

**COMPANY REGISTRATION NUMBER 2122895**

**TFPL FINANCIAL SERVICES LIMITED  
(FORMALLY KNOWN AS VERNONS FINANCIAL  
SERVICES LIMITED)**

**FINANCIAL STATEMENTS**

**31 DECEMBER 2013**



Registered Office:-  
Walton House  
55 Charnock Road  
Liverpool  
L67 1AA

**TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN  
AS VERNONS FINANCIAL SERVICES LIMITED)**

**FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

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# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **STRATEGIC REPORT**

**YEAR ENDED 31 DECEMBER 2013**

### **PRINCIPAL ACTIVITIES**

The Company markets a range of financial services products. TFPL Financial Services Limited is an appointed introducer of a number of financial services suppliers, including AXA Sunlife and UNAT, and has a credit licence from the Office of Fair Trading.

### **REVIEW OF BUSINESS**

The directors consider the results for the year and the state of the Company's affairs at 31 December 2013 to be satisfactory. Future prospects are considered reasonable.

The profit for the year, after taxation, amounted to £10,000 (2012: £13,000 profit). The directors have not recommended a dividend (2012: £nil).

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The management of the business and the execution of the Company's strategy are subject to a number of risks. The principal risks that the Company faces relate to continuing customer attrition in the football pools market and ongoing changes in gaming regulation.

To mitigate these risks the directors are continually focused on improvements in the product, technology and distribution aspects of the business with significant progress having been made in 2013 and further progress expected to be made in the foreseeable future.

### **KEY PERFORMANCE INDICATORS**

The Group's operations are managed on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of Sportech plc, which includes the Company, is discussed in the Business and Financial Review of the Group's Annual Report for the year ended 31 December 2013 which does not form part of this report.

Signed on behalf of the directors



Mr. C. Baty  
Director

Approved by the directors on 25 June 2014

# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **DIRECTORS' REPORT**

### **YEAR ENDED 31 DECEMBER 2013**

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2013.

#### **CHANGE OF COMPANY NAME**

The Company changed its name from Vernons Financial Services Limited to FP Financial Services Limited on the 29th November 2013.

#### **RESULTS AND DIVIDENDS**

The profit for the financial year amounted to £10,000 (2012: £13,000 profit). The directors have not recommended a dividend (2012: £nil).

#### **FINANCIAL RISK MANAGEMENT**

The Directors manage financial risk at a Group level across the whole business. The financial risk management policies and objectives of Sportech plc, which includes the Company, are discussed in note 25 of the Group's Annual Report for the year ended 31 December 2013 which does not form part of this report.

#### **DIRECTORS**

The directors who served the Company during the year were:

Mr. I. R. Penrose  
Mr. S. P. Cunliffe  
Mr. I. C. Hogg  
Mr. C. Baty

Mr. I. C. Hogg was appointed as a director on 27 March 2013.

Mr. S. P. Cunliffe resigned as a director on 6 March 2013.

The directors had no interest in the share capital of the Company. During the year no remuneration or benefits of any kind were received by any director directly from the Company.

#### **DIRECTORS' THIRD-PARTY INDEMNITY PROVISIONS**

During the year, qualifying indemnity insurance was provided to the directors. Such insurance remained in force throughout the year up to the date of signing the financial statements. No claim was made under the provision.

# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **DIRECTORS' REPORT** *(continued)*

**YEAR ENDED 31 DECEMBER 2013**

### **POLICY ON THE PAYMENT OF CREDITORS**

The Company does not follow any code or standard on payment practices, and there is no fixed policy for payment for goods and services. Payment is made promptly once authorisation of the invoice is obtained.

There were no trade creditors outstanding at 31 December 2013 (2012: £nil).

### **STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS**

In so far as each director are aware:

- there is no relevant audit information of which the Company's auditors is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, Directors' Report 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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 applicable UK Accounting Standards have been followed, 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.

**TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN  
AS VERNONS FINANCIAL SERVICES LIMITED)**

**DIRECTORS' REPORT** *(continued)*

**YEAR ENDED 31 DECEMBER 2013**

**INDEPENDENT AUDITORS**

PricewaterhouseCoopers have been re-appointed as auditor for the ensuing year in accordance with section 485 of the Companies Act 2006.

Signed on behalf of the directors

A handwritten signature in black ink, appearing to be 'C. Baty', written in a cursive style.

Mr. C. Baty  
Director

Approved by the directors on 25 June 2014

# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

**YEAR ENDED 31 DECEMBER 2013**

### **REPORT ON THE FINANCIAL STATEMENTS**

#### **Our opinion**

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of the report.

#### **What we have audited**

The financial statements, which are prepared by TFPL Financial Services Limited (formally known as Vernons Financial Services Limited), comprise:

- the Balance sheet as at 31 December 2013;
- the Profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the Directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the Directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the financial statements (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED) (continued)**

**YEAR ENDED 31 DECEMBER 2013**

### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion 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.

### **OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### **RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT**

#### **Our responsibilities and those of the Directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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



Martin Heath (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers  
Chartered Accountants and Statutory Auditors

25 June 2014



**TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN  
AS VERNONS FINANCIAL SERVICES LIMITED)**

**PROFIT AND LOSS ACCOUNT**

**YEAR ENDED 31 DECEMBER 2013**

	Note	2013 £000	2012 £000
<b>TURNOVER</b>	<b>2</b>	<b>13</b>	<b>17</b>
 <b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		 <b>13</b>	 <b>17</b>
Tax on profit on ordinary activities	4	<b>(3)</b>	<b>(4)</b>
 <b>PROFIT FOR THE FINANCIAL YEAR</b>	 <b>8</b>	 <b><u>10</u></b>	 <b><u>13</u></b>

All of the activities of the Company are classed as continuing.

The Company has no recognised gains or losses other than the results for the years as set out above.

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

Turnover and profit are all earned in the United Kingdom.

**The notes on pages 9 to 11 form part of these financial statements.**

**TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN  
AS VERNONS FINANCIAL SERVICES LIMITED)**

**BALANCE SHEET**

**31 DECEMBER 2013**

	Note	2013 £000	2012 £000
<b>CURRENT ASSETS</b>			
Debtors	5	135	134
Cash at bank and in hand		<u>13</u>	<u>—</u>
		148	134
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	6	<u>(98)</u>	<u>(94)</u>
<b>NET CURRENT ASSETS</b>		<u>50</u>	<u>40</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>50</u>	<u>40</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	7	—	—
Profit and loss account	8	<u>50</u>	<u>40</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>	9	<u>50</u>	<u>40</u>

These financial statements on pages 7 to 11 were approved by the directors and authorised for issue on 25 June 2014, and are signed on their behalf by:



Mr. C. Baty  
Director

Company Registration Number: 2122895

The notes on pages 9 to 11 form part of these financial statements.

# **TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)**

## **NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2013**

### **1. ACCOUNTING POLICIES**

#### **PRINCIPAL ACCOUNTING POLICIES**

The financial statements have been prepared on the going concern basis in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom. A summary of the more important group accounting policies, which have been applied consistently, is set out below.

#### **BASIS OF ACCOUNTING**

The financial statements are prepared on the historical cost basis of accounting. The Company's account reference date is 31 December. Consistent with the normal monthly reporting process, the actual date to which the balance sheet has been drawn up is to 5 January 2014 (2012: 30 December 2012). For ease of reference in these financial statements all references to the results for the year are to 31 December 2013 and the financial position at 31 December 2013.

#### **CASH FLOW STATEMENT**

The Company is a wholly owned subsidiary of Sportech plc, a Company registered in the UK, and the cash flows of the Company are included in the publicly available consolidated cash flow statement of that Company. Consequently, the Company is exempt under the terms of FRS 1 "Cash Flow Statements (revised 1996)" from publishing a cash flow statement.

#### **TURNOVER**

Turnover represents commission earned from the marketing of financial service products.

All turnover is earned in the UK.

#### **CURRENT TAXATION**

Corporation tax payable is provided on taxable profits at the applicable weighted average rate during the year (23.25%) (2012: 24.50%).

#### **RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Sportech plc, whose financial statements are publicly available.

### **2. TURNOVER**

The turnover and profit before tax are attributable to the one principal activity of the Company. An analysis of turnover is given below:

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
United Kingdom	<b><u>13</u></b>	<b><u>17</u></b>

# TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

### 3. PARTICULARS OF EMPLOYEES

The Company has no employees.

### 4. TAX ON PROFIT ON ORDINARY ACTIVITIES

#### (a) Analysis of charge in the year

	2013 £000	2012 £000
Current tax:		
UK Corporation tax based on the results for the year at 23.25% (2012 - 24.50%)	3	4
Total current tax	<u>3</u>	<u>4</u>

#### (b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is the same as (2012: the same as) the standard rate of corporation tax in the UK of 23.25% (2012 - 24.50%).

For UK taxation, as the Company's year end is after the substantive enactment date (17 July 2013) of the Finance Act 2013 and after the substantive enactment date of the March 2013 UK Budget Statement changes, these financial statements account for the change in UK corporation tax rate from 24% to 23% with effect from 1 April 2013.

	2013 £000	2012 £000
Profit on ordinary activities before taxation	13	17
Profit on ordinary activities by rate of tax	3	4
Total current tax (note 4(a))	<u>3</u>	<u>4</u>

#### (c) Factors that may affect future tax charges

A number of changes to the UK Corporation tax system were announced in the March 2013 UK Budget Statements. Legislation reduced the main rate of Corporation tax from 23% to 21% from 1 April 2014. Legislation also reduced the main rate of Corporation tax from 21% to 20% from 1 April 2015. These changes were included in the Finance Act 2013 and received Royal assent on 17 July 2013 therefore have been substantively enacted at the balance sheet date therefore the rate at which deferred tax is calculated has changed. Deferred tax in the UK is provided at 20% or a blended rate of 21.5% depending on when the deferred tax is expected to unwind.

### 5. DEBTORS

	2013 £000	2012 £000
Amounts owed by Group undertakings	135	134

# TFPL FINANCIAL SERVICES LIMITED (FORMALLY KNOWN AS VERNONS FINANCIAL SERVICES LIMITED)

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

### 6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £000	2012 £000
Amounts owed to group undertakings	95	91
Corporation tax	3	3
	<u>98</u>	<u>94</u>

### 7. CALLED UP SHARE CAPITAL

#### Authorised share capital:

	2013 £	2012 £
1,000 Ordinary shares of £1 each (2012: 1,000)	<u>1,000</u>	<u>1,000</u>

#### Allotted and called up:

	2013 £	2012 £
2 Ordinary shares of £1 each (2012: 2 )	<u>2</u>	<u>2</u>

### 8. PROFIT AND LOSS ACCOUNT

	2013 £000	2012 £000
Balance brought forward	40	27
Profit for the financial year	10	13
Balance carried forward	<u>50</u>	<u>40</u>

### 9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013 £000	2012 £000
Profit for the financial year	10	13
Opening shareholders' funds	40	27
Closing shareholders' funds	<u>50</u>	<u>40</u>

### 10. ULTIMATE PARENT COMPANY

The immediate parent undertaking is The Football Pools Ltd, incorporated in Great Britain.

The ultimate parent undertaking and controlling party is Sportech plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The directors regard Sportech plc as the ultimate controlling party. Copies of Sportech plc consolidated financial statements can be obtained from the Company's Secretary at Walton House, Charnock Road, Liverpool, L67 1AA.