk specifically, the second line also manage the Bank's Business Support and Recoveries activities.

Third Line of Defence: Internal Audit comprises the third line of defence. They provide independent assurance to the Board and Executive Management over the effectiveness of governance, risk management and control over current, systemic and emerging risks.

Fair value of financial assets and liabilities

The following tables analyse the Bank's financial assets and liabilities in accordance with the categories of financial instruments in IFRS 9. For the purposes of this note, carrying value refers to amounts reflected in the balance sheet.

Consolidated		31 December 2021		31 December 2020	
	Notes	**Carrying value £000**	**Fair value £000**	Carrying value £000	Fair value £000
Financial assets					
Cash and balances with central banks	(a, Level 1)	**324,982**	**324,982**	246,256	246,256
Placements with banks	(b, Level 1)	**54,529**	**54,529**	44,784	44,784
Derivative financial assets	(e, see below)	**54**	**54**	31	31
Investment in securities	(g, level 1)	**137,782**	**137,529**	-	-
Loans and advances to customers	(c, Level 3)	**2,949,578**	**3,199,469**	2,613,962	2,629,702
Financial liabilities					
Bank deposits	(b, Level 1)	**400,125**	**400,125**	340,131	340,131
Customer deposits	(d, Level 3)	**2,832,564**	**2,801,143**	2,352,241	2,338,834
Derivative financial liabilities	(e, see below)	**429**	**429**	772	772
Subordinated loan	(f, Level 3)	**29,868**	**29,735**	29,744	29,572

Company	Notes	31 December 2021 Carrying value £000	31 December 2021 Fair value £000	31 December 2020 Carrying value £000	31 December 2020 Fair value £000
Financial assets					
Cash and balances with central banks	(a, Level 1)	**324,982**	**324,982**	246,256	246,256
Placements with banks	(b, Level 1)	**48,273**	**48,273**	44,784	44,784
Derivative financial assets	(e, see below)	**54**	**54**	31	31
Investment in securities	(g, level 1)	**137,782**	**137,529**	-	-
Loans and advances to customers	(c, Level 3)	**2,941,984**	**3,191,631**	2,613,962	2,629,702
Financial liabilities					
Bank deposits	(b, Level 1)	**400,125**	**400,125**	340,131	340,131
Customer deposits	(d, Level 3)	**2,832,564**	**2,801,143**	2,352,241	2,338,834
Derivative financial liabilities	(e, see below)	**429**	**429**	772	772
Subordinated loan	(f, Level 3)	**29,868**	**29,735**	29,744	29,572

The fair value estimates are based on the following methodologies and assumptions:

(a) The carrying amounts of these financial assets, largely due to the short-term maturities of these instruments, approximate fair value.

(b) The carrying value of placements with banks and bank deposits is considered to approximate fair value. Placements with banks are repayable on demand or within twelve months. Amounts due to banks and related entities are re-priced every three months at market rates. As a result, these carrying values approximate fair values.

(c) The carrying value of loans and advances to customers is net of allowance for impairment losses and unearned income. The estimated fair value of the advances is calculated by discounting the cash flows using prevailing market interest rates adjusted for risk premium of the Bank.

(d) The carrying value of customer deposits is calculated by discounting the cash flows using prevailing market interest rates. The estimated fair value of deposits with no stated maturity, which include non-interest-bearing deposits, is the amount repayable on demand.

(e) The fair value of derivatives (including foreign exchange contracts and interest rate swaps) designated as being carried at fair value through profit or loss are based on quoted market prices and data or valuation techniques based on observable market data as appropriate to the nature and type of the underlying instrument.

(f) The subordinated loan is non-traded and the fair value is calculated by discounting the cash flows using prevailing market interest rates.

(g) The carrying value of investment in securities is measured at amortised cost based on principal and coupon amount. The estimated fair value of investment in securities is based on quoted prices in an active market for the specific instrument. When quoted market prices are unavailable, the debt in issue is valued using valuation techniques, the inputs for which are either based on quoted prices in an inactive market for the instrument or are estimated by comparison with quoted prices in an active market for similar instruments.

The following table shows an analysis of derivative financial instruments recorded at fair value by level of the fair value hierarchy:

Consolidated and Company 31 December 2021	**Level 1 £000**	**Level 2 £000**	**Level 3 £000**	**Total fair value £000**
Derivative financial assets	**-**	**54**	**-**	**54**
Derivative financial liabilities	**-**	**(429)**	**-**	**(429)**
31 December 2020	Level 1 £000	Level 2 £000	Level 3 £000	Total fair value £000
Derivative financial assets	-	31	-	31
Derivative financial liabilities	-	(772)	-	(772)

Level 1 inputs are those with quoted prices for similar instruments, level 2 inputs have directly observable market inputs other than level 1 inputs and level 3 inputs are not based on observable market data but are calculated using a discounted cash flow model, with relevant prevailing market discount rates for each product maturity.

The following table summarises the valuation inputs and relationships to fair value:

Consolidated	Fair value at		Range of inputs		
Description	**31 Dec 2021 £000**	31 Dec 2020 £000	**2021**	2020	Relationship of discount rate input to fair value
Loans and advances to customers	**3,199,469**	2,629,702	**0.19% - 1.24%**	(0.01%) - 0.42%	A shift in discount rate of +/-10bps results in a change of fair value of £11m to £8m (2020: £0.1m)
Customer deposits	**2,801,143**	2,338,834	**0.19% - 1.24%**	(0.01%) - 0.42%	A shift in discount rate of +/-10bps results in a change of fair value of £4m (2020: £0.1m)
Investment in securities	**137,529**	-	**0.01%-0.46%**	-	Based on quoted prices
Subordinated debt	**29,735**	29,572	**1.04%**	0.08%	A shift in discount rate of +/-10bps results in a change of fair value of £0.01m (2020: £0.2m)

Company	Fair value at		Range of inputs		
Description	**31 Dec 2021 £000**	31 Dec 2020 £000	**2021**	2020	Relationship of discount rate input to fair value
Loans and advances to customers	**3,191,631**	2,629,702	**0.19% - 1.24%**	(0.01%) - 0.42%	A shift in discount rate of +/-10bps results in a change of fair value of £11m to £8m (2020: £0.1m)
Customer deposits	**2,801,143**	2,338,834	**0.19% - 1.24%**	(0.01%) - 0.42%	A shift in discount rate of +/-10bps results in a change of fair value of £4m (2020: £0.1m)
Investment in securities	**137,529**	-	**0.01%-0.46%**	-	Based on quoted prices
Subordinated debt	**29,735**	29,572	**1.04%**	0.08%	A shift in discount rate of +/-10bps results in a change of fair value of £0.01m (2020: £0.2m)

Liquidity risk

Liquidity risk is the risk of failure to realise assets or raise funds to meet current and future commitments. Liquidity risk is managed each day by the Bank's Treasury department under the supervision of the Asset & Liability Committee. To manage liquidity risk the Bank maintains a portfolio of high quality liquid and marketable assets to meet the liquidity requirements of the PRA and the Bank's internal policies. These assets can be converted into cash to meet its liquidity needs for a 30 calendar day liquidity stress scenario, and the Bank must ensure it maintains this LCR in adherence with its regulatory requirements.

Analysis of assets and liabilities by expected maturity						
Consolidated **31 December 2021**	**Carrying value £000**	**Demand £000**	**Up to 3 months £000**	**3 months to 1 year £000**	**1 year to 5 years £000**	**Over 5 years £000**
Assets:						
Cash and balances with central banks	**324,982**	**317,759**	**-**	**7,223**	**-**	**-**
Placements with banks	**54,529**	**54,529**	**-**	**-**	**-**	**-**
Investment in securities	**137,782**	**-**	**13,185**	**7,179**	**117,418**	**-**
Loans and advances to customers	**2,949,578**	**9,414**	**163,057**	**183,429**	**1,826,150**	**767,528**
Total assets	**3,466,871**	**381,702**	**176,242**	**197,831**	**1,943,568**	**767,528**
Liabilities:						
Bank deposits	**400,125**	**-**	**-**	**-**	**400,125**	**-**
Customer deposits	**2,832,564**	**2,145,414**	**132,176**	**407,666**	**147,308**	**-**
Other liabilities	**33,793**	**-**	**-**	**33,793**	**-**	**-**
Subordinated loan	**29,868**	**-**	**-**	**-**	**29,868**	**-**
Total liabilities	**3,296,350**	**2,145,414**	**132,176**	**441,459**	**577,301**	**-**
Acceptances and guarantees	**841**	**841**	**-**	**-**	**-**	**-**

Analysis of assets and liabilities by expected maturity Company 31 December 2021	Carrying value £000	Demand £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Assets:						
Cash and balances with central banks	**324,982**	**317,759**	**-**	**7,223**	**-**	**-**
Placements with banks	**48,273**	**48,273**	**-**	**-**	**-**	**-**
Investment in securities	**137,782**	**-**	**13,185**	**7,179**	**117,418**	**-**
Loans and advances to customers	**2,941,984**	**9,414**	**163,057**	**183,322**	**1,818,663**	**767,528**
Total assets	**3,453,021**	**375,446**	**176,242**	**197,724**	**1,936,081**	**767,528**
Liabilities:						
Bank deposits	**400,125**	**-**	**-**	**-**	**400,125**	**-**
Customer deposits	**2,832,564**	**2,145,414**	**132,176**	**407,666**	**147,308**	**-**
Other liabilities	**32,998**	**-**	**-**	**32,998**	**-**	**-**
Subordinated loan	**29,868**	**-**	**-**	**-**	**29,868**	**-**
Total liabilities	**3,295,555**	**2,145,414**	**132,176**	**440,664**	**577,301**	**-**
Acceptances and guarantees	**841**	**841**	**-**	**-**	**-**	**-**

Analysis of assets and liabilities by expected maturity Consolidated and Company 31 December 2020	Carrying value £000	Demand £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Assets:						
Cash and balances with central banks	246,256	240,523	-	5,733	-	-
Placements with banks	44,784	44,784	-	-	-	-
Loans and advances to customers	2,613,962	12,322	160,589	185,887	1,664,003	591,161
Total assets	2,905,002	297,629	160,589	191,620	1,664,003	591,161
Liabilities:						
Bank deposits	340,131	-	-	90,074	250,057	-
Customer deposits	2,352,241	1,568,401	179,333	475,434	129,073	-
Other liabilities	25,739	-	-	25,739	-	-
Subordinated loan	29,744	-	-	-	29,744	-
Total liabilities	2,747,855	1,568,401	179,333	591,247	408,874	-
Acceptances and guarantees	1,007	1,007	-	-	-	-

The tables below have been drawn up based on the undiscounted contractual maturities of the financial liabilities including interest that will accrue to those liabilities except where the Bank is entitled and intends to repay the liability before its maturity.

The following table details the Bank's remaining contractual maturity for its non-derivative financial liabilities:

Non-derivative financial liabilities Consolidated	2021				
	Demand £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Bank deposits	**400,125**	**-**	**-**	**-**	**-**
Customer deposits	**2,145,414**	**132,176**	**407,666**	**147,308**	**-**
Subordinated loan	**8,929**	**-**	**-**	**29,868**	**-**

Non-derivative financial liabilities Company	2021				
	Demand £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Bank deposits	**400,125**	**-**	**-**	**-**	**-**
Customer deposits	**2,145,414**	**132,176**	**407,666**	**147,308**	**-**
Subordinated loan	**8,929**	**-**	**-**	**29,868**	**-**

Non-derivative financial liabilities Consolidated and Company	2020					
	Total £000	Demand £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Bank deposits	340,131	-	-	90,074	250,057	-
Customer deposits	2,352,241	1,568,401	179,333	475,434	129,073	-
Subordinated loan	37,023	7,279	-	-	29,744	-

Credit risk

Credit risk arises principally from lending activities, but also from other on and off balance sheet transactions where there is a risk that the counterparty may not meet its obligations to the Bank. Credit risk occurs mainly in customer advances. To control credit risk, the Bank establishes lending policies and exposure limits by various categories including counterparty, sector and country, which are reviewed on a continuing basis.

Credit policies are approved by the Board of Directors on recommendation from the Conduct and Risk Committee, which has management oversight of credit risk. The Bank maintains a dedicated credit risk function with responsibility for managing credit risk and monitoring management of advances by the Bank's business units.

The Conduct and Risk Committee meets monthly and reviews reports on credit concentration, portfolio performance and provisions. The Executive Credit Committee, a sub-committee of the Board Credit Committee, approves credit facilities within its authority or makes recommendations to the Board of Directors for approval at Board Credit Committee where on an exception basis facilities are outside of the Bank's Risk Appetite Statement.

The Bank assesses credit risk throughout its activities applying various industry standards and techniques to ensure that the underlying risks are quantified and appropriate ECLs applied in accordance with IFRS 9. The key components are outlined below:

i) The Bank's internal rating and PD estimation process

Each of the Bank's key portfolios operates separate systems which apply internal credit grades to its customers. The systems incorporate both qualitative and quantitative information to assign PDs based on historical experience, where such experience is sufficient to establish a robust estimate of PD. Where there is insufficient historical experience, PDs are estimated on the basis of information from a credit rating agency. PDs are then adjusted for IFRS 9 ECL calculations to incorporate forward looking information and apply the IFRS 9 Stage classification of the exposure. The Bank's macroeconomic scenarios are then applied to assess a weighted ECL output at an exposure level.

ii) Treasury, trading and interbank relationships

The Bank's counterparties comprise financial services institutions and central banks. For these relationships, the Bank's credit risk department analyses publicly available information such as financial information and other external data, e.g., the rating of Moody's or Standard and Poor's.

iii) Corporate, small business lending and property financing

Borrowers are assessed by relationship managers under the oversight of the Credit Risk unit of the Bank. The credit risk assessment is based on a credit grading system that takes into account various historical, current and forward-looking information such as:

- Historical financial information together with forecasts and budgets prepared by the client. This financial information includes realised and expected results, solvency ratios, liquidity ratios and any other relevant ratios to measure the client's financial performance. Some of these indicators are captured in covenants with the clients and are, therefore, measured with greater attention.
- Any publicly available information on the clients from external parties.
- Any other objectively supportable information on the quality and abilities of the client's management relevant for the Bank's performance.

The complexity and granularity of the grading techniques varies based on the exposure of the Bank and the complexity and size of the customer.

iv) Exposure at default

The EAD represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the client's ability to increase its exposure while approaching default and potential early repayments too.

For loans, EAD is modelled on the basis of the contractual amortisation profile of the loan but assuming that for the last 90 days before default no further repayments are made. No account is taken of early repayments made at the option of the borrower. For overdrafts, the EAD is taken as the full amount of the approved limit or, if higher, the overdrawn balance at the balance sheet date. Undrawn facilities which have been offered in the last three months before the balance sheet data are assumed to draw down in full, as are the undrawn portions of staged loans, such as property development loans.

v) Loss given default

The revaluation of the underlying collateral to a credit exposure is reviewed aligned to the Bank's Valuation policy. The calculation of the LTV is a core component of the LGD which takes into account the expected EAD in comparison to the amount expected to be recovered or realised from any collateral over which the Bank has a charge.

The LGD rate for customer advances is based on the following principal inputs:

- The probability that the account will cure after default, in which case the loss will be nil. The estimate of the probability of cure is based on historical experience and is a function of LTV. For cases that are in Recoveries the probability of cure is taken to be nil.
- The LTV of the borrower at the time of default.
- The forced sale discount, which is determined on a probability distribution with a mean of 26% for residential properties and 33% for commercial properties.
- The cost of realisation, which is assumed to be 5%, based on the Bank's experience of recoveries case in the past.
- The discount rate applied to the realisation proceeds, which is the effective interest rate of the exposure.
- The time to sale, which is assumed to be 18 months from the date of default, based on the Bank's experience and based on the Bank's assessment of industry practice.
- Post write-off recoveries, which are assumed to be nil.

Further, LGDs under IFRS 9 incorporate recent data and forward-looking macroeconomic variables in order to determine a rate across multiple scenarios. Examples of key inputs involve changes in collateral values including property prices for mortgages, payment status or other factors that are indicative of losses in the group. Under IFRS 9, LGD rates are estimated for the Stage 1, Stage 2 and Stage 3 IFRS 9 segment of each asset class.

vi) Significant increase in credit risk

The Bank monitors all assets subject to ECLs. In order to determine whether an instrument or a portfolio of instruments is subject to 12m ECL or LTECL, the Bank assesses whether there has been a significant increase in credit risk since initial recognition. For example, the Bank considers an exposure to have significantly increased in credit risk when any of the following has occurred:

- The exposure is placed on the Watch List;
- The exposure is forborne;
- The exposure is downgraded to D or E using the Bank's internal grading methodology;
- The exposure has been downgraded from A to C using the Bank's internal grading methodology.

Regardless of the change in credit grades, if contractual payments are more than 30 days past due, the credit risk is deemed to have increased significantly since initial recognition. Only tables for Company are presented below as Cynergy Business Finance Limited does not have any exposures other than performing Stage 1 loans at 31 December 2021.

Company As at 31st December 2021 £000	Business			Private			Property		
	Gross carrying amount	ECL	Coverage	Gross carrying amount	ECL	Coverage	Gross carrying amount	ECL	Coverage
PD movement[1]	35,573	313	0.88%	13	1	7.69%	76,903	398	0.52%
Forbearance support provided	21,225	43	0.20%	-	-	-	2,031	3	0.15%
Watchlist or other qualitative reasons[2]	47,569	773	1.63%	2,043	57	2.79%	47,046	587	1.25%
30 Days past due	-	-	-	-	-	-	386	-	0.11%
Total	**104,367**	**1,129**	**1.08%**	**2,056**	**58**	**2.82%**	**126,366**	**988**	**0.78%**

Company As at 31st December 2020 £000	Business			Private			Property		
	Gross carrying amount	ECL	Coverage	Gross carrying amount	ECL	Coverage	Gross carrying amount	ECL	Coverage
PD movement[3]	3,818	37	0.97%	387	3	0.78%	32,799	187	0.57%
Forbearance support provided	17,869	34	0.19%	-	-	-	10,175	84	0.83%
Watchlist or other qualitative reasons[4]	22,435	718	3.20%	1,396	26	1.86%	84,400	1,789	2.12%
30 Days past due	-	-	-	-	-	-	12,566	242	1.93%
Total	**44,122**	**789**	**1.79%**	**1,783**	**29**	**1.63%**	**139,940**	**2,302**	**1.64%**

For connected group borrowers with exposure less than £250,000 there is no specific annual review and borrowers are subject to a review on the trigger of an exception. Therefore should symptoms of credit weakness, such as arrears be identified the credit quality of the customer will be re-assessed. For these accounts (which account for 1.06% of total customer advances), a separate assessment of the evidence of a significant deterioration and an adjustment is made to the ECL estimate as a management overlay, if appropriate.

vii) Annual Review Process

All borrowers with exposure over £250,000 are subject to an annual review of lending, collaterals and performance against the customer's broader market sector.

[1]PD movement; includes cases that moved due to staging criteria in our IFRS 9 model e.g. two notch downward internal grading, expired loans, unauthorised overdraft.
[2]Watchlist or Other qualitative reason; Watchlist (WL) cases that are classified Stage 2 following internal process including WL addition.
[3]PD movement; includes cases that moved due to staging criteria in our IFRS 9 model e.g. two notch downward internal grading, expired loans, unauthorised overdraft
[4]Watchlist or Other qualitative reason; Watchlist (WL) cases that are classified Stage 2 following internal process including WL addition.

The following table shows the risk concentration by sector for customer advances:

	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Business sector				
Property investment	**2,211,642**	**2,211,642**	2,021,143	2,021,143
Property development	**62,860**	**62,860**	70,790	70,790
Hotels, catering and leisure	**256,903**	**256,903**	224,463	224,463
Manufacturing	**4,128**	**3,640**	10,514	10,514
Retail and wholesale	**7,716**	**5,742**	9,420	9,420
Other business sectors	**164,361**	**159,166**	65,218	65,218
Personal sector	**255,892**	**255,892**	220,961	220,961
	2,963,502	**2,955,845**	2,622,509	2,622,509
Less: Allowance for ECL / impairment losses	**(13,924)**	**(13,861)**	(8,547)	(8,547)
Carrying amount	**2,949,578**	**2,941,984**	2,613,962	2,613,962

Forbearance

Forbearance means the active agreement by the Bank with the customer to vary the terms of a loan agreement, either temporarily or permanently, to assist a customer to overcome financial stress and repay a loan. Forbearance is usually a trigger for accounts to be moved into stage 2 or stage 3 under IFRS 9, however due to the ongoing support required to mitigate some of the challenges presented by Covid, exceptional measures were put in place by governments, regulators and the Bank to minimise this impact at a UK and global level.

At year end, the Bank had supported 133 customers with a lending value of £303m through CBILS, which it became a member of in early 2020. Latterly in 2021 the Bank also joined the Recovery Loan Scheme (RLS), which ensured that the Bank was positioned to continue to lend safely against the uncertain economic backdrop for those customers who continued to experience challenges related to Covid. At year end, 21 customers had been supported with £45m of lending under the RLS.

Where cases are considered to be forborne and non-performing they are considered as stage 3 and must complete an 18-month cure period followed by a 24-month monitoring period (probation period) as a performing forborne loan before these accounts would be returned to the good book, a total of 42 months. In the case of a performing forborne they would not go through the 18-month cure period and would only have to meet the 24-month probation period. An outline of the forbearance and the trigger for this is provided in the table below and 2020 position is presented for comparison. Only tables for Cynergy Bank are presented below as Cynergy Business Finance does not have any exposures other than performing Stage 1 loans at year end 2021.

Consolidated and Company 31 December 2021	Total £000	Stage 2 £000	Stage 3 £000
Interest-only conversion	**3,339**	**1,923**	**1,416**
Extension of repayment period	**15,308**	**-**	**15,308**
Payment holidays	**41,939**	**32,595**	**9,344**
Amortisation profile change	**1,094**	**-**	**1,094**
Refinance	**506**	**506**	**-**
Other	**161**	**-**	**161**
Total	**62,347**	**35,024**	**27,323**

Consolidated and Company 31 December 2020	Total £000	Stage 2 £000	Stage 3 £000
Interest-only conversion	1,368	-	1,368
Extension of repayment period	19,601	16,753	2,848
Payment holidays	34,348	31,478	2,870
Amortisation profile change	814	-	814
Refinance	533	471	62
Other	174	-	174
Total	56,838	48,702	8,136

Definition of default and cure

From a quantitative perspective a key trigger of default and therefore Stage 3 (credit-impaired) for ECL calculations, is when the borrower becomes 90 days past due on its contractual payments. The Bank considers treasury and interbank balances defaulted and takes immediate action when the required intraday payments are not settled by the close of business as outlined in the individual agreements.

As a part of a qualitative assessment of whether a customer is in default, the Bank also considers a variety of instances that may indicate unlikeliness to pay (UTP) criteria. When such events occur, the Bank carefully considers whether the event should result in treating the customer as defaulted and therefore assessed as Stage 3 for ECL calculations or whether Stage 2 is appropriate. Such events include:

- Internal rating of the borrower indicating default or near-default;
- The borrower requesting emergency funding from the Bank;
- The borrower having past due liabilities to public creditors or employees;
- The borrower is deceased;
- A material decrease in the underlying collateral value where the recovery of the loan is expected from the sale of the collateral;
- A material decrease in the borrower's turnover or the loss of a major customer;
- A covenant breach not waived by the Bank;
- The debtor (or any legal entity within the debtor's group) filing for bankruptcy application / protection.

Once an exposure becomes credit-impaired it triggers Stage 3 under IFRS 9. If the exposure subsequently ceases to exhibit indicators of being credit-impaired, it will remain in Stage 3 for a period (known as a 'cure period') so that the apparent improvement of credit-status can be confirmed. It is the Bank's policy to consider a financial instrument as 'cured' and therefore re-classified out of Stage 3 when none of the default criteria have been present for at least 18 consecutive months. The decision whether to classify an asset as Stage 2 or Stage 1 once cured depends on the updated credit grade, at the time of the cure, and

whether this indicates there has been a significant increase in credit risk compared to initial recognition. The Bank's criterion for 'cure' for ECL purposes is less stringent than the 24 months requirement for forbearance which is explained in note 3.14.

Non-Performing Loans vs Credit Impaired

Non-Performing Loans (NPLs) are defined as customers who do not make a payment for three months or more, or if we have data to make us doubt they can maintain their payments. The definition of default we use to identify NPLs is aligned to the definition of default we use to identify Stage 3 exposures. The only difference relates to mortgages. For NPLs, we classify a mortgage customer as bankrupt for at least two years after first being declared bankrupt before we reassess their position. Our categorisation of credit impaired and NPL as demonstrated on the tables below is aligned and consider both assessments as Stage 3.

The 2021 impairment charge of £5.396m reflects the increased provisions taken against the remaining bridging loans which are progressing through the Bank's recovery process. The Bank's core book NPLs (excluding bridging) improved to 0.88% which is in line with pre-pandemic levels. The reported NPLs account for 1.41% of the total value of the Bank's lending, and this includes 0.53% directly attributed to the bridging portfolio which has been closed to new business since the onset of Covid. Only tables for the Company are presented below as Cynergy Business Finance Limited does not have any exposures other than performing stage 1 loans at 31 December 2021.

Company **31 December 2021**	**Gross carrying amount £000**	**Allowance for ECL £000**	**Coverage**
Description			
Credit-impaired not in cure period	**32,574**	**8,254**	**25.34%**
No longer credit-impaired but in cure period that precedes transfer to Stage 2	**11,087**	**1,371**	**12.37%**

Company 31 December 2020	Gross carrying amount £000	Allowance for ECL £000	Coverage
Description			
Credit-impaired not in cure period	3,264	66	2.02%
No longer credit-impaired but in cure period that precedes transfer to Stage 2	21,825	1,407	6.45%

Company **Stage 3 analysis** **31 December 2021**	**Gross carrying amount £000**
NPL[1]	**43,661**

Company Stage 3 analysis 31 December 2020	Gross carrying amount £000
NPL[1]	25,089

[1]These customers would be considered bankrupt for the purpose of IFRS 9 staging but not for the definition of a NPL.

Maximum exposure to credit risk and collateral and other credit enhancements

The table below shows the maximum exposure to credit risk and the tangible and measurable collateral held. It also shows the net exposure to credit risk, which is the exposure after taking into account the impairment loss and tangible and measurable collateral held. Where guarantees are held the collateral shown below includes any collateral supporting the guarantee. In normal circumstances the Bank does not take possession of collateral it holds as security or call on other credit enhancements that would result in recognition of an asset on its balance sheet. It is the Bank's policy to dispose of the repossessed assets in an orderly fashion. For financial assets recognised on the balance sheet, the gross exposure to credit risk is equal to the carrying amount.

Consolidated	£000											
	Gross carrying amount			Property Collateral			Cash Collateral			Receivables Collateral	Net exposure		
December 2021	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Total	Stage 2	Stage 3
Business	427,551	104,368	7,277	814,600	181,911	13,245	1,373	1,372	-	-	(388,422)	(78,915)	(5,968)
Private	253,792	2,055	413	523,187	4,654	1,193	53	1	-	-	(269,448)	(2,600)	(780)
Property	2,274,502	126,366	35,971	4,209,042	215,513	59,952	346	2	-	-	(1,934,886)	(89,149)	(23,981)
Cynergy Business Finance	7,657	-	-	1,180	-	-	-	-	-	20,160	(13,683)	-	-
Total	2,963,502	232,789	43,661	5,548,009	402,078	74,390	1,772	1,375	-	20,160	(2,606,439)	(170,664)	(30,729)

Company	£000											
	Gross carrying amount			Property Collateral			Cash Collateral			Net exposure		
December 2021	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3
Business	427,551	104,368	7,277	814,600	181,911	13,245	1,373	1,372	-	(388,422)	(78,915)	(5,968)
Private	253,792	2,055	413	523,187	4,654	1,193	53	1	-	(269,448)	(2,600)	(780)
Property	2,274,502	126,366	35,971	4,209,042	215,513	59,952	346	2	-	(1,934,886)	(89,149)	(23,981)
Total	2,955,845	232,789	43,661	5,546,829	402,078	74,390	1,772	1,375	-	(2,592,756)	(170,664)	(30,729)

Cynergy Business Finance Limited does not have any exposures other than performing stage 1 loans at 31 December 2021

Consolidated and Company	£000											
	Gross carrying amount			Property Collateral			Cash Collateral			Net exposure		
December 2020	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3	Total	Stage 2	Stage 3
Business	314,401	44,122	6,870	600,859	97,092	16,267	2,034	488	-	(288,492)	(53,458)	(9,397)
Private	216,176	1,782	391	469,569	4,200	813	227	41	-	(253,620)	(2,459)	(422)
Property	2,091,932	141,941	17,828	3,820,147	245,899	37,339	674	17	-	(1,728,889)	(103,975)	(19,511)
Total	2,622,509	187,845	25,089	4,890,575	347,191	54,419	2,935	546	-	(2,271,001)	(159,889)	(29,330)

At 31 December 2021, 99% of the gross loans to customers were secured on cash and property collateral.

The Bank's policies require that loan origination is secured by:

- Mortgages over residential properties;
- Charges over business assets such as premises, inventory and accounts receivable; and
- Charges over financial instruments such as debt securities and equities.

All new origination is required to meet the Bank's Valuation Policy which provides requirements to ensure that the Bank's interests are protected by an appropriate level of security. The Bank's policy in obtaining and perfecting the security of its loans has not materially changed over the last 12 months and the quality of the collateral continues to be paramount in the origination process.

The following table provides the distribution of LTV ratios for the Bank's portfolio:

Consolidated	Stage 1		Stage 2		Stage 3		Total	
December 2021 £000 LTV	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
Cash Covered	-	-	47	1	-	-	47	1
Less than 50%	635,323	117	33,293	24	6,544	47	675,160	188
50% to 59%	909,298	537	70,051	366	7,315	458	986,664	1,361
60% to 69%	942,627	925	68,255	632	12,405	540	1,023,287	2,097
70% to 79%	113,242	188	34,437	774	2,227	248	149,906	1,210
80% to 89%	42,871	78	11,505	72	-	-	54,376	150
90% to 99%	1,033	2	1,102	12	-	-	2,135	14
100% and more	21,205	115	243	9	12,528	6,743	33,976	6,867
Unsecured	13,796	99	13,856	286	2,642	1,588	30,294	1,973
Total	**2,679,395**	**2,061**	**232,789**	**2,176**	**43,661**	**9,624**	**2,955,845**	**13,861**

Company	Stage 1		Stage 2		Stage 3		Total	
December 2021 £000 LTV	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
Cash Covered	-	-	47	1	-	-	47	1
Less than 50%	635,323	117	33,293	24	6,544	47	675,160	188
50% to 59%	909,298	537	70,051	366	7,315	458	986,664	1,361
60% to 69%	942,627	925	68,255	632	12,405	540	1,023,287	2,097
70% to 79%	113,242	188	34,437	774	2,227	248	149,906	1,210
80% to 89%	42,871	78	11,505	72	-	-	54,376	150
90% to 99%	1,033	2	1,102	12	-	-	2,135	14
100% and more	21,205	115	243	9	12,528	6,743	33,976	6,867
Unsecured	13,796	99	13,856	286	2,642	1,588	30,294	1,973
Total	**2,679,395**	**2,061**	**232,789**	**2,176**	**43,661**	**9,624**	**2,955,845**	**13,861**

Consolidated and Company December 2020 £000 LTV	Stage 1		Stage 2		Stage 3		Total	
	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL	Gross carrying amount	ECL
Cash Covered	-	-	51	-	-	-	51	-
Less than 50%	501,504	274	22,937	114	7,345	19	531,786	407
50% to 59%	681,782	1,105	41,795	468	12,542	594	736,119	2,167
60% to 69%	987,718	1,757	69,327	1,105	2,813	213	1,059,858	3,075
70% to 79%	156,825	495	49,497	1,316	-	-	206,322	1,811
80% to 89%	60,703	214	844	16	104	-	61,651	230
90% to 99%	14,431	48	-	-	-	-	14,431	48
100% and more	2,791	29	262	15	2,225	603	5,278	647
Unsecured	3,821	34	3,132	83	60	45	7,013	162
Total	**2,409,575**	**3,956**	**187,845**	**3,117**	**25,089**	**1,474**	**2,622,509**	**8,547**

Operational risk

Operational risk is the risk of loss or reputational damage arising from inadequate systems, errors, poor management, internal control breaches, fraud and external events. The Bank tracks and analyses all events which represent a risk of loss, whether or not it crystallises, and takes appropriate remedial action to prevent future re-occurrence.

Market risk

Market risk is the risk that changes in the level of interest rates, exchange rates and other financial indicators will have an adverse financial impact.

The Bank is exposed to interest rate risk as a result of mismatches in its balance sheet between the dates on which interest receivable on assets and interest payable on liabilities next reset to market rates or the dates on which the assets and liabilities mature. The Bank aims to manage this risk through controlling such mismatches within limits set by reference to the maximum potential loss of earnings under given changes of interest rates. The exposure to interest rate changes and sensitivity is regularly reported to and reviewed by the Asset & Liability Committee, which manages the overall exposure within an agreed limit set by the Board.

A summary of the Bank's interest rate gap position based on the contractual re-pricing date of assets and liabilities is as follows:

Consolidated 31 December 2021	Carrying value £000	Non-interest bearing £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Assets						
Cash and bank advances	379,511	-	372,288	7,223	-	-
Investment in securities	137,782	-	137,782	-	-	-
Loans and advances to customers	2,949,578	-	2,695,374	53,162	198,620	2,422
Total assets	3,466,871	-	3,205,444	60,385	198,620	2,422
Liabilities:						
Bank deposits	400,125	-	-	-	400,125	-
Customer deposits	2,832,564	207,346	2,070,244	407,666	147,308	-
Other liabilities	33,793	33,793	-	-	-	-
Subordinated loan	29,868	-	-	-	29,868	-
Total liabilities	3,296,350	241,139	2,070,244	407,666	577,301	-
Interest rate gap	170,521	(241,139)	1,135,200	(347,281)	(378,681)	2,422

Company 31 December 2021	Carrying value £000	Non-interest bearing £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Assets						
Cash and bank advances	373,255	-	366,032	7,223	-	-
Investment in securities	137,782	-	137,782	-	-	-
Loans and advances to customers	2,941,984	-	2,687,780	53,162	198,620	2,422
Total assets	3,453,021	-	3,191,594	60,385	198,620	2,422
Liabilities:						
Bank deposits	400,125	-	-	-	400,125	-
Customer deposits	2,832,564	207,346	2,070,244	407,666	147,308	-
Other liabilities	32,998	32,998	-	-	-	-
Subordinated loan	29,868	-	-	-	29,868	-
Total liabilities	3,295,555	240,344	2,070,244	407,666	577,301	-
Interest rate gap	157,466	(240,344)	1,121,350	(347,281)	(378,681)	2,422

31 December 2020	Carrying value £000	Non-interest bearing £000	Up to 3 months £000	3 months to 1 year £000	1 year to 5 years £000	Over 5 years £000
Assets						
Cash and bank advances	291,040	-	285,307	5,733	-	-
Loans and advances to customers	2,613,962	-	2,382,455	10,716	218,577	2,214
Total assets	2,905,002	-	2,667,762	16,449	218,577	2,214
Liabilities:						
Bank deposits	340,131	-	90,074	-	250,057	-
Customer deposits	2,352,241	192,239	1,555,495	475,434	129,073	-
Other liabilities	25,739	25,739	-	-	-	-
Subordinated loan	29,744	-	-	-	29,744	-
Total liabilities	2,747,855	217,978	1,645,569	475,434	408,874	-
Interest rate gap	157,147	(217,978)	1,022,193	(458,985)	(190,296)	2,214

In 2021, the prior year comparatives have been restated to achieve a fairer presentation.

The annualised impact of a potential 0.6% change, both increase and decrease, in the interest rates against the Bank's interest bearing assets and liabilities is as follows:

	2021 £000	2020 £000
Increase of 0.6% (prior year: 0.6%)	**3,436**	2,684
Decrease of 0.6% (prior year: 0.6%)	**3,393**	983

The interest rate sensitivities set out above are based on the Bank's internal monitoring at the end of the period. The figures represent the effect on net interest income for a year arising from a parallel rise or fall in all market interest rates.

The Bank is exposed to foreign currency risk as a result of mismatches between assets and liabilities in foreign currencies arising from the Bank's lending, deposit taking and currency dealing activities. The majority of currency dealings are carried out for the purpose of facilitating customer transactions. The Bank's treasury department is responsible for managing currency risk within intra-day and overnight limits. The Bank's currency net exposures remain low at the balance sheet date. The potential impact on profit after tax and on equity of a change in currency exchange rates is not material at the reporting date.

Set-off

When the Bank has a legal and enforceable right to do so, it is able to 'set-off' the financial assets and financial liabilities on the balance sheet and presents its intention to either settle on a net basis or to realise the asset and settle the liability simultaneously as a net position. The Bank is party to a number of arrangements that give it the right to set-off financial assets and financial liabilities, however where it does not intend to settle the amounts net or simultaneously, the positions of the assets and liabilities concerned are presented gross.

The table below shows potential effect of the amounts that could be offset under the Bank's right of set-off but which are shown gross in the financial statements.

Consolidated	2021			2020		
	Gross amounts presented in the balance sheet £000	**Offset amounts £000**	**Net amounts £000**	Gross amounts presented in the balance sheet £000	Offset amounts £000	Net amounts £000
Financial assets						
Placements with banks	**54,529**	**-**	**54,529**	44,784	-	44,784
Loans and advances to customers	**2,949,578**	**72,638**	**2,876,940**	2,613,962	60,691	2,553,271
Financial liabilities						
Bank deposits	**400,125**	**-**	**400,125**	340,131	-	340,131
Customer deposits	**2,832,564**	**72,638**	**2,759,926**	2,352,241	60,691	2,291,550

Company	2021			2020		
	Gross amounts presented in the balance sheet £000	**Offset amounts £000**	**Net amounts £000**	Gross amounts presented in the balance sheet £000	Offset amounts £000	Net amounts £000
Financial assets						
Placements with banks	**48,273**	**-**	**48,273**	44,784	-	44,784
Loans and advances to customers	**2,941,984**	**72,638**	**2,869,346**	2,613,962	60,691	2,553,271
Financial liabilities						
Bank deposits	**400,125**	**-**	**400,125**	340,131	-	340,131
Customer deposits	**2,832,564**	**72,638**	**2,759,926**	2,352,241	60,691	2,291,550

Conduct risk

Conduct risk is defined as the risk that the Bank's behaviour, offerings or interactions with unfair outcomes for its customers results in fines, compensation, redress costs and reputational damage.

As set out in note 25, the Bank has made a provision for customer redress. Remediation principles were agreed and in 2016 the Bank made an initial assessment of the level of provision that was considered appropriate to meet current and future expectations in relation to the customer remediation exercise. As a result, a provision for £14.9m was established for the year ended 31 December 2016. This was increased to £57.0m in 2017, 2018 and 2019. Details of the provision for customer redress are presented in note 25 to the financial statements.

32 Investment in subsidiary

As at 31 December 2021, the Group includes the following subsidiary companies whose results are included in the consolidated financial statements:

Name	Parent company	Country of Incorporation	Class of Shares	Ownership (%)	Principal Activity
Cynergy Business Finance Limited	Cynergy Bank Limited	United Kingdom	Ordinary	87.5	Invoice financing and asset based lending
Cynergy Connect Technologies Limited	Cynergy Bank Limited	United Kingdom	Ordinary	100	Not yet trading

All subsidiaries have the same registered office as the Bank as detailed in note 1.

The percentage ownership is valid for both the Parent Company and Group for all subsidiaries.

Ordinary shares have ordinary voting rights. Shareholders participate pari passu in any dividends. Shareholders have the right to participate in any distribution upon winding up.

Changes to the Bank's subsidiaries during the year ended 31 December 2021 are as follows:

Cynergy Business Finance Limited: incorporated on 8 April 2021

Investment in Subsidiaries	2021 £000	2020 £000
Shares at net book value		
As at 1 January	**0.1**	-
Additions	**0.9**	0.1
Impairment	**-**	-
Disposal	**-**	-
As at 31 December	**1.0**	0.1

33 Capital management

The Bank is supervised by the PRA, as a UK authorised bank, and is required to satisfy the liquidity and capital requirements of the PRA. It is required to demonstrate to the PRA that it can withstand liquidity and capital stresses.

The Bank carries out regular reviews of the adequacy of its capital to support its current and future activities, including during periods of stress, using the standardised approach for credit risk. Credit risk stress testing is performed every year and full reviews are documented in the Internal Capital Adequacy Assessment Process document, which is approved by the Board of Directors and submitted to the PRA for review in years where there is an SREP (Supervisory Review and Evaluation Process). The PRA reviews the Internal Capital Adequacy Assessment Process document and issues Total Capital Requirements (TCR) plus Buffers setting out the minimum capital requirements for the Bank.

The Bank manages its capital with a view to ensuring that it will have adequate capital resources to support its plans and to meet the regulatory requirements as set out in the TCR plus Buffers, including during periods of stress. For this purpose it maintains its own buffer in excess of the regulatory requirements. The preparation of annual plans, budgets and forecasts includes a projection of the capital position and capital requirements to help ensure that capital resources will continue to be adequate.

The unaudited Pillar 3 disclosures for the Bank are published on an annual basis concurrently with the Annual Report & Accounts in accordance with regulatory guidelines. Both the Pillar 3 document and the Annual Report & Accounts are published on the Bank's website www.cynergybank.co.uk.

Capital Resources	Consolidated 2021 £000	Company 2021 £000	Consolidated 2020 £000	Company 2020 £000
Ordinary Share Capital	**155,000**	**155,000**	155,000	155,000
Retained Earnings and Other Reserves	**64,191**	**65,000**	39,113	39,113
IFRS9 Transitional Relief	**2,770**	**2,770**	2,929	2,929
Regulatory Deductions	**(24,630)**	**(24,862)**	(14,198)	(14,198)
Total Eligible Tier 1 Capital (CET1)	**197,331**	**197,908**	182,844	182,844
Subordinated Debt	**29,868**	**29,868**	29,744	29,744
Total Tier 2 Capital	**29,868**	**29,868**	29,744	29,744
Total Eligible Regulatory Capital	**227,199**	**227,776**	212,588	212,588

34 Related party transactions

The Bank's ultimate controlling entity is Cynergy Capital Ltd, which owns 100% of the ordinary share capital.

Directors and key management personnel

Our Directors and key management personnel, and persons connected with them, are considered to be related parties for disclosure purposes. Key management personnel are identified as those persons having authority and responsibility for planning, directing and controlling the activities of the Bank.

Key management personnel compensation

Consolidated and Company	2021 £000	2020 £000
Short-term benefits	**1,339**	1,710
Long-term benefits	**500**	153
Post employment benefits	**60**	143
Termination benefits	**327**	313
Total compensation for key management personnel	**2,226**	2,319

Directors' compensation

Consolidated and Company	2021 £000	2020 £000
Short-term benefits	**2,003**	2,301
Long-term benefits	**2,028**	289
Post employment benefits	**129**	101
Total compensation for Directors	**4,160**	2,691

The total remuneration of the highest paid Director for the qualifying service was £1,352,083 (2020: £1,612,109). The amount of pension contributions paid by the Bank to the pension scheme on behalf of the highest paid Director was £4,000 (2020: £4,000). The highest paid Director did not exercise any share options during the period. The highest paid Director was not awarded, and did not exercise, any shares under a long term incentive scheme in respect of qualifying services. Total key management compensation, including Directors, for the period is £6,386,448 (2020: £5,010,813).

In January 2021, an agreement was entered into between an Executive Director, and the Board of the parent company Cynergy Capital Limited. Under that agreement the Director is eligible to receive remuneration based on the value of the parent company. This has been calculated as £3.464m as at 31 December 2021 based on a third party valuation, and this is disclosed in the financial statements of Cynergy Capital Limited. There is no financial impact on the financial statements of the Bank and its subsidiaries. As the agreement is with a Director of the Bank it is also disclosed in these financial statements as a related party transaction.

We provide banking services to Directors and persons connected to them. A connected person is a person or corporate entity connected to a Director, such as a member of the Director's family or a company controlled by the Director.

There were 5 loans outstanding at 31 December 2021 totalling £30.7m (31st December 2020: £29.6m). During the year, loans to related parties totalling £1,908,167 were fully repaid. All loans are commercial mortgages secured on property. There were no other loan transactions during the year or balances outstanding at the year end for key management personnel.

Deposits totalling £1.5m were held as at 31st December 2021 (31st December 2020: £6.0m).

Other transactions with related parties

Consolidated and Company	**2021 £000**	2020 £000
Transactions with related parties:		
Management fees paid to parent	**120**	120
Total	**120**	120

Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

The Bank made contributions to an employee savings plan during the year ended 31 December 2021 totalling £4,281 (2020: £31,683). The contributions are held as a deposit in the Bank.

35 Share-based payments

The Board and the Remuneration, Nominations and Corporate Governance Committee approved the Long Term Incentive Plan (LTIP) for senior executives, including Executive Directors, in February 2019. The LTIP is designed to provide long-term incentives for senior executives to deliver long-term shareholder returns. Under the plan, participants are granted cash settled awards which only vest upon satisfaction of certain performance or other conditions, including financial measures, customer NPS, employee engagement, risk measures and relevant personal objectives. Awards are granted on the basis that only 50% of the award will be satisfied following the vesting date, 30% will be subject to a holding period of one year and 20% of the award will be subject to a post vesting holding period of two years. The valuation of the award is calculated using a market value approach, assuming there is no quoted price available at this point. The valuation method considers comparable companies and comparable transactions to derive a comparable P/E ratio and book multiple. The final award is at the discretion of the Board in consideration of satisfaction of the performance conditions.

Awards are granted under the plan for no consideration and carry no dividend or voting rights.

Set out below is a summary of awards granted under the plan:

Consolidated and Company	2021 Number of shares	2020 Number of shares
As at 1 January	**4,358**	3,735
Granted during the year	**665**	994
Forfeited during the year	**(660)**	(371)
As at 31 December	**4,363**	4,358

For the year ended 2021 the fair value of the awards granted was assessed and a charge of £2,528,576 is included in the income statement. A corresponding liability of £5,171,186 is included within accruals in other liabilities. The scheme has come to an end as of 31 December 2021.

Cynergy Bank Limited (CBL) has also entered into a shareholder agreement with its subsidiary Cynergy Business Finance Limited (CBF). Under that agreement, CBL has the right to exercise an option to purchase the minority shareholding held by the managers in CBF, equally, the managers can request CBL to purchase the shares. Cynergy Business Finance Limited commenced trading late in 2021, and has recorded a loss in its first period. The fair value of this option is nil as at 31 December 2021.

36 Events after the reporting period

In March 2022, the Bank issued 6,000,000 ordinary shares at their par value of £1 each to its parent company, with a total consideration of £6,000,000.

In late February 2022 Russia invaded Ukraine resulting in sanctions being introduced on certain Russian banks, industries and individuals. This has resulted in a dislocation in supply chains, particularly for products such as precious metals, and a significant increase in the price of oil.

We recognise that this will have an impact on the economic recovery in the UK.

We were already seeing inflationary pressures in the UK, and this will be exacerbated by the situation in Russia. Although the Bank has minimal exposure, directly or indirectly, to Russian banks, corporates or individuals the increased rate of inflation will impact on our customer base from the higher cost of living and likely lead to a shift in spending patterns and add pressure on savings. Depending on the depth and duration of sanctions imposed this could lead to increased loan defaults and an outflow of deposits. At the present time, there has been no discernible impact on the Bank. The Board will continue to monitor the situation closely and take action to mitigate any adverse impacts on the Bank, as appropriate. At this stage it is too early to quantify reliably any financial impact.

There are no other events after the reporting period that require disclosure in these financial statements.

Alternative Performance Measures (unaudited)

Figures quoted in the strategic report are unaudited unless stated otherwise.

Reconciliation of Statutory and Alternative Performance Measures		
	Consolidated 2021 Actuals £m	Consolidated 2020 Actuals £m
Statutory Profit Before Tax:	**30.4**	27.0
– Operational Investment – Regulatory & Mandatory Costs	**0.8**	1.8
– Strategic Investment – Processes, Systems and People – New Product Investment	 **4.2** **0.4**	 2.0 0.4
– Incentive Plan Adjustment	**3.0**	(1.2)
– Subsidiary first year losses	**0.9**	-
Underlying Profit Before Tax:	**39.7**	**30.0**

Definitions:

Return on Equity: reported profit after tax expressed as a percentage of 2 point average equity

Cost Income ratio: total reported costs expressed as a percentage of reported income

Net Interest margin (NIM): interest income earned from customer lending and cash at bank less interest paid on customer deposits, subordinated tier 2 debt and Sterling Monetary framework expressed as a percentage of 2 point average interest earning assets

Loan / Deposit ratio: total customer lending expressed as a percentage of total funding, being customer placed deposits and monies drawn down from Sterling Monetary Framework

Underlying profit before tax: reported profit before tax adjusted for multi-year investments supporting strategic and regulatory projects and the cost of long term incentive plans, to provide an operational performance metric which is comparable between reporting periods

Underlying Return on Equity: Underlying profit before tax less tax calculated as a percentage from income statement expressed as a percentage of the 2 point average equity

Underlying Cost / Income ratio: reported costs adjusted for one off items as detailed in the reconciliation above expressed as a percentage of reported income

CET 1 ratio: regulatory CET 1 capital expressed as a percentage of total risk weighted assets

Total Capital Ratio: regulatory total capital expressed as a percentage of risk weighted assets

Leverage Ratio: regulatory CET 1 capital expressed as a percentage of total assets

Liquidity Coverage Ratio: The value of high-quality liquid assets held by the bank expressed as a percentage of net cash outflows over the next 30 days

Cynergy Bank