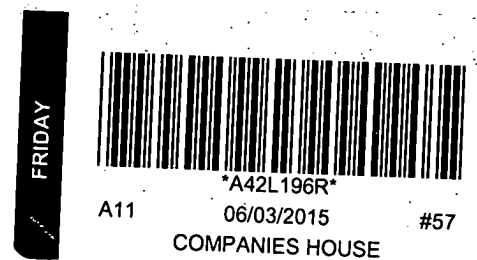


FIRST FLEXIBLE (NO. 2) LIMITED

Report and Financial Statements

Year ended 30 September 2014



STRATEGIC REPORT

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

First Flexible (No. 2) Limited ('the Company') is a wholly owned subsidiary of Arianty Holdings Limited, which 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.

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.

The Company's profit and loss account is shown on page 5. The retained loss has fallen from £15,000 to £5,000. This was due to a decrease in operating expenses.

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 (2013: £nil) which, given the interim dividend of £nil per share (2013: £nil pence per share), means a total dividend for the year of £nil per share (2013: £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



R J Woodman

Director

27 February 2015

DIRECTORS' REPORT (CONTINUED)

The directors present their Annual Report and the audited Financial Statements of First Flexible (No. 2) Limited, registration no: 03952926, for the year ended 30 September 2014.

DIRECTORS

The directors throughout the year and subsequently were:

R D Shelton

J G Gemmell (resigned 11 June 2014)

R J Woodman (appointed 27 May 2014)

AUDITOR

The directors have taken all necessary steps to make themselves and the Company's auditor 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 auditor are unaware.

No notice from members under section 488 of the Companies Act 2006 having been received, the directors intend that the auditor, Deloitte LLP, shall be deemed to be reappointed in accordance with section 487(2) of the Act.

INFORMATION PRESENTED IN OTHER SECTIONS

Certain information required to be included in a directors' report by Schedule 7 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.

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.

Approved by the Board of Directors

and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'R J Woodman', written over a horizontal line.

R J Woodman

Director

27 February 2015

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. 2) LIMITED

We have audited the Financial Statements of First Flexible (No. 2) Limited for the year ended 30 September 2014 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 2014 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

27 February 2015

PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 SEPTEMBER 2014

	Note	2014 £000	2013 £000
Interest receivable and similar income	3	1	1
Operating expenses		(7)	(21)
Operating loss, being loss on ordinary activities before taxation	5	(6)	(20)
Tax on loss on ordinary activities	6	1	5
Loss on ordinary activities after taxation	9	(5)	(15)

All activities derive from continuing operations.

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

FIRST FLEXIBLE (NO. 2) LIMITED

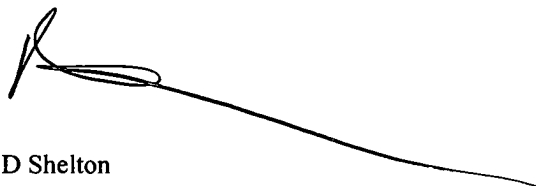
BALANCE SHEET

30 SEPTEMBER 2014

	Note	2014 £000	2014 £000	2013 £000	2013 £000
ASSETS EMPLOYED					
CURRENT ASSETS					
Debtors falling due within one year	7		20		25
FINANCED BY					
SHAREHOLDERS' FUNDS					
Called up share capital	8	12		12	
Profit and loss account	9	7		12	
			19		24
CREDITORS					
Amounts falling due within one year	10		1		1
			20		25

These Financial Statements were approved by the Board of Directors on 27 February 2015.

Signed on behalf of the Board of Directors



R D Shelton

Director

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2014

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 years. 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

	2014	2013
	£000	£000
Interest receivable from group companies	<u>1</u>	<u>1</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 2014

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

	2014	2013
	£000	£000
Operating loss is after charging:		
Auditor remuneration - audit services	1	1
	<u>1</u>	<u>1</u>

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

	2014	2013
	£000	£000
Current tax		
Corporation tax	(1)	(5)
	<u>(1)</u>	<u>(5)</u>

b) Factors affecting the current tax credit

	2014	2013
	£000	£000
Loss before tax	(6)	(20)
	<u>(6)</u>	<u>(20)</u>
UK corporation tax at 22% (2013: 23.5%) based on the loss for the year	(1)	(5)
	<u>(1)</u>	<u>(5)</u>

During the year ended 30 September 2012 the Government enacted provisions reducing the rate of corporation tax from 24.0% to 23.0% from 1 April 2014. During the year ended 30 September 2013 the Government enacted provisions further reducing the rate of corporation tax to 21.0% with effect from 1 April 2014 and 20.0% from 1 April 2015. Therefore the standard rate of corporation tax applicable to the Company for the year ended 30 September 2013 was 23.5%, the rate for the year ending 30 September 2014 was 22.0%, the rate for the year ending 30 September 2015 is expected to be 20.5% and the rate in subsequent years is expected to be 20.0%.

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2014

7. DEBTORS

	2014 £000	2013 £000
Amounts falling due within one year:		
Other debtors	19	20
Corporation tax	1	5
	<u>20</u>	<u>25</u>

8. CALLED UP SHARE CAPITAL

	2014 £	2013 £
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

	Share capital £000	Profit and loss account £000	Shareholders' funds £000
At 1 October 2012	12	27	39
Loss for the financial year	-	(15)	(15)
At 30 September 2013	<u>12</u>	<u>12</u>	<u>24</u>
Loss for the financial year	-	(5)	(5)
At 30 September 2014	<u>12</u>	<u>7</u>	<u>19</u>

An interim dividend of £nil per share was paid during the year (2013: £nil pence per share). No final dividend is proposed (2013: £nil).

10. CREDITORS

	2014 £000	2013 £000
Amounts falling due within one year:		
Accruals and deferred income	<u>1</u>	<u>1</u>

NOTES TO THE ACCOUNTS

YEAR ENDED 30 SEPTEMBER 2014

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 £19,000 (2013: £20,000) by MTS, a group under common control as defined by FRS8, which is included in other debtors. During the year the Company earned £1,000 (2013: £1,000) 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.