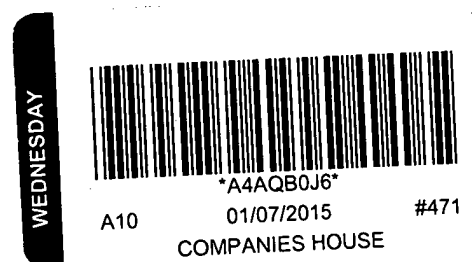


**COMPANY REGISTRATION NUMBER 2122895**

**TFPL FINANCIAL SERVICES LIMITED**  
**FINANCIAL STATEMENTS**  
**31 DECEMBER 2014**

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



# **TFPL FINANCIAL SERVICES LIMITED**

## **FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2014**

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# **TFPL FINANCIAL SERVICES LIMITED**

## **STRATEGIC REPORT**

### **YEAR ENDED 31 DECEMBER 2014**

The Directors present their Strategic and Directors' report and the audited financial statements of the Company for the financial year ended 31 December 2014.

#### **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 Financial Conduct Authority.

#### **REVIEW OF BUSINESS**

The Directors consider the results for the year and the state of the Company's affairs at 31 December 2014 to be satisfactory. Future prospects are considered reasonable.

The profit for the financial year, after taxation, amounted to £11,000 (2013: £10,000). The Directors have not recommended a dividend (2013: £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 (which is the principal business of another Group company (The Football Pools Limited)), and to whose customers the Company's products are mainly directed) 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 2014 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 Operational and Financial Review sections of the Group's Annual Report for the year ended 31 December 2014 which does not form part of this report.

Signed on behalf of the Directors



Mr. C. W. Lynn  
Director

Approved by the Directors on 18 June 2015

# **TFPL FINANCIAL SERVICES LIMITED**

## **DIRECTORS' REPORT**

**YEAR ENDED 31 DECEMBER 2014**

### **RESULTS AND DIVIDENDS**

The profit for the financial year amounted to £11,000 (2013: £10,000). The Directors have not recommended a dividend (2013: £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 24 of the Group's Annual Report for the year ended 31 December 2014 which does not form part of this report.

### **DIRECTORS**

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

Mr. I. R. Penrose  
Mr. I. C. Hogg  
Mr. J. C. Baty  
Mr. C. W. Lynn  
Mr. C. S. Byrne

Mr. C. W. Lynn was appointed as a Director on 20 November 2014.

Mr. C. S. Byrne was appointed as a Director on 20 November 2014.

Mr. I. R. Penrose resigned as a Director on 17 November 2014.

Mr. I. C. Hogg resigned as a Director on 24 September 2014.

During the year and up to the date of the approval of the financial statements, the Directors had no interest in the share capital of 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.

### **GOING CONCERN**

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The Company is profitable and has net current assets at year end of £61,000. It also generates positive cash flows from its trade such that it is able to meet its working capital requirements as they fall due. Thus the Directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **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.

# **TFPL FINANCIAL SERVICES LIMITED**

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

**YEAR ENDED 31 DECEMBER 2014**

### **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.

### **INDEPENDENT AUDITORS**

PricewaterhouseCoopers LLP have been reappointed as Auditor for the ensuing year in accordance with section 485 of the Companies Act 2006.

Signed on behalf of the Directors



Mr. C. W. Lynn  
Director

Approved by the Directors on 18 June 2015

# **TFPL FINANCIAL SERVICES LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TFPL FINANCIAL SERVICES LIMITED**

**YEAR ENDED 31 DECEMBER 2014**

### **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 2014 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, comprise:

- the Balance sheet as at 31 December 2014;
- 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 the preparation of the financial statements 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.

#### **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.

# **TFPL FINANCIAL SERVICES LIMITED**

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

**YEAR ENDED 31 DECEMBER 2014**

### **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 International Standards on Auditing (UK and Ireland) ("ISAs (UK & 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.

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

We conducted our audit in accordance with 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.

We primarily focus our work in these areas by assessing the Directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the financial statements 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.



Nigel Reynolds (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors

18 June 2015

# **TFPL FINANCIAL SERVICES LIMITED**

## **PROFIT AND LOSS ACCOUNT**

**YEAR ENDED 31 DECEMBER 2014**

|  | <b>Note</b> | <b>2014</b><br><b>£000</b> | <b>2013</b><br><b>£000</b> |
|--|-------------|----------------------------|----------------------------|
| <b>TURNOVER</b>                                      | <b>2</b>    | <b>14</b>                  | <b>13</b>                  |
| <b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b> |             | <b>14</b>                  | <b>13</b>                  |
| Tax on profit on ordinary activities                 | <b>5</b>    | <b>(3)</b>                 | <b>(3)</b>                 |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>                 | <b>9</b>    | <b>11</b>                  | <b>10</b>                  |

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

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

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.

**The notes on pages 8 to 11 form part of these financial statements.**



# TFPL FINANCIAL SERVICES LIMITED

## BALANCE SHEET

31 DECEMBER 2014

|   | Note | 2014<br>£000 | 2013<br>£000 |
|---|------|--------------|--------------|
| <b>CURRENT ASSETS</b>                                 |      |              |              |
| Debtors   | 6    | 76           | 79           |
| Cash at bank and in hand                              |      | 27           | 13           |
|   |      | <u>103</u>   | <u>92</u>    |
| <b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b> | 7    | (42)         | (42)         |
| <b>NET CURRENT ASSETS</b>                             |      | <u>61</u>    | <u>50</u>    |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>          |      | <u>61</u>    | <u>50</u>    |
| <b>CAPITAL AND RESERVES</b>                           |      |              |              |
| Called up share capital                               | 8    | —            | —            |
| Profit and loss account                               | 9    | 61           | 50           |
| <b>TOTAL SHAREHOLDER'S FUNDS</b>                      | 10   | <u>61</u>    | <u>50</u>    |

These financial statements on pages 6 to 11 were approved by the Directors and authorised for issue on 18 June 2015, and are signed on their behalf by:



Mr. C. W. Lynn  
Director

Company Registration Number: 2122895

The balance sheet for the year ended 31 December 2013 has been revised from that originally presented in respect of the balances for debtors and creditors: amounts falling due within one year. Refer to Note 1 for further details.

The notes on pages 8 to 11 form part of these financial statements.

# **TFPL FINANCIAL SERVICES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2014**

### **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.

#### **GOING CONCERN**

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The Company is profitable and has net current assets at year end of £61,000. It also generates positive cash flows from its trade such that it is able to meet its working capital requirements as they fall due. Thus the Directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **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 4 January 2015 (2013: 5 January 2014). For ease of reference in these financial statements all references to the results for the year are to 31 December 2014 and the financial position at 31 December 2014.

#### **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, and is recognised at the point the relative marketing activities are performed on behalf of customers.

#### **CURRENT TAXATION**

Corporation tax payable is provided on taxable profits at the applicable weighted average rate during the year (21.5%) (2013: 23.25%).

# TFPL FINANCIAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

### 1. ACCOUNTING POLICIES *(continued)*

#### INTER COMPANY DEBTORS & CREDITORS

The balance sheet for the year ended 31 December 2013 has been revised from that originally presented in respect of the balances for debtors and creditors: amounts falling due within one year. This is following a change in the classification of Amounts owed by/owed to Group undertakings which has resulted in a netting down of the two balances by £56,000 in respect of the year ended 31 December 2013 from that originally presented.

Intercompany balances are unsecured. No interest is charged on the loan and there is no specified repayment date although they are repayable on demand.

#### 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. Accordingly no transactions with other Sportech group members are disclosed. There were no other related party transactions in the year

### 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:

|                | 2014<br>£000 | 2013<br>£000 |
|----------------|--------------|--------------|
| United Kingdom | <u>14</u>    | <u>13</u>    |

### 3. AUDITORS' REMUNERATION

Fees payable in respect of the audit of these financial statements have been borne by Sportech PLC Group companies and no recharges have been borne by the Company.

### 4. PARTICULARS OF EMPLOYEES

The Company has no employees. The Directors' remuneration is borne entirely by Sportech PLC Group companies and no recharges of remuneration have been borne by the Company.

### 5. TAX ON PROFIT ON ORDINARY ACTIVITIES

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

|  | 2014<br>£000 | 2013<br>£000 |
|--|--------------|--------------|
| Current tax:   |              |              |
| UK Corporation tax based on the results for the year | <u>3</u>     | <u>3</u>     |
| Total current tax charge                             | <u>3</u>     | <u>3</u>     |

# TFPL FINANCIAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

### 5. TAX ON PROFIT ON ORDINARY ACTIVITIES *(continued)*

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

The tax assessed on the profit on ordinary activities for the year is the same as (2013: the same as) the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%).

|   | 2014<br>£000 | 2013<br>£000 |
|---|--------------|--------------|
| Profit on ordinary activities before taxation | <u>14</u>    | <u>13</u>    |
| Profit on ordinary activities by rate of tax  | <u>3</u>     | <u>3</u>     |
| Total current tax charge (note 5(a))          | <u>3</u>     | <u>3</u>     |

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

As the Company's year end is after the substantive enactment date (2 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 23% to 21% with effect from 1 April 2014 and the change in tax rate from 21% to 20% with effect from 1 April 2015.

These rate changes will reduce the Company's future current tax charge accordingly, and will impact any deferred tax that may arise in future periods.

### 6. DEBTORS

|                                    | 2014<br>£000 | 2013<br>£000 |
|------------------------------------|--------------|--------------|
| Amounts owed by Group undertakings | <u>76</u>    | <u>79</u>    |

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

|                                    | 2014<br>£000 | 2013<br>£000 |
|------------------------------------|--------------|--------------|
| Amounts owed to Group undertakings | <u>39</u>    | <u>39</u>    |
| Corporation tax                    | <u>3</u>     | <u>3</u>     |
|                                    | <u>42</u>    | <u>42</u>    |

### 8. CALLED UP SHARE CAPITAL

#### Authorised share capital:

|  | 2014<br>£    | 2013<br>£    |
|--|--------------|--------------|
| 1,000 (2013: 1,000) ordinary shares of £1 each | <u>1,000</u> | <u>1,000</u> |

#### Allotted and called up:

|  | 2014<br>£ | 2013<br>£ |
|--|-----------|-----------|
| 2 (2013: 2) ordinary shares of £1 each | <u>2</u>  | <u>2</u>  |

# TFPL FINANCIAL SERVICES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

### 9. PROFIT AND LOSS ACCOUNT

|                               | 2014      | 2013      |
|-------------------------------|-----------|-----------|
|                               | £000      | £000      |
| Balance brought forward       | 50        | 40        |
| Profit for the financial year | 11        | 10        |
| Balance carried forward       | <u>61</u> | <u>50</u> |

### 10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

|                               | 2014      | 2013      |
|-------------------------------|-----------|-----------|
|                               | £000      | £000      |
| Profit for the financial year | 11        | 10        |
| Opening shareholder's funds   | 50        | 40        |
| Closing shareholder's funds   | <u>61</u> | <u>50</u> |

### 11. 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.