ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2003

(Company Number 753518)

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ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2003

	Page
Directors' report	1
Statement of directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Statement of retained losses	5
Balance sheet	6
Notes to the financial statements	7

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2003

The directors present their report and the audited financial statements of the company for the year ended 31 December 2003.

1. Principal activities and review of business

The principal activity of the company is the provision of business know-how and financial support to fellow subsidiary undertakings based overseas.

Due to the company's year end position, the ultimate parent undertaking, Provident Financial plc has confirmed its continued support to the company. The directors of the company expect the company's position to improve now that the overseas operations have become established and the company is generating strong returns. In the opinion of the directors, the company's year end financial position was satisfactory.

2. Results

The profit and loss account for the year is set out on page 5. The retained profit for the year of £3,601,572 (2002: £132,315) has been added to reserves.

3. Dividend

The directors do not recommend the payment of a dividend (2002: £nil).

4. Directors

The directors of the company at 31 December 2003, all of whom were directors for the whole of the year then ended, unless otherwise stated, were:

D R Swann (Chairman)

N M Illingworth

G P Daly (Resigned 16 January 2004)

D J Morgan (Resigned 2 June 2003)

C L Gardner (Appointed 2 June 2003)

T P H Jones (Appointed 2 June 2003, resigned 14 November 2003)

D E S Broadbent (Appointed 6 October 2003)
J N Mitra (Appointed 12 January 2004)

5. <u>Directors' interests</u>

None of the directors holding office at 31 December 2003 had any interests in the shares of the company or any other group company, except as disclosed in the accounts of the company's parent undertakings.

As permitted by statutory instrument, the register, required to be kept under Section 325 of the Companies Act 1985, does not include the interests of directors who are also directors of the company's parent undertakings.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

6. Auditors

A resolution to reappoint the auditors, PricewaterhouseCoopers LLP, will be proposed at the Annual General Meeting.

BY ORDER OF THE BOARD

R J Marshall Smith Company Secretary

Registered office: Colonnade Sunbridge Road Bradford West Yorkshire

8 March 2004

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period that 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.

The directors confirm that the most appropriate accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2003 and that applicable accounting standards have been followed. They also confirm that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records that 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 1985. The directors have a general responsibility to safeguard the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BY ORDER OF THE BOARD

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R J Marshall Smith Company Secretary

8 March 2004

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

PROVIDENT INTERNATIONAL LIMITED

We have audited the financial statements which comprise the profit and loss account, the statement of retained losses, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises the directors' report.

Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

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Leeds

8 March 2004

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

	<u>Notes</u>	2003 £	2002 £
TURNOVER Cost of sales	2	12,184,489 (3,900,618)	
GROSS PROFIT		8,283,871	2,591,893
Administrative expenses		(2,951,386)	(1,689,747)
OPERATING PROFIT AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	5,332,485	902,146
Tax on profit on ordinary activities	5	(1,730,913)	(769,831)
RETAINED PROFIT FOR THE YEAR	13	3,601,572	132,315
STATEMENT OF RETAINED	LOSSES		
		2003 £	2002 £
RETAINED LOSS AT 1 JANUARY		(9,573,822)	(9,706,137)
RETAINED PROFIT FOR THE YEAR		3,601,572	132,315
RETAINED LOSS AT 31 DECEMBER		(5,972,250)	(9,573,822)

The results shown in the profit and loss account derive wholly from continuing activities.

The company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

BALANCE SHEET AS AT 31 DECEMBER 2003

		Notes	2003 £	2002 £
FIXED A	SSETS		ı.	*
Tangible		6	357,602	363,401
Investme	nts	7	35,171	5,953
			392,773	369,354
	NT ASSETS			
Debtors:	Falling due within one year	8 [11,036,118	12,596,350
	Falling due after more than one year	8		827,443
		_	11,036,118	13,423,793
Cash at b	ank		234,429	485,666
			11,270,547	13,909,459
CREDIT	ORS: amounts falling due within one year	9	(17,571,284)	(15,873,642)
				
NET CU	RRENT LIABILITIES		(6,300,737)	(1,964,183)
TOTAL A	ASSETS LESS CURRENT LIABILITIES		(5,907,964)	(1,594,829)
CREDIT	ORS: amounts falling due			
	e than one year	9	-	(7,913,337)
PROVISI	ON FOR LIABILITIES AND CHARGES	10	-	(1,370)
NETIIA	BILITIES		(5,907,964)	(9,509,536)
NEI LIA	DILITIES		(3,907,904)	(9,309,330)
CAPITA	L AND RESERVES			
Called-up	share capital	12	64,286	64,286
Profit and	l loss account		(5,972,250)	(9,573,822)
EQUITY	SHAREHOLDERS' DEFICIT	13	(5,907,964)	(9,509,536)
				

These financial statements on pages 5 to 16 were approved by the board of directors on 8 March 2004 and were signed on its behalf by:

N M Illingworth

D E S Broadbent

(Directors)

6

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

1. Principal accounting policies

The financial statements are prepared under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom. In accordance with section 228 of the Companies Act 1985 consolidated financial statements are not presented, since the company is a wholly owned subsidiary of Provident Financial plc, a company incorporated in the UK. The financial statements have been prepared on the going concern basis as the company's ultimate parent undertaking has confirmed its continued support to the company. A summary of the principal accounting policies applied in preparing the financial statements of the company for the year ended 31 December 2003 which have been applied on a consistent basis are set out below.

a) Turnover

Turnover represents the amounts receivable from fellow subsidiary undertakings, together with any related withholding taxes, in respect of the provision of business know-how.

b) Cost of sales

Cost of sales represents costs incurred in providing support in implementing and running the international home credit operations and interest receivable / payable on certain inter-group loans.

c) Cash flow statement

As permitted by Financial Reporting Standard No.1 (Revised), no cash flow statement is presented as the company is a wholly owned subsidiary undertaking of Provident Financial plc and is included in the consolidated financial statements of Provident Financial plc which are publicly available.

d) Deferred taxation

Deferred taxation is provided in respect of all timing differences that have originated but not reversed at the balance sheet date and is determined using the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Deferred tax assets are recognised only to the extent that they are expected to be recoverable. Deferred taxation is measured on a non-discounted basis.

e) Pension costs

Contributions to separately administered defined benefit pension funds are charged to the profit and loss account to spread the costs of pensions over the employees' working lives in line with SSAP 24 'Accounting for pension costs'. The regular pension costs are attributed to individual years using the projected unit method. Variations in pension costs, which are identified as a result of actuarial valuations, are amortised over the average remaining service lives of employees. The difference between the charge to the profit and loss account and the contributions paid to the schemes is shown as a prepayment in the balance sheet. The company has not adopted FRS 17 'Retirement benefits' for accounting purposes but continues to make the transitional disclosures required by that standard in the notes to the accounts.

Contributions to defined contribution pension schemes are charged to the profit and loss account on an accruals basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

1. Principal accounting policies (continued)

f) Foreign exchange

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies are expressed, in sterling, at the rates of exchange ruling at the end of the financial period. Resultant gains or losses are taken to the profit and loss account.

g) Subsidiary undertakings

Investments in subsidiary undertakings are stated at the balance sheet date at cost less provisions for impairment in their value.

h) <u>Depreciation</u>

Depreciation of tangible fixed assets has been calculated by reference to the expected lives of the assets concerned. The following are the principal annual bases:

	Per cent	<u>Basis</u>
Equipment, including computers	10 - 33.33%	Straight line
Motor vehicles	25%	Reducing balance

Assets in the course of construction are not depreciated.

Where fixed assets become obsolete, or suffer an impairment in value, provision is made in the profit and loss account where necessary.

2. Turnover and profit on ordinary activities before taxation

Turnover relates to one class of business, the origin of which is wholly within the UK.

The profit on ordinary activities before taxation is stated after charging/(crediting):

	<u>2003</u>	<u>2002</u>
	£	£
Depreciation:		
Tangible owned fixed assets	87,266	87,159
Loss on sale of tangible fixed assets	4,295	1,854
Auditors' remuneration:		
Audit services	7,900	8,500
Non-audit services	75,375	61,991
Interest receivable – group (included within cost of sales)	(1,425,233)	(1,355,585)
Interest payable - group (included within cost of sales)	966,211	705,147
Foreign exchange gains	(938,886)	(1,327,523)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

3. <u>Directors' emoluments</u>

None of the directors received any emoluments in respect of their services to the company during the year (2002: £nil).

Retirement benefits accrued to seven directors (2002: four) under a defined benefit scheme during the year.

During the year one director (2002: two directors) exercised share options in shares of the company's ultimate parent undertaking Provident Financial plc. Further details are disclosed in the accounts of the company's parent undertakings.

4. Employee information

a) The average number of persons employed by the company during the year was as follows:

	<u>2003</u> Number	2002 Number
Full time	31	25
b) Employment costs:		
	2003 £	2002 £
Wages and salaries	931,010	963,961
Social security costs	138,435	79,751
Pension costs	246,041	245,835
	1,315,486	1,289,547

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

5. Tax on profit on ordinary activities

(a) Analysis of charge in the year		
	<u>2003</u>	<u>2002</u>
	£	£
Current tax		
UK corporation tax on profit for the year	1,693,063	337,903
Adjustments in respect of prior years	105,517	145,930
Double tax relief	(892,353)	(337,903)
Foreign tax	892,353	627,696
Total current tax (note 5(b))	1,798,580	773,626
Deferred tax (note 10)		
Origination and reversal of timing differences	(67,667)	(3,795)
Tax on profit on ordinary activities	1,730,913	769,831
1 ax on profit on ordinary activities	1,730,913	
(b) Factors affecting the tax charge for the year		
The tax charge for the year is higher than the standard rate of corporation tax	in the UK (30%) for t	he following
reasons:	,	•
	2 <u>003</u> £	<u>2002</u> £
Profit on ordinary activities before taxation	5,332,485	902,146
•		
Profit on ordinary activities multiplied by the standard rate of corporation		
tax in the UK of 30% (2002: 30%)	1,599,746	
	1,555,740	270,644
Effects of:	1,399,740	270,644
Effects of: Expenses not deductible for tax purposes	29,763	270,644 45,753
Expenses not deductible for tax purposes Depreciation for the year in excess of capital allowances Short term timing differences	29,763 9,778 53,776	45,753 11,657 9,849
Expenses not deductible for tax purposes Depreciation for the year in excess of capital allowances Short term timing differences Double tax relief	29,763 9,778 53,776 (892,353)	45,753 11,657 9,849 (337,903)
Expenses not deductible for tax purposes Depreciation for the year in excess of capital allowances Short term timing differences Double tax relief Foreign tax	29,763 9,778 53,776 (892,353) 892,353	45,753 11,657 9,849 (337,903) 627,696
Expenses not deductible for tax purposes Depreciation for the year in excess of capital allowances Short term timing differences Double tax relief	29,763 9,778 53,776 (892,353)	45,753 11,657 9,849 (337,903)

(c) Factors that may affect future tax charges

Future tax charges are likely to be in line with the standard rate of corporation tax in the UK (30%).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

6. <u>Tangible fixed assets</u>

	Equipment & vehicles £
Cost At 1 January 2003 Additions Disposals Transfers to group undertakings	571,544 154,216 (112,731) (14,561)
At 31 December 2003	598,468
Depreciation At 1 January 2003 Charge for the year Disposals Transfers from group undertakings	208,143 87,266 (58,699) 4,156
At 31 December 2003	240,866
Net book value at 31 December 2003	357,602
Net book value at 31 December 2002	363,401

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

7. Investments

Investments in subsidiary undertakings comprise:

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At 1 January 2003			5,953
Additions			29,218
At 31 December 2003			35,171
	Country of	Class of	Percentage
Name of subsidiary	incorporation	shares issued	holding
Provident Pénzügyi Részvénytársaság	Hungary	Ordinary*	1%
Provident Servicios S.A. de C.V.	Mexico	Ordinary A**	99.998%
		Ordinary B**	100%
Provident Servicios de Agencia S.A. de C.V.	Mexico	Ordinary A**	99.998%

^{*} Shares are denominated in Hungarian forints

On 10 July 2003 the company acquired 49,999 ordinary A shares and 400,000 ordinary B shares in Provident Servicios S.A. de C.V. for cash consideration of £26,526.

On 14 August 2003 the company acquired 1 ordinary A share in Provident Servicios de Agencia S.A. de C.V. for cash consideration of £2,692.

In the opinion of the directors, the value of the company's investments in its subsidiary undertakings is not worth less than the amount at which it is stated in the balance sheet.

^{**} Shares are denominated in Mexican pesos

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

8. <u>Debtors</u>

Amounts falling due within one year:

<u>2003</u> 2002 Amounts owed by ultimate parent undertaking 2,775,611 Amounts owed by intermediate parent undertaking 221,711 353,086 Amounts owed by immediate parent undertaking 264,270 Amounts owed by fellow subsidiary undertakings 9,219,131 8,517,563 Deferred tax asset (note 10) 66,297 Overseas tax recoverable 982,764 853,733 281,945 Prepayments 96,357

11,036,118 12,596,350

Amounts falling due after more than one year:

2003 £ 2002 £

Overseas tax recoverable - 827,443

Amounts owed by group undertakings are unsecured and have no fixed date of repayment. The floating rate intercompany debtors earn interest at rates linked to relevant national LIBOR equivalents.

9. Creditors

Amounts falling due within one year:

	<u>2003</u>	<u>2002</u>
	£	£
Bank overdrafts	10,227	3,135
Trade creditors	30,011	17,711
Amounts owed to ultimate parent undertaking	2,468,522	3,739,248
Amounts owed to immediate parent undertaking	-	71,970
Amounts owed to fellow subsidiary undertakings	13,305,369	11,623,085
Corporation tax	659,950	-
Other taxation and social security	22,053	24,083
Other creditors	11,843	60,555
Accruals and deferred income	1,063,309	333,855
	17,571,284	15,873,642

The floating rate borrowings bear interest at rates linked to relevant national LIBOR equivalents.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

9. <u>Creditors (continued)</u>

Amounts falling due after more than one year:	2003 £	2002 £
Amounts owed to fellow subsidiary undertakings	-	7,913,337
10. <u>Deferred taxation</u>		
(a) Deferred tax provided in the accounts is as follows:		
	2003 £	2002 £
Accelerated capital allowances Short term timing differences	49,013 (115,310)	64,104 (62,734)
	(66,297)	1,370
(b) The movement in the deferred taxation balance is as follows:	2003 £	2002 £
Deferred tax liability at 1 January Credited to the profit and loss account (note 5)	1,370 (67,667)	5,165 (3,795)
Deferred tax (asset)/liability at 31 December	(66,297)	1,370

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

11. Pension schemes

The company's ultimate parent undertaking, Provident Financial plc, operates funded defined benefit schemes for the majority of its employees including those of the company. Independent qualified actuaries undertake regular valuations of the group's schemes and the most recent valuation was performed as at 1 June 2001. Details of group's pension scheme can be found in the financial statements of Provident Financial plc for the year ended 31 December 2003. The pension costs of the company for the year, recharged from the ultimate parent undertaking, were £245,318 (2002: £245,835).

An amount of £173,000 is included in prepayments (2002: £40,000), this being the company's share of the group's SSAP 24 pension prepayment.

The company participates in pension arrangements provided on a group basis. The company is unable to identify its share of the underlying assets and liabilities of the scheme for the purposes of meeting the disclosure requirements of FRS 17 'Retirement Benefits'. The detailed disclosures required by FRS 17 have been included within the financial statements of the ultimate parent company, Provident Financial plc. The latest actuarial valuation at 1 June 2001 showed that the actuarial value of the assets was sufficient to cover 87% of the benefits that had accrued to members after allowing for expected future increases in earnings. The company's future contributions will increase to remove this deficit.

The two defined benefit schemes were closed to new members from 1 January 2003. For new employees joining the group after 1 January 2003, a stakeholder pension plan was introduced into which members contribute 6% of pensionable earnings and the company contributes 8%. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension costs charge in the profit and loss account includes contributions payable by the company to the fund and amounted to £723 for the year ended 31 December 2003.

12. Called-up share capital

	2003 £	2002 £
Authorised 100,000 ordinary shares of £1 each	100,000	100,000
Allotted, called-up and fully paid 64,286 ordinary shares of £1 each	64,286	64,286

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003 (CONTINUED)

13. Reconciliation of movements on equity shareholders' deficit

	2003 £	2002 £
Retained profit for the year	3,601,572	132,315
Opening equity shareholders' deficit	(9,509,536)	(9,641,851)
Closing equity shareholders' deficit	(5,907,964)	(9,509,536)
	(3,507,504)	(9,509,550)

14. Financial commitments

At 31 December 2003, the company had no annual financial or capital commitments (2002: £nil).

15. Related party disclosure

As a wholly owned subsidiary, the company has taken advantage of the exemption in FRS 8 'Related Party Transactions' from disclosing related party transactions with other entities included in the consolidated accounts of Provident Financial plc.

16. Contingent liabilities

The company has a contingent liability for guarantees given in respect of (i) borrowings made by the company's ultimate parent undertaking and (ii) guarantees given by the company's ultimate parent undertaking in respect of borrowings of certain of its subsidiaries to a maximum of £1,063,254,000 (2002: £951,176,000). At 31 December 2003 the borrowings amounted to £819,417,000 (2002: £733,634,000). No loss is expected to arise.

17. Parent undertakings

The immediate parent undertaking is Provident International Investments Limited.

The ultimate parent undertaking and controlling party is Provident Financial plc, which is the smallest and largest group to consolidate these financial statements. Copies of that company's consolidated financial statements can be obtained from the Company Secretary, Provident Financial plc, Colonnade, Sunbridge Road, Bradford, BD1 2LQ.