

**FIRST FLEXIBLE (NO. 1) LIMITED**

**Report and Financial Statements**

**Year ended 30 September 2015**



## **STRATEGIC REPORT**

### **BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

First Flexible (No. 1) Limited ('the Company') is a wholly controlled subsidiary of The Paragon Group of Companies PLC ('the Group') and was set up to provide finance for its mortgage loan assets, by issuing mortgage backed floating rate loan notes and using the proceeds to purchase mortgage loans from other group companies.

During the year the Company operated in the United Kingdom, its principal activities were the provision of first mortgage loans. The majority of loans were sold to fellow subsidiaries of the Group and the proceeds were used to repay the outstanding notes. During 2008 the remaining loans were sold. The Company continues to manage its residual assets. There have been no significant changes in the Company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

The Company's profit and loss account is shown on page 5. The retained loss has increased from £6,000 to £7,000. This was principally due to lower interest received on intercompany loans.

The balance sheet on page 6 of the Financial Statements shows the Company's financial position at the year end. Net assets have decreased due to the retained loss for the year. Details of amounts owed to other group companies are shown in note 10.

The directors recommend no final dividend (2014: £nil) which, given the interim dividend of £nil per share (2014: £nil pence per share), means a total dividend for the year of £nil per share (2014: £nil pence per share).

The Group manages its operations on a centralised basis. For this reason, the Company's directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the Group's mortgage lending operation, which includes the Company, is discussed in the Group's Annual Report, which does not form part of this Report.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Company's primary financial assets and liabilities are with other group companies; therefore the directors do not consider that the Company is exposed to any significant cash flow, credit or liquidity risks.

After considering the above, the directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Financial Statements.

### **ENVIRONMENT**

The Group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities. The Company operates in accordance with group policies, which are described in the Group's Annual Report, which does not form part of this Report.

### **EMPLOYEES**

The Company has no employees. All operational services are provided by employees of the Group. The Group's employment policies are described in its Annual Report, which does not form part of this Report.

Approved by the Board of Directors  
and signed on behalf of the Board



K G Allen

Director

4 February 2016

## **DIRECTORS' REPORT**

The directors present their Annual Report prepared in accordance with Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 and the audited Financial Statements of First Flexible (No. 1) Limited, a company registered in England and Wales with registration no: 03806931, for the year ended 30 September 2015.

### **DIRECTORS**

The directors throughout the year and subsequently were:

R D Shelton

R J Woodman

K G Allen (appointed 23 September 2015)

### **AUDITOR**

The directors have taken all reasonable steps to make themselves and the Company's auditors, Deloitte LLP, aware of any information needed in preparing the audit of the Annual Report and Financial Statements for the year, and, as far as each of the directors is aware, there is no relevant audit information of which the auditors are unaware.

The directors of the Company's parent company, having considered the new requirements for rotation of auditors and the length of service of Deloitte LLP conducted an audit tender process during the financial year. KPMG LLP were selected as a result of this process, and have expressed their willingness to take office.


Having regard to the benefits of all Group entities sharing the same auditor, the directors resolved that KPMG LLP should also be appointed as auditors of the Company and a resolution for the appointment of KPMG LLP as the auditors of the Company in place of Deloitte LLP is to be proposed at the forthcoming Annual General Meeting.

### **INFORMATION PRESENTED IN OTHER SECTIONS**

Certain information required to be included in a directors' report by the Companies Act 2006 and regulations made there under can be found in the other sections of the Annual Report, as described below. All of the information presented in these sections is incorporated by reference into this Directors' Report and is deemed to form part of this report.

- Commentary on the likely future developments in the business of the Company is included in the Strategic Report.
- A description of the Company's financial risk management objectives and policies, and its exposure to risks arising from its use of financial instruments are set out in note 2 to the accounts.
- Disclosure on any dividends paid during the year is included in the Strategic Report.

Approved by the Board of Directors  
and signed on behalf of the Board



K G Allen

Director

4 February 2016

Registered Office: 51 Homer Road, Solihull, West Midlands, B91 3QJ

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**  
**in relation to Financial Statements**

The directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 judgments and 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 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 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' REPORT TO THE MEMBERS OF FIRST FLEXIBLE (NO. 1) LIMITED**

We have audited the Financial Statements of First Flexible (No. 1) Limited for the year ended 30 September 2015 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. 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).

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 auditors' 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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Statement of Directors' Responsibilities, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

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 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.

### **Opinion on Financial Statements**

In our opinion the Financial Statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2015 and of its loss 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.

### **Opinion on other matters 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.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you 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.



Peter Birch (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Birmingham, United Kingdom

4 February 2016

**FIRST FLEXIBLE (NO. 1) LIMITED****PROFIT AND LOSS ACCOUNT****YEAR ENDED 30 SEPTEMBER 2015**

	Note	2015 £000	2014 £000
Interest receivable and similar income	3	2	3
Net interest income		<u>2</u>	<u>3</u>
Operating expenses		(11)	(11)
Operating loss, being loss on ordinary activities before taxation	5	<u>(9)</u>	<u>(8)</u>
Tax on loss on ordinary activities	6	2	2
Loss on ordinary activities after taxation	9	<u>(7)</u>	<u>(6)</u>

All activities derive from continuing operations.

There are no recognised gains or losses, other than the loss for the current and preceding years, and consequently a separate statement of total recognised gains and losses has not been presented.

**FIRST FLEXIBLE (NO. 1) LIMITED****BALANCE SHEET****30 SEPTEMBER 2015**

	Note	2015 £000	2015 £000	2014 £000	2014 £000
<b>ASSETS EMPLOYED</b>					
<b>CURRENT ASSETS</b>					
Debtors falling due within one year	7		47		54
<b>FINANCED BY</b>					
<b>SHAREHOLDERS' FUNDS</b>					
Called up share capital	8	12		12	
Profit and loss account	9	34		41	
			46		53
<b>CREDITORS</b>					
Amounts falling due within one year	10		1		1
			47		54

These Financial Statements were approved by the Board of Directors on 4 February 2016.

Signed on behalf of the Board of Directors



R D Shelton

Director

**NOTES TO THE ACCOUNTS**

**YEAR ENDED 30 SEPTEMBER 2015**

**1. ACCOUNTING POLICIES**

The Financial Statements are prepared in accordance with applicable UK Accounting Standards. The particular accounting policies adopted are described below. They have been applied consistently throughout the current and preceding year. The Financial Statements have been prepared on a going concern basis as described in the Strategic Report.

**Accounting convention**

The Financial Statements are prepared under the historical cost convention.

**Related party disclosures**

Under the provisions of Financial Reporting Standard No. 8 ("FRS8"), the Company has taken advantage of the exemption provided (for subsidiary undertakings whose voting rights are 100% controlled within the group) from disclosing group related party transactions. The consolidated financial statements of Arianty Holdings Limited, in which these results are included, are publicly available. Interest payable or receivable from other Group companies is recognised in accordance with the effective interest rate method.

**Revenue**

The revenue of the Company comprises of interest receivable. The accounting policy for the recognition of each element of revenue is described separately within these accounting policies.

**Current tax**

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**Cash flow statement**

The Company has taken advantage of the exemption granted by Financial Reporting Standard 1 - 'Cash Flow Statements' and does not therefore provide a cash flow statement as it is a wholly owned subsidiary of Arianty Holdings Limited, in which these results are included, are publicly available.

**2. FINANCIAL RISK MANAGEMENT**

The Company's primary financial assets and liabilities are with other group companies; therefore the directors do not consider that the Company is exposed to any significant cash flow, credit or liquidity risks.

**3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Internal funding income	<u>2</u>	<u>3</u>

**4. DIRECTORS AND EMPLOYEES**

Directors received no remuneration for the services provided to the Company during either the current or the preceding year.

The Company had no employees in the current or preceding year. All administration is performed by employees of the Group. The directors of the Company are all employed by Paragon Finance PLC, a fellow group company, and their remuneration is disclosed within the financial statements of that company, which do not form part of this Report.



**NOTES TO THE ACCOUNTS**

**YEAR ENDED 30 SEPTEMBER 2015**

**5. OPERATING LOSS, BEING LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Operating loss is after charging:		
Auditor remuneration - audit services	1	1

Non audit fees provided to the Group are disclosed in the accounts of the parent company and the exemption from disclosure of fees payable to the Company's auditor in respect to non-audit services in these Financial Statements has been taken.

**6. TAX ON LOSS ON ORDINARY ACTIVITIES**

**a) Tax credit for the year**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Current tax		
Corporation tax	(2)	(2)

**b) Factors affecting the current tax credit**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Loss before tax	(9)	(8)
UK corporation tax at 20.5% (2014: 22%) based on the loss for the year	(2)	(2)

During the year ended 30 September 2013 the Government enacted provisions reducing the rate of corporation tax from 23.0% to 21.0% with effect from 1 April 2014 and to 20.0% from 1 April 2015.

During the year ended 30 September 2015 the Government announced provisions further reducing the rate of corporation tax to 19.0% with effect from 1 April 2017 and to 18.0% from 1 April 2020 which were enacted after the year end.

Therefore the standard rate of corporation tax applicable to the Company for the year ended 30 September 2014 was 22.0%, the rate for the year ended 30 September 2015 was 20.5%, the rate in the year ending 30 September 2016 is expected to be 20.0%, the rate in the years ending 30 September 2017 and 30 September 2018 is expected to be 19.0%, the rate in the year ending 30 September 2020 is expected to be 18.5% and the rate in subsequent years is expected to be 18.0%.

**NOTES TO THE ACCOUNTS**

**YEAR ENDED 30 SEPTEMBER 2015**

**7. DEBTORS**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Amounts falling due within one year:		
Other debtors	45	52
Corporation tax	2	2
	<u>47</u>	<u>54</u>

**8. CALLED UP SHARE CAPITAL**

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Allotted:		
50,000 ordinary shares of £1 each (25p called up and paid)	<u>12,500</u>	<u>12,500</u>

**9. COMBINED STATEMENT OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENT ON RESERVES**

	<b>Share capital</b>	<b>Profit and loss account</b>	<b>Shareholders' funds</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 October 2013	12	47	59
Loss for the financial year	-	(6)	(6)
At 30 September 2014	<u>12</u>	<u>41</u>	<u>53</u>
Loss for the financial year	-	(7)	(7)
At 30 September 2015	<u>12</u>	<u>34</u>	<u>46</u>

An interim dividend of £nil per share was paid during the year (2014: nil pence per share). No final dividend is proposed (2014: £nil).

**10. CREDITORS**

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Amounts falling due within one year:		
Accruals and deferred income	<u>1</u>	<u>1</u>

**NOTES TO THE ACCOUNTS**

**YEAR ENDED 30 SEPTEMBER 2015**

**11. RELATED PARTY TRANSACTIONS**

The Company has identified the following transactions which are required to be disclosed under the terms of FRS8.

**Transactions with Mortgage Trust Services PLC (MTS) group**

At the balance sheet date, the Company was owed £45,000 (2014: £52,000) by MTS, a group under common control as defined by FRS8, which is included in other debtors. During the year the Company earned £2,000 (2014: £3,000) from MTS in relation to interest charged on the balance owing.

**12. ULTIMATE PARENT COMPANY**

The immediate parent undertaking is Arianty Holdings Limited. The smallest group into which the Company is consolidated is that of Arianty Holdings Limited, registered in England and Wales. The largest group into which the Company is consolidated is that of The Paragon Group of Companies PLC, registered in England and Wales.

The directors regard The Paragon Group of Companies PLC as the ultimate controlling party.

Copies of the consolidated financial statements may be obtained from the Company Secretary, 51 Homer Road, Solihull, West Midlands, B91 3QJ.