

EMBARK INVESTMENT SERVICES LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

EMBARK INVESTMENT SERVICES LIMITED

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EMBARK INVESTMENT SERVICES LIMITED

Company Information

Directors	C Barua W L D Chalmers K A Cooper M H Cuhls J K Harris P G McNamara C J G Moulder S T Nyahasha G E Schumacher J S Wheway
Company secretary	C A Riddy
Registered office	33 Old Broad Street London United Kingdom EC2N 1HZ
Company registration number	09955930
Advisors	Burges Salmon LLP One Glass Wharf Bristol BS2 0ZX
Independent auditor	Deloitte LLP 1 New Street Square London EC4A 3HQ

EMBARK INVESTMENT SERVICES LIMITED

Strategic Report

The Directors present their Strategic Report on Embark Investment Services Limited (the 'Company') for the year ended 31 December 2024. The Company is limited by shares.

The Company is a subsidiary of Scottish Widows Group Limited (Scottish Widows) and contributes to the results of the Insurance, Pensions and Investments (IP&I) Division of Lloyds Banking Group.

Principal activities

The Company provides a low-cost investment administration platform to financial advisers and, in white-label format, execution only distribution partners. Built on market leading technology, the 'Scottish Widows Platform' offers a wide range of wrap products and investments and makes extensive use of straight-through processing to fully automate major processes. There have been no changes to the principal activities of the Company throughout the year.

The Company is authorised and regulated by the Financial Conduct Authority (FCA) and has obtained the necessary regulatory permissions to undertake its activities.

Result for the year

The profit before tax for the year ending 31 December 2024 was £1,739k (2023: £975k) with an increase in total revenue to £69,275k (2023: £28,279k). The increase in revenue is driven by the migration of clients from Sterling ISA Managers Limited which completed in October 2023, with the full-year impact realised in the current year results for the first time.

To support the transformation of the business, £14,000k (2023: £15,500k) of additional capital was injected in 2024 by the parent company, Embark Group Limited. As at 31 December 2024, the Company had calculated liquid capital of £40,362k, surplus regulatory capital of £17,841k giving a capital ratio of 179%. The Company calculates its regulatory capital monthly under the rules prescribed by the FCA and formally reports this to the FCA quarterly.

Economic Environment

The UK economy recovered somewhat from its pause in the second half of 2023. Households' spending power is rising and the unemployment rate remains low. The new Government aims to boost growth through increased investment and a constructive regulatory backdrop. Global conflicts and threats to global trade integration remain headwinds.

There was subdued, although improving, growth in our key markets in 2024, such as housing, consumer credit, lending to non-financial companies and non-financial companies' deposits.

In a positive or more challenging macroeconomic environment, our business model and strategy position us well, in particular the strength of our customer franchise, our scale and balance sheet, and our prudent approach to risk. Our strategy and transformation, combined with further efficiency improvements, will deliver profit growth, diversification and resilience. The Company will continue to monitor the situation and risks to the business; refer to note 17 for further detail on shareholder asset exposures.

Climate Change

Creating a sustainable future is core to the Lloyds Banking Group purpose of Helping Britain Prosper. The Company is guided by the Lloyds Banking Group strategy which focuses on areas where we can have impact, supporting the UK's transition to net zero through lending, investments, products and services.

In 2022, Scottish Widows launched its climate action plan that sets out a long-term strategy with actions to drive the investment portfolio towards net zero by 2050, as well as targeting by 2025, the investment of between £20 billion and £25 billion in climate-aware investment strategies. We have exceeded the upper range of this target, ending 2024 with £25.9 billion. The climate plan is formulated in a manner that prioritises customer goals within decision-making.

The Company is supportive of the Task Force on Climate-Related Financial Disclosures (TCFD) framework and related regulatory expectations. Since the 2023 year-end, the Company has been included within the Lloyds Banking Group Sustainability Report. This report is available on the Lloyds Banking Group website at www.lloydsbankinggroup.com/investors/esg-information

The Company has taken advantage of the exemption from the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022 reporting requirements in respect of their own Strategic Report, as the required disclosures are included in the annual report and accounts of its ultimate parent company, Lloyds Banking Group plc, available at www.lloydsbankinggroup.com/investors/financial-downloads.html.

EMBARK INVESTMENT SERVICES LIMITED

Strategic Report (continued)

Key performance indicators (KPIs)

The key financial performance indicators for the Company are revenue and profit before tax. Financial performance indicators are presented throughout these financial statements and summarised below. The key non-financial performance indicator is client numbers, these are also presented below.

The total value of assets under administration (AuA) of the Company on 31 December 2024 increased to £24,264m (2023: £23,176m). AuA of the Company consist of safe custody assets, which the Company administers for its clients, and client money balances, for which the Company holds legal title on trust for its clients. These assets are not recognised as assets on the Statement of Financial Position of the Company.

Account numbers represents the number of accounts served by Embark Investment Services Limited. As at 31 December 2023 and 2024, these balances were:

Account Numbers at Year End	2024	Net Change	2023
SIPP	112,972	10,614	102,358
WRAP	366,099	43,785	322,314
Total	479,071	54,399	424,672

Outlook

The Directors consider that the Company's principal activities will continue to be unchanged in the foreseeable future.

Principal risks and uncertainties

Risks and uncertainties to our strategic plan, both positive and negative, are considered through the planning process. The following table describes the principal risks faced by the Company. Further details on financial risks and how the Company mitigates them can be found in note 17, as shown by the note reference.

Financial risks

Principal Risk	Note reference	Description
Credit risk	17(a)	Credit risk is the risk that parties with whom we have contracted, fail to meet their financial obligations. The Company is subject to credit risk through a variety of counterparties through invested assets and bank accounts. Credit risk is mitigated via the Credit Risk Policy framework, which ensures exposures are appropriately monitored and action taken where necessary.
Market risk	17(b) (c)	Market risk is the risk that the Company's capital or earnings profile is affected by adverse market rates. Of particular importance to the Company are equity risk and interest rate risk. External rates are outwith the Company's control, so mitigation is via having sufficient financial reserves to recover reduced earnings.
Liquidity risk	17(d)	Liquidity risk is the risk that the Company does not have sufficient financial resources to meet its commitments as they fall due, or can only secure them at excessive cost. The Company is exposed to liquidity risk from client related trading activity and the payment of shareholder expenses. Liquidity risk is mitigated by applying the Liquidity Risk Policy, which includes controls to maintain liquidity at necessary levels.
Capital risk	17(e)	Capital risk is defined as the risk that an insufficient quantity or quality of capital is held to meet regulatory requirements or to support business strategy, an inefficient level of capital is held or that capital is inefficiently deployed across the Company. The Company's objectives when managing capital are to ensure that sufficient capital is available to safeguard the Company's ability to continue as a going concern so that it can continue to provide a return to the shareholder. Capital risk is managed via the Capital Risk policy, which includes tools and governance to monitor and allocate capital accordingly.

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Strategic Report (continued)

Principal risks and uncertainties (continued)

Non-financial risks

Principal Risk	Description
Operational risk	<p>Operational risk is the risk of loss from inadequate or failed internal processes, people and systems or from external events. This includes risks around Information, Cyber and Physical Security, IT Systems, Data and Privacy, Internal and External Supplier, People, Business Continuity, Payments and Transaction Execution, Financial Reporting (including Tax), Health & Safety and Premises, Change Execution risk. Operational risk is managed through an operational risk framework, including a Risk and Control Self- Assessment (RCSA) process, and operational risk policies.</p> <p>The Company maintains a formal approach to operational risk event escalation, whereby material events are identified, captured and escalated. Root causes of events are determined, and action plans put in place to ensure an optimum level of control to keep customers and the business safe, reduce costs, and improve efficiency.</p>
Data risk	<p>Data risk is defined as the risk of failing to effectively govern, manage and control data (including data processed by third party suppliers), leading to unethical decisions, poor customer outcomes, loss of value and mistrust. It is present in all aspects of the business where data is processed, both within the company and by third parties. This risk is measured through a series of quantitative and qualitative indicators, covering data governance, data management, records management, data privacy and ethics. Data risks and controls are monitored and governed in line with an embedded risk management framework, which involves identification, measurement, management, monitoring and reporting.</p>
Climate risk	<p>Climate risk is defined as the risk that the Company experiences losses and/or reputational damage, either from the impacts of climate change and the transition to net zero ('inbound risk'), or as a result of the Company's response to tackling climate change ('outbound risk'). As a cross-cutting risk, Scottish Widows Group has integrated climate risk as a principal risk within our Enterprise Risk Management Framework (ERMF) which articulates how we manage climate risk through our policies and procedures.</p>

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Strategic Report (continued)

Section 172(1) Statement and Statement of Engagement with Other Stakeholders

The Board is collectively responsible for the long-term success of the Company. Understanding the views and interests of the Company's key stakeholders (this includes customers, shareholders, communities and environment, regulators and suppliers) is central to achieving the Company's strategy, and informs key aspects of Board decision-making. Stakeholder engagement is embedded in the Board's decision-making process and can be seen in the range of activities across key stakeholder groups.

In accordance with the Companies Act 2006 (the 'Act'), the Directors provide this Statement, which describes the ways in which they have had regard to the following matters set out in Section 172(1) of the Act when fulfilling their duty to promote the success of the Company, under Section 172 of the Act.

This Statement also provides examples of how the Directors have engaged with and had regard to the interests of key stakeholders in accordance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018). The Company is a subsidiary of Lloyds Banking Group plc, and as such follows many of the processes and practices of Lloyds Banking Group, which are further referred to in this Statement where relevant.

How the Board has discharged its Section 172 duties

The Company's Directors are briefed, on appointment and on an ongoing basis, on their statutory director duties and the standards required of subsidiary directors within Lloyds Banking Group. Stakeholder engagement takes place throughout the Company and the Board engages directly and indirectly with its stakeholders. The Company's governance arrangements are designed to enable the Board to provide effective, sound, and entrepreneurial leadership of the Company in line with its strategic aims and prudent and effective controls.

Stakeholder engagement is embedded in the Board's delegation of authority to the Chief Executive Scottish Widows & Group Director Insurance (Chief Executive) for the delivery of the Company's strategy and overall management of the Company's business within its defined risk appetite. The Chief Executive discharges their responsibility for the day-to-day management of the Company's business by delegating key areas of their authority to members of management and with the assistance of the Executive Committee (the IP&I Executive Committee (IP&IExCo)) which supports the Chief Executive to make informed decisions about the operations of the Company's business.

The Chief Executive and management provide the Board with details of material stakeholder interaction and feedback, through a programme of business updates. Stakeholder interests are routinely identified by management in the wider proposals put before the Board.

Further details of how the Board considers each of the specific matters set out in Section 172, along with specific examples of how these considerations have influenced decisions taken by the Board, are set out in pages 7 to 9 which serves as the Company's Section 172(1) Statement. Given the importance of stakeholder interests, these are discussed where relevant throughout the Report.

Customers

In considering and approving matters reserved to it (or any other matters) the Board of the Company ensures that customer needs, engagement and outcomes are paramount. In 2024 the Company served a variety of customers and acted in ways designed to deliver good outcomes for customers, with products and services designed to meet their needs, that provide fair value, help customers achieve their financial objectives and which do not cause them harm. Customer interests are central to culture and purpose.

The Board reviews the performance of its customer propositions within a cycle of in-depth reviews and debates matters particular to each proposition. Board review, discussion and challenge in 2024 has covered:

- customer service design and performance;
- digital landscape and policy migration to modern systems;
- the interactive Customer Waterfront that aims to democratise Wealth & Retirement planning by offering a single, digital window through which customers can meet all their future financial needs;
- product suite and design evolution to meet changing customer needs;
- the effectiveness of the different customer engagement and distribution channels to do business with the Company;
- Brand strategy modernisation adding energy and digital centricity; and
- Trustpilot scores, which the Board viewed as a priority to develop customer trust and which improved significantly throughout 2024.

The Board, supported by various committees (including the Independent Governance and With Profits Committees) challenges management from the perspective of the customer. The Board also puts customers at the heart of its development of future business strategy.

The Board's Risk Oversight Committee ('ROC') monitors the operational performance of customer services, including both those services delivered in-house and the performance of third-party service partners. ROC reviews detailed customer-related risk matters and scrutinises risk performance (including Complaints and Conduct Risk Appetite Metrics) to identify areas where improvements could be made.

Consumer Duty

During the year, the Board continued to embed the Company's implementation of the Financial Conduct Authority's (FCA) Consumer Duty regime which, since July 2024, was extended to customers in closed book products. Consumer Duty aims to strengthen how the Company delivers good customer outcomes. The Board was pleased with progress made on the development of a new Consumer Duty management reporting dashboard. There is a strong alignment between Lloyds Banking Group's purpose, values and existing customer-centric approach and regulatory purpose, both aiming to support customers to achieve their financial objectives while preventing customer harm.

The Board received several updates during 2024 on Consumer Duty, tracking the steps being taken by management (at the Board's direction) to embed the Company's approach to Consumer Duty and review of how the Board's obligations had been discharged.

The Board has nominated one of its Directors to be Consumer Duty Champion (Champion) for the Company. Their purpose is to facilitate discussion and articulate Board level challenge as appropriate. During 2024 the Champion has spearheaded Board challenges on customer issues including journey metrics. The Champion has also assisted the Board's understanding of management information and helped to further develop its presentation. The Board has responsibility for the independence, autonomy and effectiveness of the relevant Group policies and procedures on Consumer Duty, including the procedures for delivery of good outcomes for customers.

EMBARK INVESTMENT SERVICES LIMITED

Strategic Report (continued)

Section 172(1) Statement and Statement of Engagement with Other Stakeholders (continued)

Shareholder

The Company is a wholly owned subsidiary of Lloyds Banking Group. The shareholder expects a financial return on its investment, which is delivered through dividends. The amount (where relevant) of dividend paid in the year is reported within the Directors' Report. As a wholly owned subsidiary the Board ensures that the strategy, priorities, processes and practices of the Company are aligned where appropriate to those of Lloyds Banking Group, ensuring that its interests as the Company's shareholder are duly acknowledged.

The relationship between the Board of the Company and the Board of Lloyds Banking Group is supported by one Lloyds Banking Group director serving as a Non-executive Director on the Company's Board throughout 2024. The Board of the Company also welcomed the Chief Executive Officer of Lloyds Banking Group to one of its meetings during 2024 for a discussion of the Company's strategy in the context of Lloyds Banking Group's purpose.

On 1 August 2024, the Company's integrated into the Insurance, Pensions & Investment (IP&I) business unit of Scottish Widows Group and the Company's governance formally moved across on 1 September 2024 following regulatory approval.

Communities and the environment

Lloyds Banking Group's purpose is Helping Britain Prosper by creating a more sustainable and inclusive future for people and business, shaping finance as a force for good. Further information on Lloyds Banking Group's initiatives can be found in the Strategic Report of Lloyds Banking Group's 2024 Annual Report and Accounts available on its website.

IP&I is the Lloyds Banking Group business unit to which the Company belongs. It helps millions of customers with their long-term protection, retirement and investment needs. It has a strong heritage, helping customers every day with their diverse and critical needs, including life insurance, pensions, investments and general insurance. Further information on Lloyds Banking Group's initiatives can be found in the Strategic Report within the Lloyds Banking Group Annual Report and Accounts for 2024, available on the Lloyds Banking Group website, at <https://www.lloydsbankinggroup.com/investors/annual-report.html>.

The Company's Board is responsible for the Company's strategy, including oversight and support for its Environmental, Social & Governance (ESG) strategy and public disclosures. Approval of proposed external commitments in relation to climate risk that materially impact the Company or the Company's funds is reserved to the Board. The IP&I Risk Oversight Committee on behalf of the Board considers the Company's management of climate risk, providing oversight and challenge on those activities which impact on the Company's reputation as a responsible business.

The Company is subject to the requirements of the FCA's Environmental, Social and Governance sourcebook (the sourcebook) and publishes its own entity level TCFD aligned report which complies with the sourcebook requirements. The 2023 report is available on the Scottish Widows website.

Employees

The Company does not directly employ colleagues, who are employed by other Lloyds Banking Group entities.

Colleague engagement

As part of Lloyds Banking Group, colleagues are asked each year to share their views via surveys. In addition to an annual survey, regular pulse surveys focusing on timely topics give insight into colleague sentiment. Lloyds Banking Group also communicates directly with colleagues in respect of various matters including performance, economic environment and key strategic initiatives.

Diversity

Lloyds Banking Group seeks to create an inclusive environment where everyone feels they can be themselves, standing against all forms of discrimination. Further details of Lloyds Banking Group's diversity targets are set out in its Annual Report and Accounts available on its website.

Regulators

The Company is regulated by the Financial Conduct Authority (FCA). The Company continually engages with the regulator and other Government authorities (as part of the wider Scottish Widows Group) to ensure the Company supports and delivers in line with current and developing regulation and legislation. Liaison with the regulator and the Government is an ongoing priority at all levels of the organisation.

In September 2024, the Board invited representatives from the Financial Conduct Authority to join its meeting to discuss key priorities. In addition, individual Board members engage in discussions on various aspects of the regulatory agenda. Scottish Widows Group has a dedicated Regulatory Developments and Risk Intelligence team responsible for horizon scanning, ensuring proactive identification of emerging risks and opportunities within the change agenda. Weekly Regulatory Development forums are held by this team, attended by Risk Specialists from each area including the Company.

Current regulatory focus areas, which are in consultation and are being considered by the business, include Consumer Composite Investments and the Advice Guidance Boundary review. Other regulatory focus areas include Pensions Dashboard, and the adaptation of the pension regulatory framework under DP23/4.

Government and industry bodies

The Company, via members of its management, engages with government and key industry bodies in order to contribute to shaping policy.

EMBARK INVESTMENT SERVICES LIMITED

Strategic Report (continued)

Section 172(1) Statement and Statement of Engagement with Other Stakeholders (continued)

Suppliers

The Company is part of Lloyds Banking Group and has entered into strategic partnerships for important aspects of its operations and customer service provision. As well as external partners, the Company relies on intra-group supplier arrangements for certain services. The Board delegates to management the primary responsibility of overseeing external supplier relationships. Throughout 2024 the Board has held management to account for the performance of supplier relationships, including for third-party provision of customer servicing.

The advantage of being part of a larger group means there are robust processes in place to monitor and review costs with third parties who provide services to the Company. The outsourced business model means competitive fees and commercial terms can be negotiated with service suppliers and control costs for all customers. Importance is placed on having the right supplier framework to operate responsibly. Lloyds Banking Group's Sourcing & Supply Chain Management Policy applies to all its business units, divisions and subsidiaries, including the Company, with the Directors assuming ultimate responsibility for the application of that policy in a way that is appropriate for the Company. This ensures the most significant supplier contracts receive approval of the Board, including those which are key in progressing strategic priorities. The framework also ensures appropriate management oversight of supplier spending not considered by the Board, allowing challenge to be made where appropriate, and minimising risks and unnecessary cost.

Suppliers are required to adhere to relevant Lloyds Banking Group policies and comply with its Code of Supplier Responsibility, which can be found on the Lloyds Banking Group website. This defines expectations for responsible business behaviour, underpinning the efforts of the Company and Lloyds Banking Group to share and extend good practice. All material contracts are subject to rigorous cost management governance with regular review of key supplier risks.

Lloyds Banking Group remains committed to collaborating with suppliers to tackle climate change and ensure it is embedded within strategy and governance of its organisations. Reducing suppliers' emissions is a key component of its sustainability strategy. Lloyds Banking Group's Emerald Standard asks suppliers to work towards and help drive progress towards a lower carbon future.

Modern slavery

The Responsible Business Committee of the Board of Lloyds Banking Group, as part of its oversight of its performance (including that of the Company) as a responsible business, governs the approach to human rights. Lloyds Banking Group's Human Rights Position Statement can be found on the Lloyds Banking Group website.

On a day-to-day basis, management of (and engagement on) modern slavery and human rights is guided by the Modern Slavery and Human Rights Working Group, led by the Social Sustainability Manager, which meets bi-monthly to assess the embedding of human rights within Lloyds Banking Group's operations.

Lloyds Banking Group's Modern Slavery & Human Trafficking Statement covers all its subsidiary companies and sets out the steps taken to prevent modern slavery in Lloyds Banking Group's business and supply chains.

The IP&I Executive Committee governs (and approves) this Statement as it relates to the Company. The statement is published on the Scottish Widows website.

Maintaining a reputation for high standards of business conduct

The Board supports the Chief Executive to ensure a culture of customer focus, responsible business conduct, with risk awareness and ethical behaviours. As part of the Board's oversight of this, the Board will where necessary seek assurance from management that steps have been taken to ensure that policy and behaviours are aligned to the purpose, value, and strategy of the wider Insurance business.

The Strategic Report has been approved by the Board of Directors on 26 March 2025 and signed on its behalf pursuant to delegated authority by:



S T Nyahasha
Director
For and on behalf of the Board of Directors
29 May 2025

EMBARK INVESTMENT SERVICES LIMITED

Directors' Report

The Directors present the audited financial statements of the Company. The Company is a limited company, domiciled and incorporated in England and Wales.

The Company is a wholly owned subsidiary of Scottish Widows Group Limited. The Company's ultimate parent company and ultimate controlling party is Lloyds Banking Group plc.

Results for the year and dividends

The profit after taxation for the year ended 31 December 2024 was £3,352k (2023: £1,096k). The Directors do not recommend the payment of a dividend (2023: £nil).

Directors

The Directors who served in the year and up to the date of this report, except as noted, were:

C Barua	(Appointed 1 September 2024)
W L D Chalmers	(Appointed 1 September 2024)
K A Cooper	(Appointed 1 September 2024)
M H Cuhls	(Appointed 1 September 2024)
J K Harris	(Appointed 1 September 2024)
P G Mcnamara	(Appointed 2 September 2024)
C J G Moulder	(Appointed 1 September 2024)
S T Nyahasha	(Appointed 1 September 2024)
G E Schumacher	(Appointed 1 September 2024)
J S Wheway	(Appointed 1 September 2024)
D L Davis	(Appointed 1 September 2024, resigned 18 March 2025)
J Anderson	(Resigned 31 August 2024)
S C Guild	(Resigned 31 August 2024)
J Leiper	(Resigned 31 August 2024)
D Mackechnie	(Resigned 31 August 2024)
P McMahon	(Resigned 31 August 2024)
D M H Skinner	(Resigned 31 August 2024)

Directors Indemnities

Lloyds Banking Group plc has granted to the Directors of the Company a deed of indemnity which constitutes 'qualifying third party indemnity provisions' for the purposes of the Companies Act 2006. The deed was in force during the whole of the financial year and at the date of approval of the financial statements or from the date of appointment in respect of any Director who joined the board of the Company during the financial year. Directors no longer in office but who served on the Board of the Company at any time in the financial year had the benefit of this deed of indemnity during that period of service. The Deed for existing Directors is available for inspection at the registered office of Lloyds Banking Group plc. In addition, the Group has in place appropriate Directors and Officers Liability Insurance cover which was in place throughout the financial year.

Employees

Lloyds Banking Group is committed to providing employment practices and policies which recognise the diversity of the workforce and ensure equality for employees regardless of sex, race, disability, age, sexual orientation or religious belief. In the UK, Lloyds Banking Group belongs to the major employer groups campaigning for equality for all staff, including Employers' Forum on Disability, Employers' Forum on Age and Stonewall. Lloyds Banking Group is also represented on the Board of Race for Opportunity and the Equal Opportunities Commission. Involvement with these organisations enables Lloyds Banking Group to identify and implement best practice for staff.

Lloyds Banking Group encourages and gives full and fair consideration to job applications from people with a disability and are unbiased in the way it assesses, selects, appoints, trains and promotes people. Lloyds Banking Group encourages job applications from those with a disability and continues to run a work experience programme with Remploy to support people with disabilities wanting to enter the workplace.

Lloyds Banking Group is committed to continuing the employment of, and for arranging appropriate training for, its employees who have become disabled persons during the period when they were employed by the Company.

Employees are kept closely involved in major changes affecting them through such measures as team meetings, briefings, internal communications and opinion surveys. These meetings, briefings and internal communications also serve to achieve a common awareness of the financial and economic factors that affect the performance of the Company and the Group. There are well-established procedures, including regular meetings with recognised unions, to ensure that the views of employees are taken into account in reaching decisions. Schemes offering share options or the acquisition of shares are available for most staff, to encourage their financial involvement in Lloyds Banking Group.

The Company has no employees as colleagues are employed by other subsidiaries within Lloyds Banking Group.

EMBARK INVESTMENT SERVICES LIMITED

Directors' Report (continued)

Going Concern

The Directors have given careful consideration to the future prospects of the Company in deciding upon the appropriateness of the going concern basis of preparation. The financial position of the Company, its cash flows, liquidity, and financial position have been reviewed by the Directors for the next 12 months and beyond, taking into account uncertainties within the forecasts arising from both internal and external market factors. The liquidity and financial position of the wider Group have also been considered as part of the review.

Based on this review, the Directors are comfortable that the Company has adequate resources available to continue in operational existence for the foreseeable future, being the next 12 months from the date of this report. Thus, they continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.

Engagement with suppliers, customers and others

Disclosures relating to engagement with supplier, customers and others are included in the Company's Strategic Report and are therefore incorporated into this report by reference.

Financial risk management

Disclosures relating to financial risk management are included in note 17 to the financial statements and are therefore incorporated into this report by reference.

Future Developments

Factors likely to affect the future developments of the Company have been disclosed in the Strategic Report on page 4.

Political Donations

Political donations during the year were £nil (2023: £nil).

Subsequent events

There were no events subsequent to the reporting date for disclosure in this report.

Streamlined Energy and Carbon Reporting

The Company has taken an exemption from Streamlined Energy and Carbon Reporting (SECR), in its own Directors' Report as it is included within the group SECR report given in the Lloyds Banking Group plc 2024 Annual Report and Accounts, available on the Lloyds Banking Group plc website.

Statement of directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Company's financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements comply with international accounting standards in conformity with the requirements of the Companies Act 2006, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

In accordance with Section 418 of the Companies Act 2006, in the case of each director in office at the date the report is approved:

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

EMBARK INVESTMENT SERVICES LIMITED

Directors' Report (continued)

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

The Directors' Report has been approved by the Board of Directors on 26 March 2025 and signed on its behalf pursuant to delegated authority by:



S T Nyahasha
Director
For and on behalf of the Board of Directors
29 May 2025

EMBARK INVESTMENT SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMBARK INVESTMENT SERVICES LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Embark Investment Services Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity;
- the statement of cash flows; and
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards.

Basis for opinion

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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.

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (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.

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 auditor's report.

EMBARK INVESTMENT SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMBARK INVESTMENT SERVICES LIMITED (Continued)

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

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

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, HMRC Corporate tax and VAT manual; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included FCA regulatory permissions, GDPR, Bribery Act and Financial Services and Markets Act 2000.

We discussed among the audit engagement team including relevant internal specialists such as IT specialists regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our procedures performed to address them are described below:

- We identified a potential for fraud in revenue recognition in relation to the fee rates applied in calculating the pension administration fees being inaccurate. We worked with our Analytics and Modelling specialist to perform a combination of recalculation and detailed testing of fees earned. We tested the completeness and accuracy of the key inputs to this recalculation.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and internal audit concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing correspondence with the Financial Conduct Authority (FCA) and reviewing internal audit reports.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

EMBARK INVESTMENT SERVICES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMBARK INVESTMENT SERVICES LIMITED (Continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Peter van Daesdonk FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
29 May 2025

EMBARK INVESTMENT SERVICES LIMITED

Statement of Comprehensive Income

For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Revenue	3	69,275	28,279
Administrative expenses		(67,291)	(27,204)
Impairment loss on trade receivables	10	(232)	(100)
Net insurance service income/(expense)	20	328	(1,688)
Net income/(expense) from reinsurance contracts held	20	(328)	1,688
Operating profit		1,752	975
Insurance finance income from insurance contracts issued	20	412	24
Finance expenses from reinsurance contracts held	20	(410)	(23)
Net investment expense	7	(15)	(1)
Profit before tax		1,739	975
Taxation	8	1,613	121
Total comprehensive profit for the year		3,352	1,096

All results are derived from continuing operations.

The Company has no other items of comprehensive income and as such the total comprehensive income for the year is the same as the profit for the year.

The notes on pages 20 to 45 form an integral part of the financial statements.

EMBARK INVESTMENT SERVICES LIMITED

Statement of Financial Position At 31 December 2024

	Notes	2024 £'000	2023 £'000
Non-current assets			
Deferred tax assets	9	3,899	2,120
		3,899	2,120
Current assets			
Trade and other receivables	10	13,166	11,999
Reinsurance contract assets	20	813	1,616
Current tax assets	8	–	299
Cash and cash equivalents	11	36,374	22,666
		50,353	36,580
Total assets		54,252	38,700
Current liabilities			
Trade and other payables	12	(5,063)	(8,602)
Provisions	13	(2,367)	–
Current tax liabilities	8	(177)	–
Insurance contract liabilities	20	(810)	(1,615)
Total Liabilities		(8,417)	(10,217)
Net current assets		41,936	26,363
Net assets		45,835	28,483
Equity			
Share capital	14	60,855	46,855
Retained losses		(15,020)	(18,372)
Total equity		45,835	28,483

Registered No. 09955930

Retained losses of the Company includes profit for the year of £3,352k (2023: £1,096k).

The notes on pages 20 to 45 form an integral part of the financial statements.

The financial statements were approved by the Board of Directors on 26 March 2025 and signed on its behalf on 29 May 2025 pursuant to delegated authority by:



S T Nyahasha
Director

EMBARK INVESTMENT SERVICES LIMITED

Statement of Changes in Equity

For the year ended 31 December 2024

	Share capital £'000	Retained losses £'000	Total equity £'000
Balance at 1 January 2023	31,355	(19,468)	11,887
Issue of shares during the year	15,500	–	15,500
Total comprehensive income for the year	–	1,096	1,096
Balance at 31 December 2023	46,855	(18,372)	28,483
Issue of shares during the year	14,000	–	14,000
Total comprehensive income for the year	–	3,352	3,352
Balance at 31 December 2024	60,855	(15,020)	45,835

The notes on the following pages 20 to 45 form an integral part of the financial statements.

EMBARK INVESTMENT SERVICES LIMITED

Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 £'000	2023 £'000
Net cash used in operating activities	15	(30)	(4,468)
Investing activities			
Net interest paid		(15)	(1)
Net cash used in investing activities		(15)	(1)
Financing activities			
Proceeds from issue of share capital		14,000	15,500
Net cash from financing activities		14,000	15,500
Net increase in cash and cash equivalents		13,955	11,031
Cash and cash equivalents at beginning of year		22,666	12,203
Effect of exchange rates on cash and cash equivalents		(247)	(568)
Cash and cash equivalents at end of year	11	36,374	22,666

The notes on the following pages 20 to 45 form an integral part of the financial statements.

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

1. Accounting policies

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared:

- (1) in accordance with the International Accounting Standards (IASs) and in conformity with the requirements of the Companies Act 2006
- (2) under the historical cost convention, as modified by the revaluation of investment properties and certain financial assets and financial liabilities at fair value through profit or loss, as set out in the relevant accounting policies

The Directors are satisfied that the Company has adequate resources to continue in business for the foreseeable future. Accordingly, the financial statements of the Company have been prepared on a going concern basis.

In accordance with IAS 1 'Presentation of Financial Statements', assets and liabilities in the balance sheet are presented in accordance with management's estimated order of liquidity. Analysis of the assets and liabilities of the Group and Company into amounts expected to be received or settled within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented in the notes.

Cash Flow Statement

The Statement of Cash Flows shows the changes in cash and cash equivalents arising during the year from operating activities, investing activities and financing activities.

The cash flows from operating activities are determined by using the indirect method. Net income is therefore adjusted by non-cash items, such as measurement gains or losses, changes in provisions, impairment of property, plant and equipment and intangible assets, as well as changes from receivables and liabilities. In addition, all income and expenses from cash transactions that are attributable to investing or financing activities are eliminated. Interest received or paid is classed as investing cash flows.

New standards and interpretations

There are a number of new accounting pronouncements issued by the International Accounting Standards Board (IASB) with an effective date of 1 January 2027. This includes IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1 Presentation of Financial Statements and IFRS 19 Subsidiaries without Public Accountability: Disclosures. The impact of these standards are being assessed and they have not been endorsed for use in the UK.

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

Operating loss

Operating loss is stated after the inclusion of all operating items, but before financing costs and income from investments.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company's activity. Revenue is shown net of value added tax ("VAT"), returns, rebates and discounts.

The Company recognises revenue when the amount of the revenue can be reliably measured, it is probable that the future economic benefits will flow to the Company and when specific criteria have been met.

Wrap platform administration services and investment consulting activity is recognised on the following basis:

- Routine activity fees are recognised at a point in time on completion of the specified activity, net of VAT.
- Transaction fees are recognised at a point in time as the service is provided, net of VAT.
- Annual fees are settled monthly in arrears and are recognised evenly over the period of time to which they relate, in line with the provision of the service, net of VAT.

Payment terms for all fees range from 0-30 days.

Treasury revenue is primarily earned on client money balances placed with banking counterparties. Revenue is recognised on an accruals basis, calculated using effective interest rates and the carrying value of the financial asset.

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

1. Accounting policies (continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets (including property, plant and equipment) are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Expense recognition

Administration costs are recognised in the statement of comprehensive income as accrued, within administrative expenses.

Taxation, including deferred income taxes

Tax expense comprises current and deferred tax. Current and deferred tax are charged or credited in the Statement of Comprehensive Income except to the extent that the tax arises from a transaction or event which is recognised, in the same or a different period, outside the Statement of Comprehensive Income (either in other comprehensive income, directly in equity, or through a business combination), in which case the tax appears in the same statement as the transaction that gave rise to it.

Current tax is the amount of corporate income taxes expected to be payable or recoverable based on the profit for the period as adjusted for items that are not taxable or not deductible, and is calculated using tax rates and laws that were enacted or substantively enacted at the balance sheet date.

Current tax includes amounts provided in respect of uncertain tax positions when management expects that, upon examination of the uncertainty by His Majesty's Revenue and Customs (HMRC) or other relevant tax authority, it is more likely than not that an economic outflow will occur. Provisions reflect management's best estimate of the ultimate liability based on their interpretation of tax law, precedent and guidance, informed by external tax advice as necessary. Changes in facts and circumstances underlying these provisions are reassessed at each balance sheet date, and the provisions are re-measured as required to reflect current information.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the balance sheet. Deferred tax is calculated using tax rates and laws that have been enacted or substantively enacted at the balance sheet date, and which are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities are generally recognised for all taxable temporary differences but not recognised for taxable temporary differences arising on investments in subsidiaries where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future. Deferred tax liabilities are not recognised on temporary differences that arise from goodwill which is not deductible for tax purposes.

Deferred tax assets are recognised to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilised, and are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. In certain cases where forecast profits are not expected to be sufficient to support the recognition of a deferred tax asset on a standalone entity basis, further consideration has been given to the availability of UK group relief with connected companies to support the recognition.

Deferred tax assets and liabilities are not recognised in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination. Deferred tax is not discounted.

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

Cash and cash equivalents

Cash and cash equivalents comprise cash balances. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

1. Accounting policies (continued)

Financial instruments

(i) Classification

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). Financial assets (unless it is a trade receivable without a significant financing component) and financial liabilities are measured at FVTPL. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

(ii) Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

(iii) Subsequent measurement and gains and losses

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(iv) Impairment

The Company recognises loss allowances for expected credit losses ("ECLs") on financial assets. The Company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held) as this is the point at which the Company is no longer able to realise the full value of the asset.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Share capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax.

EMBARK INVESTMENT SERVICES LIMITED

Notes to the financial statements

1. Accounting policies (continued)

IFRS17 'Insurance Contracts'

Insurance liabilities arise from a return of contribution on death benefit provided on accounts opened prior to 29 April 2011 in the legacy CUTAS book of business. The insurance contract liability represents the estimated liability for any shortfall in the value of units on the additional benefit provided by the Company to investors in the event of death of an investor, where the Company will pay the greater of the fund value and the investments made, less any distributions and withdrawals taken. The contracts are fully reinsured under the Group Life Assurance Arrangement ("GLAA") with Zurich Assurance Limited ("ZAL"). The CUTAS book and the GLAA were novated to the Company from Sterling ISA Managers Limited ("SIML") on 17 February 2023 and insurance contract liabilities and reinsurance assets must be reported under IFRS17 from this date.

IFRS 17 'Insurance Contracts' requires insurance contracts, including reinsurance contracts to be recognised on the balance sheet as the total of the fulfilment cash flows and the contractual service margin ("CSM"):

- The fulfilment cash flows consist of the present value of future cash flows calculated using best estimate assumptions, together with an explicit risk adjustment for non-financial risk and are required to be remeasured at each reporting date
- CSM represents the unearned profit, where applicable, on the insurance and reinsurance contracts

Changes to estimates of fulfilment cash flows which relate to future service are taken to the CSM, except where onerous contracts are identified. The Company calculates the risk adjustment by applying margins to best estimate cashflows relating to non-financial risks (which are mortality and persistency). The risk adjustment will be released to the income statement as risk expires. For reinsurance contracts held, the CSM represents the net cost or net gain of purchasing reinsurance and the risk adjustment represents the amount of risk transferred from the underlying contracts held.

Under IFRS 17, the Company recognises insurance contract liabilities as best estimate liabilities for future cash flows, plus a risk adjustment for non-financial risk and a CSM. The CSM represents the expected profit for providing insurance contract services and will be released to the income statement throughout the contract period over which the insurance contract services are provided. The risk adjustment is released commensurate with the expiry of non-financial risk associated with the valuation of best estimate cash flows. Assets are recognised for reinsurance contracts held, also comprising best estimate liabilities for future cash flows, plus a risk adjustment and a CSM.

IFRS17 permits the losses expected from the insurance contract liabilities to be offset against the expected recoveries from the ZAL reinsurance contract, creating a loss-recovery component. The loss-recovery component reduces the amount of the reinsurance CSM, and minimises the impact of subsequent changes in assumptions or experience variances.

Insurance finance income or expenses for the period are included in the statement of comprehensive income.

2. Critical accounting judgements and key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the financial year in which the estimate is revised if the revision affects only that financial year or in the period of the revision and future financial years if the revision affects both current and future financial years.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed below:

Customer redress provision (accounting estimate)

Following the identification of a small number of historic errors, the Company is undertaking a project to review the accuracy of client pricing arrangements on one of its platforms and quantify the size of any potential client remediation.

A provision of £2.4m has been recognised at 31 December 2024 (2023: £nil), representing our current best estimate of redress required for affected clients.

The project is at an early stage therefore determining the amount of the provision requires the exercise of significant judgement and also includes estimation uncertainty which may result in a material adjustment of the amount recognised in the next financial year. This requires forming a view on matters which are inherently uncertain.

Consequently, the continued appropriateness of the underlying assumptions will be reviewed against actual experience and other relevant evidence and adjustments made to the provisions where appropriate.

We have performed a sensitivity analysis on the key assumptions driving the value of the provision, being the average proportion of investment cases which lead to customer compensation in the general population and the average redress for these cases.

Assumptions	Sensitivity applied	Sensitivity (increase or decrease in provision)
Number of affected clients	+/- 10% change	£0.1m increase/decrease in provision
Average redress per case	+/- 25% change	£0.2m increase/decrease in provision

See note 13 for further details.

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

2. Critical accounting judgements and key sources of estimation uncertainty (continued)

Insurance contract liabilities and reinsurance contract assets

An insurance liability has been recognised on the Statement of Financial Position in respect of the probable future cost associated with contracts containing a return of contribution on death benefit. In calculating the liability actuarial assumptions have been used. The key assumptions used in the measurement of the liability are as follows:

- Future interest rates
- Mortality
- Persistency
- Equity volatility

There is a corresponding reinsurance asset subject to the same assumptions. Further information on these assumptions and sensitivities are disclosed in note 20.

Legal actions and regulatory matters

In the course of its business the Company is subject to other complaints and threatened or actual legal proceedings (including class or group action claims) brought by or on behalf of current or former employees, customers (including their appointed representatives), investors or other third parties, as well as legal and regulatory reviews, enquiries and examinations, requests for information, audits, challenges, investigations and enforcement actions, which could relate to a number of issues. This includes matters in relation to compliance with applicable laws and regulations, such as those relating to consumer protection, investment advice, business conduct, systems and controls, environmental, competition/anti-trust, tax, anti-bribery, anti-money laundering and sanctions, some of which may be beyond the Company's control, both in the UK and overseas. Where material, such matters are periodically reassessed, with the assistance of external professional advisers where appropriate, to determine the likelihood of the Company incurring a liability. The Company does not currently expect the final outcome of any such case to have a material adverse effect on its financial position, operations or cash flows.

3. Revenue

(i) Disaggregation of revenue

An analysis of the Company's revenue is as follows:

	2024 £'000	2023 £'000
Investment consulting activity	–	307
Wrap platform administration services	51,472	21,788
Treasury revenue	17,803	6,184
	69,275	28,279

Turnover arises entirely in the UK.

Timing of transfer of goods or services:

	2024 £'000	2023 £'000
Products and services transferred at a point in time	4,823	3,745
Products and services transferred over time	64,452	24,534
	69,275	28,279

EMBARK INVESTMENT SERVICES LIMITED

Notes to the financial statements

3. Revenue (continued)

(ii) Contract balances

The following table provides information about opening and closing receivables, contract assets and contract liabilities from contracts with customers.

	Notes	31 December 2024 £'000	31 December 2023 £'000
Receivables	10	617	492
Contract liabilities	12	678	433

The amount of revenue recognised in current period that was included in the contract liability balance at the beginning of the period was £nil.

Significant changes in the contract assets and the contract liabilities balances during the period are as follows:

2024	Contract liabilities £'000
Revenue recognised that was included in the contract liability balance at the beginning of the period	–
Increases due to cash received, excluding amounts recognised as revenue during the period	245
	245

All of the Company's contracts have an expected duration of one year or less and the Company therefore applies the practical expedients in IFRS 15.63 and 15.121 and does not adjust the promised amount of consideration for the effects of a significant financing component or disclose information about its remaining performance obligation.

4. Operating expenses

	2024 £'000	2023 £'000
Staff costs (see note 6)	11,109	8,555
Net foreign exchange losses	247	568

5. Auditor's remuneration

	2024 £'000	2023 £'000
Fees payable to the Company's auditor		
Audit of these financial statements	320	320
Audit-related assurance services	634	701
	954	1,021

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

6. Staff costs

The average monthly number of employees (including executive Directors) employed by the Company was:

	2024 No.	2023 No.
Management	–	8
Non-management	–	179
	–	187

Aggregate remuneration comprised:

	2024 £'000	2023 £'000
Wages and salaries	8,585	6,858
Social security costs	918	723
Other pension costs	1,472	899
Share based compensation costs	134	75
	11,109	8,555

With effect from 1 May 2023 the Company's staff were transferred to another Lloyds Banking Group entity therefore the above employee numbers for the prior period relate to the period to 30 April 2023. The Company had no direct employees after this date. Aggregate remuneration reflects the full year cost and includes amounts recharged from another Lloyds Banking Group entity from 1 May 2023.

7. Net investment expense

	2024 £'000	2023 £'000
Interest on bank deposits	97	(1)
Interest payable and similar charges on bank deposits	(112)	–
	(15)	(1)

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

8. Taxation

a) Analysis of tax credit for the year

	2024 £'000	2023 £'000
UK corporation tax		
- Current tax on taxable profit/loss for the year	(178)	(161)
- Adjustments in respect of prior years	12	2
Current tax expense	(166)	(159)
UK deferred tax		
- Origination and reversal of timing differences	(258)	(92)
- Adjustments in respect of prior years	2,037	378
- Impact of deferred tax rate change	–	(6)
Deferred tax credit	1,779	280
Tax credit	1,613	121

Corporation tax is calculated at a rate of 25% (2023: 23.5%) of the taxable profit for the year.

b) Factors affecting the tax credit for the year

A reconciliation of the expense that would result from applying the standard UK corporation tax rate to the profit/loss before tax to the actual tax credit for the year is given below:

	2024 £'000	2023 £'000
Profit before tax:	1,739	975
Tax expense thereon at UK corporation tax rate of 25% (2023: 23.5%)	(435)	(229)
Factors affecting credit/expense:		
- Disallowed items	–	(24)
- Adjustments in respect of prior years	2,048	380
- Effect of change in tax rate and related impacts	–	(6)
Tax credit on profit/loss on ordinary activities	1,613	121
Effective rate	92.77%	12.41%

The Company has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar 2 income taxes currently required by IAS12 Income Taxes. No provision for Pillar 2 current tax is required in respect of this period.

9. Deferred tax assets

The movement in the deferred tax asset is as follows:

	2024 £'000	2023 £'000
Brought forward	2,120	1,840
Credit for the year	1,779	280
Balance at 31 December	3,899	2,120

The deferred tax credit in the period comprises the following temporary differences:

	2024 £'000	2023 £'000
Pensions and other post-retirement benefits	(80)	73
Other temporary differences	1,859	207
Total deferred tax credit	1,779	280

The deferred tax asset comprises:

	2024 £'000	2023 £'000
Pensions and other post-retirement benefits	–	80
Other temporary differences	3,899	2,040
Total deferred tax asset	3,899	2,120

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

10. Trade and other receivables

	2024 £'000	2023 £'000
Trade receivables	617	492
Other debtors	11,944	11,142
Prepayments	551	365
Other tax and social security	31	–
Amounts owed to Group Companies	23	–
	13,166	11,999

Of the above total, £nil (2023: £nil) is expected to be settled more than one year after the reporting date. No interest is charged on trade and other receivables. Amounts owed from Group Companies are repayable on demand.

Trade receivables and other debtors are non-interest bearing and are generally due on receipt of invoice or initial recognition of the debtor. Trade receivables that are neither past due nor impaired are considered by the Directors to be credit worthy on the basis that they have been subject to the Company credit check procedures.

As at 31 December 2024 trade receivables and other debtors of £715k were past due (2023: £962k) but not impaired for the Company. The ageing analysis of these receivables is as follows:

	2024 £'000	2023 £'000
Up to 3 months past due	553	821
3 to 6 months past due	40	43
Over 6 months past due	122	98
	715	962

Expected credit loss assessment

The Company uses an allowance matrix to measure the ECLs of trade receivables and other debtors due from individual customers, which comprise a large number of small balances. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and other debtors as at 31 December 2024.

31 December 2024	Weighted- average loss rate	Gross carrying amount £'000	Loss allowance £'000	Credit- impaired
< 9 months past due	22.49%	818	(184)	No
9 – 12 months past due	42.86%	140	(60)	No
> 12 months past due	100.00%	145	(145)	Yes
		1,103	(389)	

The following table provides information about the exposure to credit risk and ECLs for trade receivables and other debtors as at 31 December 2023.

31 December 2023	Weighted- average loss rate	Gross carrying amount £'000	Loss allowance £'000	Credit- impaired
< 9 months past due	5.28%	1,022	(54)	No
9 – 12 months past due	57.14%	7	(4)	No
> 12 months past due	100.00%	99	(99)	Yes
		1,128	(157)	

Loss rates are based on actual historic credit loss experience. These rates are multiplied by scalar factors to reflect current economic conditions and the Company's view of economic conditions over the expected lives of the receivables.

The majority of the Company's customers are individuals or counterparties not issued ratings by credit ratings agencies, therefore customer credit ratings have not been disclosed.

The movement in the provision for impairment of receivables was as follows:

	2024 £'000	2023 £'000
At 1 January	157	58
Write-offs in the year	–	(1)
Increase for the year	232	100
At 31 December	389	157

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

11. Cash and cash equivalents

	2024 £'000	2023 £'000
Cash at bank and in hand	36,374	22,666

The Directors consider that the carrying amount of these assets approximates to their fair value. The credit risk on cash and cash equivalents is limited because the counterparties are large, established UK banks.

12. Trade and other payables

	2024 £'000	2023 £'000
Trade payables	343	331
Other payables	156	126
Accruals	2,810	2,850
Deferred income	678	433
Other tax and social security	–	(62)
Amounts owed to Group Companies	1,076	4,924
	5,063	8,602

Of the above total, £nil (2023: £nil) is expected to be settled more than one year after the reporting date.

No interest is charged on trade and other payables. Amounts owed to Group Companies are repayable on demand.

13. Provisions

Provisions are recognised for present obligations arising as the consequence of past events where it is more likely than not that a transfer of economic benefit will be necessary to settle the obligation, which can be reliably estimated.

The Company held the following provisions at the year-end date:

	Customer Redress Provision £'000
Balance at 1 January 2024	–
Charged to the Income Statement	2,367
Used during the year	–
Unused amount reversed during the year	–
Increase due to unwinding of discount and other movements	–
Closing provision at 31 December 2024	2,367
Non-current, to be utilised in more than one year	–
Current – to be utilised within one year	2,367
Closing provision at 31 December 2024	2,367

Customer redress provision

The Company holds a provision for potential redress cases where it has identified a present obligation and payment is likely. Payments are due directly to clients to remediate errors. The majority of the outstanding issues are expected to be resolved in 2025.

14. Share capital

	2024 £'000	2023 £'000
Issued and fully paid:		
60,855,000 (2023: 46,855,000) voting ordinary 'A' shares of £1 each	60,855	46,855
	60,855	46,855

During the year, the Company issued 14,000,000 (2023: 15,500,000) ordinary shares to the parent undertaking, Embark Group Limited, for a total consideration of £14,000,000 (2023: £15,500,000).

EMBARK INVESTMENT SERVICES LIMITED

Notes to the financial statements

15. Notes to the Statement of Cash Flows

	2024 £'000	2023 £'000
Operating profit	1,752	975
Adjustments for:		
Movement in provisions	2,599	99
Foreign exchange losses	247	568
Operating cash flows before movements in working capital	4,598	1,642
(Increase) in receivables	(1,399)	(8,929)
(Decrease)/Increase in payables	(3,539)	2,819
Tax received	310	–
Cash used in operations	(30)	(4,468)
Net cash used in operating activities	(30)	(4,468)

16. Share-based compensation

The profit of the Company is stated after charging an amount of £134k (2023: £75k) in respect of services received by the Company which have been settled by way of equity-settled share-based payment arrangements.

All staff providing services to the Company are employed by a fellow subsidiary of the ultimate parent undertaking, Lloyds Bank Group Plc, in whose shares settlement is made. The amount charged is recharged on a proportionate basis from the employing entity. Details of the share-based payment schemes within the Group are included on an aggregated basis in the Lloyds Banking Group Plc consolidated financial statements.

EMBARK INVESTMENT SERVICES LIMITED

Notes to the financial statements

17. Financial risk management

The Company's financial instruments primarily comprise cash and cash equivalents, trade payables and trade receivables. All of these arise as a result of the Company's normal operations. The Company does not enter into transactions for speculative purposes and there are no instruments held for trading.

The Company's operations expose it to a variety of financial risks that include the effects of the changes in credit risk, liquidity risk, market risk and capital risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company through proactive oversight and monitoring of key financial risks.

The Directors believe the main financial risks arising from the Company's financial instruments are credit risk, liquidity risk, market risk and capital risk. These are further discussed below;

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's recoverability of fees billed to customers and counterparties.

The Chief Financial Officer is responsible for managing the Company's credit risks through the following:

- Limiting the amount of exposure to any one party;
- Only dealing with creditworthy counterparties;
- Embedding suitable processes to recover debt when it becomes overdue; and
- Ensuring a suitable provision for bad and doubtful debt is maintained.

A summary of the current position on Company receivables is included in note 10.

The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk. The maximum credit exposure to credit risk at the reporting date was:

	2024 £'000	2023 £'000
Cash and cash equivalents	36,374	22,666
Trade & other receivables	13,166	11,999
	49,540	34,665

(b) Market risk

Market risk is the risk that changes in market prices, such as interest rates, will affect the Company's income. The objective of the Company's market risk management strategy is to manage and control the market risk exposures within acceptable parameters to ensure the Company's solvency while optimising the return.

(c) Interest rate risk

The Company is exposed to interest rate risk as a result of positive holding of corporate cash balances which earn interest at a variable rate.

The Company has interest bearing assets and liabilities on its Statement of Financial Position. These assets include cash and borrowings and loans which earn or charge interest at a variable rate.

Given the size of the Company, there is no requirement for a separate treasury department; therefore, the finance department review the level of cash balances within the business on a daily basis and ensure the utilisation of its cash balances is optimised.

The main market risk of the Company is interest rate risk. If during the year interest rates had been 20% higher or lower with all other variables held constant, the Company's income statement would be as shown in the table below:

	-20% £'000	Treasury revenue £'000	+20% £'000
Adjusted treasury revenue	14,242	17,803	21,364

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

17. Financial risk management (continued)

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's Board of Directors sets the Company's risk appetite and policy for managing liquidity risk. The Finance function manages the Company's liquidity position on a day-to-day basis under the oversight of the Chief Financial Officer. The Company's approach is to ensure that it can meet payments as they fall due, both in normal conditions and in the case of a severe liquidity stress, and that it can survive a severe liquidity stress event and continue as a going concern. The key elements of the Company's liquidity strategy are as follows:

- Building a business that is cash generative;
- Maintaining at all times a stock of liquid assets that are of sufficient quality and quantity so as to be able to withstand the Company's liquidity stress scenarios;
- Monitoring liquidity risk exposures on an ongoing basis under a variety of market-wide and idiosyncratic liquidity stress scenarios; and
- Maintaining a diversified funding base.

The following table shows the contractual maturities of the Company's financial liabilities, all of which are measured at amortised cost:

	At 31 December 2024		At 31 December 2023	
	Trade payables £'000	Other Payables £'000	Trade payables £'000	Other Payables £'000
< 6 months	343	4,042	331	2,850
Carrying value of liabilities	343	4,042	331	2,850

(e) Capital risk management (unaudited)

Capital is held by the Company to protect its customers, cover its inherent risks, provide a cushion for stress events and to support its business strategy. In assessing the adequacy of its capital resources, the Company considers its risk appetite, the material risks to which it is exposed, and the appropriate strategies required to manage those risks.

The Company objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders, continuity of service to customers and maintain an optimal capital structure to reduce the cost of capital.

The Company defines capital as being share capital plus reserves. The Company is subject to externally imposed capital requirements from the Financial Conduct Authority. These are reported monthly to the Board. The Company has complied with all the relevant rules and requirements throughout the year.

The Company prepares regular reports on the current and forecasted levels of capital, as well as the results of stress scenarios, to the Board and executive leadership team (Chaired by the Chief Executive Officer). The key assumptions and risk drivers used to create the stress tests are regularly monitored and reported.

The table below sets out the regulatory capital requirements and the required capital held at 31 December in each year.

	2024 £'000	2023 £'000
Regulatory capital held	40,362	24,707
Regulatory capital requirement	22,521	18,703

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

18. Related party transactions

During the year the following related party transactions were entered into with other Group subsidiaries:

With effect from 1 May 2023 the Company's staff were transferred to another Lloyds Banking Group entity. Aggregate remuneration recharged to the Company from this date was as follows:

	2024 £'000	2023 £'000
Wages and salaries	8,585	4,655
Social security costs	918	496
Other pension costs	1,472	782
Share based compensation costs	134	75
	11,109	6,008

The average headcount recharged for the period was 242 (2023: 201).

The Company has been charged by its fellow subsidiary, Embark Corporate Services Limited, £42,590k (2023: £10,640) for central shared services. At the year-end there was a balance owing to Embark Corporate Services Limited of £1,031k (2023: £4,851k).

The Company has been charged by its fellow subsidiary, Embark Investments Limited, £215k (2023: £108k) for investment due diligence services and investment governance services. At the year-end there was a balance owing to Embark Investments Limited of £18k (2023: £11k).

The Company charged its fellow subsidiary, Sterling ISA Managers Limited, £nil (2023: £307k) for advance platform services in respect of fund management. At the year-end there was a balance owing from Sterling ISA Managers Limited of £7k (2023: £12k).

Transactions between the Company and key management

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company which, for the Company, are all Directors and IP&IExCo members. Key management personnel, as defined by IAS 24, are employed by a management entity, transactions with this entity are as follows:

Key management compensation

	2024 £'000	2023 £'000
Short-term employee benefits	104	–
Post-employment benefits	2	–
Share-based payments	20	–
	126	–

Included in short term employee benefits is the aggregate amount of emoluments paid to or receivable by Directors in respect of qualifying services of £96k (2023: £nil).

There were no retirement benefits accruing to Directors (2023: nil) under defined benefit pension schemes. No Directors (2023: no Directors) are paying into a defined contribution scheme. There were no contributions paid to a pension scheme for qualifying services (2023: nil).

Certain members of key management in the Company, including the highest paid Director, provide services to other companies within Lloyds Banking Group. In such cases, for the purposes of this note, figures have been included based on an apportionment to the Company of the total compensation earned.

The aggregate amount of money receivable and the net value of assets received/receivable under share based incentive schemes in respect of Directors qualifying services was £18k (2023: £nil). During the year, no Directors exercised share options (2023: no Director) and 2 Directors received qualifying service shares under long term incentive schemes (2023: no Director). Movements in share options are as follows:

	2024 £'000	2023 £'000
Outstanding at 1 January	–	–
Outstanding balance of directors newly appointed in the period	1	–
Granted	27	–
Exercised	(12)	–
Forfeited	(1)	–
Outstanding balance of directors resigned in the period	(1)	–
Outstanding at 31 December	14	–

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

18. Related party transactions (continued)

Detail regarding the highest paid Director is as follows:

	2024 £'000	2023 £'000
Apportioned aggregate emoluments	66	–
Apportioned share-based payments	15	–

19. Parent undertaking and controlling party

The Company's immediate parent undertaking is Embark Group Limited, a company incorporated in England and Wales. The Registered Office Address of Embark Group Limited is 33 Old Broad Street, London, United Kingdom EC2N 1HZ.

The ultimate parent undertaking and controlling party is Lloyds Banking Group plc, which is the parent undertaking of the only group to consolidate these financial statements. Once approved, copies of the consolidated Annual Report and Accounts of Lloyds Banking Group may be obtained from Lloyds Banking Group's head office at 33 Old Broad Street, London, EC2N 1HZ or downloaded via www.lloydsbankinggroup.com.

20. Insurance contract liabilities and reinsurance assets

Insurance liabilities arise from a return of contribution on death benefit provided on accounts opened prior to 29 April 2011 in the legacy CUTAS book of business. The insurance contract liability represents the estimated liability for any shortfall in the value of units on the additional benefit provided by the Company to investors in the event of death of an investor, where the Company will pay the greater of the fund value and the investments made, less any distributions and withdrawals taken. The obligations in respect of the return of contribution on death benefit were transferred to the Company from Sterling ISA Managers Limited ("SIML") on 17 February 2023.

The methodology for calculating the insurance liability and reinsurance contract utilises the Black-Scholes model for all in scope contracts by valuing the guarantee cost for each policy as being equivalent to the cost of a European put option. The methodology was adopted from SIML when the business transferred, and has been adapted to ensure it is appropriate for IFRS17. The key IFRS17 related changes made to the methodology and the model are:

- Allowance for reinsurer default risk has been included in the present value of future reinsurance recoveries, as required by IFRS17
- A risk adjustment for non-financial risk. This reflects the additional liability and reinsurance recovery amounts should the lapse and mortality experience be worse than anticipated.

Summary of insurance contract liabilities and reinsurance assets

	2024 £'000	2023 £'000
Insurance Contract Liabilities		
- Present value of future cash flows	(678)	(1,324)
- Risk Adjustment	(132)	(291)
- Contractual Service Margin	–	–
	(810)	(1,615)
Reinsurance Contract Assets		
- Present value of future cash flows	673	1,315
- Risk Adjustment	132	291
- Contractual Service Margin	8	10
	813	1,616
Net Assets	3	1

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of insurance balances for remaining coverage

2024	Liabilities for remaining coverage		Liability for incurred claims	Total
	Excluding loss component	Loss component		
	£'000	£'000	£'000	£'000
At 1 January				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	-	(1,615)	-	(1,615)
	-	(1,615)	-	(1,615)
Insurance revenue				
Contracts under the modified retrospective transition approach	-	-	-	-
Contracts under the fair value transition approach	-	-	-	-
Other contracts	-	-	-	-
	-	-	-	-
Insurance service expenses				
Incurred claims and other directly attributable expenses	-	83	(65)	18
Adjustments to liabilities for incurred claims	-	-	-	-
Losses and reversal of losses on onerous contracts	-	310	-	310
Amortisation of insurance acquisition cash flows	-	-	-	-
	-	393	(65)	328
	-	393	(65)	328
Insurance service result	-	393	(65)	328
Finance income from insurance contracts issued	-	412	-	412
Exchange differences	-	-	-	-
Total change in profit or loss	-	805	(65)	740
Investment components	-			
Cash flows				
Premiums received	-	-	-	-
Claims and other insurance service expenses paid	-	-	65	65
Insurance acquisition cash flows	-	-	-	-
	-	-	65	65
At 31 December				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	-	(810)	-	(810)
Net asset/(liability)	-	(810)	-	(810)

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of insurance balances for remaining coverage

2023	Liabilities for remaining coverage		Liability for incurred claims	Total
	Excluding loss component	Loss component		
	£'000	£'000	£'000	£'000
At 1 January				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	-	-	-	-
	-	-	-	-
Insurance revenue				
Contracts under the modified retrospective transition approach	-	-	-	-
Contracts under the fair value transition approach	-	-	-	-
Other contracts	-	-	-	-
	-	-	-	-
Insurance service expenses				
Incurred claims and other directly attributable expenses	-	105	(49)	56
Adjustments to liabilities for incurred claims	-	-	-	-
Losses and reversal of losses on onerous contracts	-	(1,744)	-	(1,744)
Amortisation of insurance acquisition cash flows	-	-	-	-
	-	(1,639)	(49)	(1,688)
	-	(1,639)	(49)	(1,688)
Insurance service result	-	(1,639)	(49)	(1,688)
	-	(1,639)	(49)	(1,688)
Finance income from insurance contracts issued	-	24	-	24
Exchange differences	-	-	-	-
Total change in profit or loss	-	(1,615)	(49)	(1,664)
	-	(1,615)	(49)	(1,664)
Investment components	-	-	-	-
	-	-	-	-
Cash flows				
Premiums received	-	-	-	-
Claims and other insurance service expenses paid	-	-	49	49
Insurance acquisition cash flows	-	-	-	-
	-	-	49	49
At 31 December				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	-	(1,615)	-	(1,615)
Net asset/(liability)	-	(1,615)	-	(1,615)

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of the measurement components of insurance contract balances

Total	2024			
	Present value of future cash flows	Risk adjustment for non- financial risk	Contractual Service Margin	Total
	£'000	£'000	£'000	£'000
At 1 January				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	(1,324)	(291)	-	(1,615)
	(1,324)	(291)	-	(1,615)
Relating to current services				
CSM recognised for services provided	-	-	-	-
Changes in risk adjustment for non-financial risk for risk expired	-	15	-	15
Experience adjustments	3	-	-	3
Relating to future services				
Contracts initially recognised in the year	-	-	-	-
Changes in estimates that adjust the CSM	-	-	-	-
Changes in estimates that result in losses and reversal of losses on onerous contracts	250	60	-	310
	253	75	-	328
Relating to past services				
Adjustments to liabilities for incurred claims	-	-	-	-
Insurance service result	253	75	-	328
Finance income from insurance contracts issued				
Relating to change in financial assumptions	386	97	-	483
Relating to unwind of discount rate	(58)	(13)	-	(71)
Exchange differences	-	-	-	-
Total change in profit or loss	581	159	-	740
Investment components	-	-	-	-
Cash flows				
Premiums received including investment components	-	-	-	-
Claims and other insurance service expenses paid	65	-	-	65
Insurance acquisition cash flows	-	-	-	-
	65	-	-	65
At 31 December				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	(678)	(132)	-	(810)
Net asset/(liability)	(678)	(132)	-	(810)

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of the measurement components of insurance contract balances

Total	2023			
	Present value of future cash flows	Risk adjustment for non- financial risk	Contractual Service Margin	Total
	£'000	£'000	£'000	£'000
At 1 January				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	-	-	-	-
	-	-	-	-
Relating to current services				
CSM recognised for services provided	-	-	-	-
Changes in risk adjustment for non-financial risk for risk expired	-	19	-	19
Experience adjustments	37	-	-	37
Relating to future services				
Contracts initially recognised in the year	(1,714)	(394)	-	(2,108)
Changes in estimates that adjust the CSM	-	-	-	-
Changes in estimates that result in losses and reversal of losses on onerous contracts	280	84	-	364
	(1,397)	(291)	-	(1,688)
Relating to past services				
Adjustments to liabilities for incurred claims	-	-	-	-
Insurance service result	(1,397)	(291)	-	(1,688)
Finance income from insurance contracts issued				
Relating to change in financial assumptions	99	17	-	116
Relating to unwind of discount rate	(75)	(17)	-	(92)
Exchange differences	-	-	-	-
Total change in profit or loss	(1,373)	(291)	-	(1,664)
Investment components	-	-	-	-
Cash flows				
Premiums received including investment components	-	-	-	-
Claims and other insurance service expenses paid	49	-	-	49
Insurance acquisition cash flows	-	-	-	-
	49	-	-	49
At 31 December				
Insurance contract assets	-	-	-	-
Insurance contract liabilities	(1,324)	(291)	-	(1,615)
Net asset/(liability)	(1,324)	(291)	-	(1,615)

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of reinsurance balances for remaining coverage

	2024			
	Asset for remaining coverage		Asset for Incurred claims	Total
	Excluding loss-recovery component	Loss-recovery component		
	£'000	£'000	£'000	£'000
At 1 January				
Reinsurance contract assets	-	1,616	-	1,616
Reinsurance contract liabilities	-	-	-	-
	-	1,616	-	1,616
Allocation of reinsurance premiums paid				
All contracts	-	-	-	-
Amounts recoverable from reinsurers				
Recoveries of incurred claims and other insurance service expenses	-	(83)	65	(18)
Recoveries and reversals of recoveries of losses on onerous underlying contracts	-	(310)	-	(310)
Adjustments to assets for incurred claims	-	-	-	-
	-	(393)	65	(328)
Effect of changes in non-performance risk of reinsurers	-	-	-	-
Net income/(expense) from reinsurance contracts held	-	(393)	65	(328)
Finance expense from reinsurance contracts held	-	(410)		(410)
Exchange differences	-	-	-	-
Total change in profit or loss	-	(803)	65	(738)
Investment components	-	-	-	-
Cash flows				
Premiums paid	-	-	-	-
Amounts received	-	-	(65)	(65)
	-	-	(65)	(65)
Transfer to other items in the balance sheet	-	-	-	-
Reinsurance contract assets	-	813	-	813
Reinsurance contract liabilities	-	-	-	-
Net asset/(liability)	-	813	-	813

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of reinsurance balances for remaining coverage

	2023			
	Asset for remaining coverage		Asset for Incurred claims	Total
	Excluding loss-recovery component	Loss-recovery component		
	£'000	£'000	£'000	£'000
At 1 January				
Reinsurance contract assets	-	-	-	-
Reinsurance contract liabilities	-	-	-	-
Allocation of reinsurance premiums paid				
All contracts	-	-	-	-
Amounts recoverable from reinsurers				
Recoveries of incurred claims and other insurance service expenses	-	(106)	49	(57)
Recoveries and reversals of recoveries of losses on onerous underlying contracts	-	1,745	-	1,745
Adjustments to assets for incurred claims	-	-	-	-
	-	1,639	49	1,688
Effect of changes in non-performance risk of reinsurers	-	-	-	-
Net income from reinsurance contracts held	-	1,639	49	1,688
Finance expense from reinsurance contracts held	-	(23)		(23)
Exchange differences	-	-	-	-
Total change in profit or loss	-	1,616	49	1,665
Investment components	-	-	-	-
Cash flows				
Premiums paid	-	-	-	-
Amounts received	-	-	(49)	(49)
	-	-	(49)	(49)
Transfer to other items in the balance sheet	-	-	-	-
Reinsurance contract assets	-	1,616	-	1,616
Reinsurance contract liabilities	-	-	-	-
Net asset/(liability)	-	1,616	-	1,616

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of the measurement components of reinsurance contract balances

Total	2024			Total
	Present value of future cash flows	Risk adjustment for non-financial risk	Contractual service margin	
	£'000	£'000	£'000	£'000
At 1 January				
Reinsurance contract assets	1,315	291	10	1,616
Reinsurance contract liabilities	-	-	-	-
	1,315	291	10	1,616
Relating to current services				
Contractual service margin recognised for services received	-	-	0	0
Changes in risk adjustment for non-financial risk for risk expired	-	(15)	-	(15)
Experience adjustments	(2)	-	-	(2)
				-
Relating to future services				
Contracts initially recognised in the year	-	-	-	-
Changes in estimates that adjust the contractual service margin	(25)	(3)	(8)	(36)
Changes in estimates that relate to losses and reversals of losses on underlying onerous contracts	(228)	(57)	(2)	(287)
Relating to past services				
Changes to assets for incurred claims	-	-	-	-
Effect of changes in non-performance risk of reinsurers	4	-	7	11
Net income from reinsurance contracts held	(251)	(75)	(3)	(329)
Net finance expense from reinsurance contracts held				
Relating to change in financial assumptions	(383)	(97)	-	(480)
Relating to unwind of discount rate	57	13	1	71
Exchange differences	-	-	-	-
Total change in profit or loss	(577)	(159)	(2)	(738)
Premiums paid	-	-	-	-
Amounts received	(65)	-	-	(65)
	(65)	-	-	(65)
Reinsurance contract assets	673	132	8	813
Reinsurance contract liabilities	-	-	-	-
Net asset/(liability)	673	132	8	813

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Reconciliation of the measurement components of reinsurance contract balances

Total	2023			Total
	Present value of future cash flows	Risk adjustment for non-financial risk	Contractual service margin	
	£'000	£'000	£'000	£'000
At 1 January				
Reinsurance contract assets	-	-	-	-
Reinsurance contract liabilities	-	-	-	-
	-	-	-	-
Relating to current services				
Contractual service margin recognised for services received	-	-	0	0
Changes in risk adjustment for non-financial risk for risk expired	-	(19)	-	(19)
Experience adjustments	(36)	-	-	(36)
				-
Relating to future services				
Contracts initially recognised in the year	1,702	394	12	2,108
Changes in estimates that adjust the contractual service margin	(5)	(19)	(4)	(28)
Changes in estimates that relate to losses and reversals of losses on underlying onerous contracts	(275)	(66)	(1)	(342)
Relating to past services				
Changes to assets for incurred claims	-	-	-	-
Effect of changes in non-performance risk of reinsurers	2	-	3	5
Net income from reinsurance contracts held	1,388	290	10	1,688
Net finance expense from reinsurance contracts held				
Relating to change in financial assumptions	(98)	(18)	-	(116)
Relating to unwind of discount rate	74	17	0	91
Exchange differences	-	-	-	-
Total change in profit or loss	1,364	291	10	1,665
Premiums paid	-	-	-	-
Amounts received	(49)	-	-	(49)
	(49)	-	-	(49)
Reinsurance contract assets	1,315	291	10	1,616
Reinsurance contract liabilities	-	-	-	-
Net asset/(liability)	1,315	291	10	1,616

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Contractual Service Margin

The table below outlines the expected release of the CSM at each time period

2024	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 to 10 years	Over 10 years	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Insurance contract liabilities								
Total	-	-	-	-	-	-	-	-
Reinsurance contracts								
Total	(1)	(0)	(0)	(0)	(0)	(2)	(5)	(8)

2023	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	5 to 10 years	Over 10 years	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Insurance contract liabilities								
Total	-	-	-	-	-	-	-	-
Reinsurance contracts								
Total	(1)	(1)	(0)	(0)	(0)	(2)	(5)	(10)

Sensitivity Analysis

The following table demonstrates the effect of changes in key assumptions on profit before tax assuming that the other assumptions remain unchanged. It is seen that, due to the reinsurance contract held, there is negligible PBT impact to changes in these

Variable	Change in variable	PBT change £'000		Equity change £'000	
		Gross of Reinsurance	Net of Reinsurance	Gross of Reinsurance	Net of Reinsurance
Mortality	10% increase	(28)	1	(28)	1
	10% decrease	31	2	31	2
Lapse	10% increase	96	0	96	0
	10% decrease	(120)	3	(120)	3
Interest Rates	1% increase	237	1	237	1
	1% decrease	(375)	(2)	(375)	(2)
Equity Volatility	10% increase	(138)	(1)	(138)	(1)
	10% decrease	123	1	123	1

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Assumptions

The measurement components of liabilities of the Company are determined on the basis of recognised actuarial methods. The methods used involve estimating future policy cash flows over the duration of the in-force book of policies, and discounting these cash flows back to the valuation date allowing for probabilities of occurrence.

Assumptions are made in respect of all material factors affecting future cash flows, including future interest rates, persistency, mortality and equity volatility.

Generally, assumptions used to value the liabilities are on a realistic best estimate basis. A Risk Adjustment is held reflecting the compensation the entity requires for bearing the uncertainty within the future cashflows, due to non-financial risk. The assumptions to which the liabilities are most sensitive are the interest rates used to discount the cash flows and the persistency assumptions.

The key assumptions used in the measurement of the non-participating fund liabilities are:

Interest rates

Discount rates used to value the liabilities are set with reference to directly observable market data on risk-free interest rates:

	1 year	5 years	10 years	20 years	30 years
31 December 2024	4.46%	4.04%	4.07%	4.30%	4.23%
31 December 2023	4.73%	3.35%	3.28%	3.43%	3.35%

Mortality

The mortality assumptions are set with reference to recent actual experience on similar savings and investments products sold within the wider LBG, supplemented by industry information.

Persistency

Historically, due to there not being a significant amount of data available on the product, assumptions on representative LBG products were also considered when setting the Lapse Assumption. Following the migration from SIML, there is now two years of credible data which have been used to set the Lapse Assumption. This has not resulted in a material change from the previous assumption.

Assumption at 31 December 2023	2023 Experience	2024 Experience	31 December 2024 Assumption
10.9%	11.8%	10.1%	11.0%

The lapse basis will be reviewed each year as more data becomes available, and the assumption updated to reflect the best-estimate based on this data.

Equity volatility

Equity volatility assumptions are derived directly from observable market data.

Risk Adjustment

The Risk Adjustment for non-financial risk represents the compensation an entity requires for bearing the uncertainty inherent within the fulfilment cashflows. The Risk Adjustment is calculated by applying explicit margins to the best estimate assumptions used to calculate the realistic liabilities.

Lapse and mortality risk are the only two non-financial risks relevant to the Company. Explicit margins for each risk are calculated by evaluating statistical distributions for each risk, supplied by Scottish Widows Limited ("SWL") demographic and assumptions subject matter experts. These distributions are specific to savings and investments products and are used in the calculation of SWL's own risk adjustment and Solvency II capital requirements.

Under the Group's explicit margins approach, a confidence level is arrived at by following the wider Scottish Widows Group approach, targeting a 90 per cent one year value-at-risk. The confidence level chosen reflects Lloyds Banking Group's required compensation for bearing the uncertainty within insurance business cashflows arising from non-financial risk.

IFRS17 requires that the confidence level disclosed for the risk adjustment is that which represents the risk level over the lifetime of the contracts. Given that the group target is equivalent to a 90 per cent value-at risk over one year, a transformation using recognised statistical approximations (a "mean sum of squares" approach), assuming that the spread of losses during a year are normally distributed and each year's risk distributions are independent has been utilised. This results in a lifetime value-at-risk of 70 per cent.

EMBARC INVESTMENT SERVICES LIMITED

Notes to the financial statements

20. Insurance contract liabilities and reinsurance assets (continued)

Liquidity Risk

Liquidity risk is defined as the risk that the Group does not have sufficient financial resources to meet its commitments as they fall due, or can only secure them at excessive cost.

Liquidity risk for the Company is managed in accordance with MIFIDPRU regulations and in line with the Lloyds Banking Group Funding and Liquidity Policy. The Company analyses the impact of stress scenarios on both the liquidity held and the size and timing of commitments due and ensures that it holds enough liquidity to meet obligations in these scenarios.

The liquidity risk arising from the insurance contract liabilities is small, given that reinsurance recoveries are received on a quarterly basis. Aggregate claim amounts have also historically been small, relative to the liquid assets held by the Company.

The table below shows estimates of the present value of future cashflows over time for the insurance contract liabilities and reinsurance contract held:

Credit Risk

Credit risk exists on the reinsurance contract held with ZAL. An assessment of its creditworthiness and probability of recovery has been completed by following Article 199 of the Solvency II directive, as ZAL is a solvency II firm. At YE2023, ZAL had a solvency ratio of 182% and a probability of default of 0.05%. This amount is held as part of the present value of future cashflows of the reinsurance asset, reducing the present value of the recovery amount.

	At 31 December 2024		At 31 December 2023	
	Insurance Contract Liabilities	Reinsurance Contracts Held	Insurance Contract Liabilities	Reinsurance Contracts Held
	£'000	£'000	£'000	£'000
Total Payable	(678)	674	(1,324)	1,315
Less than 1 year	(36)	36	(68)	68
1 to 2 years	(38)	38	(72)	72
2 to 3 years	(40)	40	(77)	77
3 to 4 years	(42)	42	(82)	82
4 to 5 years	(44)	44	(89)	89
Over 5 years	(479)	475	(937)	927