ThinkSmart Financial Services Limited

Annual Report and Financial Statements For the Year Ended 30 June 2019

Company Number: 05176340



YEAR ENDED 30 JUNE 2019

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YEAR ENDED 30 JUNE 2019

REPORT OF THE DIRECTORS

The Directors hereby submit their Report and the accounts for the year ended 30 June 2019.

Principal activities

The principal activity of the Company is that of finance lessor, renting equipment through the consumer offering 'Upgrade Anytime'. The Company is a Special Purpose Vehicle that purchases lease agreements from its sister company RentSmart Ltd that originates and services the leases on its behalf. During the year, from August 2018 the Company is no longer purchasing any new lease agreements but will continue to collect out the lease agreements that it previously purchased. It is expected that this activity will continue until January 2021 at which point the Company will cease trading.

Business review

The Company is legally structured to only accept leases which are ultimately funded through a 5 year Santander £10m loan facility, which was signed in December 2014.

The level of business and the financial position at the end of the financial year were satisfactory. The profit and loss account is set out on page 6. The loss for the year ended 30 June 2019 of £14,566 (year ended 30 June 2018 profit £259,493) has been transferred to reserves. A dividend of £275,000 was declared during the year ended 30 June 2019 (year ended 30 June 2018 £330,000).

Basis of preparation

In previous years, the financial statements have been prepared on a going concern basis. However, as stated above, in August 2018 the directors took the decision to no longer purchase any new lease agreements but to continue to collect out the lease agreements that it purchased prior to that point. It is expected that this activity will continue until January 2021 at which point the Company will cease trading. As a result the directors have prepared the financial statements on a basis other than going concern. No adjustments have been made to the financial statements as a result of being prepared on a basis other than going concern. It is expected that the Company will remain profitable and cash generative during this collect out period.

Directors

The directors who held office during the year and up to the date of this report, were as follows:

G Halton N Montarello

YEAR ENDED 30 JUNE 2019

Political and charitable contributions

The Company made no political or charitable donations during the year ended 30 June 2019 (2018: £nil).

Disclosure of information to auditor

The directors who held office at the date of approval of this director's report confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and the directors have taken all the steps that they ought to have taken as a director to make themself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The Directors have also taken advantage of the small companies' exemption from the requirement to prepare a strategic report.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

By order of the board

Gary Halton

Director

7th Floor Oakland House, Talbot Road, Old Trafford, Manchester, M16 0PQ

Date: 20 December 2019

YEAR ENDED 30 JUNE 2019

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 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
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so. As described in note 1.2, the financial statements have not been prepared on a going concern basis.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF THINKSMART FINANCIAL SERVICES LIMITED

Opinion

We have audited the financial statements of ThinkSmart Financial Services Limited ("the Company") for the year ended 30 June 2019, which comprise the Statement of total Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2019 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to Note 1.2 to the financial statements which explains the company will cease trade in December 2020 and therefore the Directors do not consider the company to be a going concern. Accordingly the financial statements have been prepared on a basis other than that of going concern as described in Note 1.2. Our opinion is not modified in this respect of this matter.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THINKSMART FINANCIAL SERVICES LIMITED (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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; or

Responsibilities of Directors

As explained more fully in the Statement of Directors" Responsibilities in respect of the Directors' report and the Financial statements, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THINKSMART FINANCIAL SERVICES LIMITED (continued)

Use of our report

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 auditor's 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.

Julien Rye (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

Manchester, UK 20 December 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

YEAR ENDED 30 JUNE 2019

STATEMENT OF TOTAL COMPREHENSIVE INCOME

	Notes	30 June 2019	30 June 2018
		£	£
Turnover	2	298,287	729,737
Gross profit	-	298,287	729,737
Administrative expenses Impairment losses	7	(167,278) 7,936	(347,293) (61,291)
Operating profit		138,945	321,153
Interest receivable Interest payable	3	296 (33,487)	571 (62,231)
Profit before tax		105,754	259,493
Tax on profit on ordinary activities	4	(120,320)	-
Profit for the financial year	-	(14,566)	259,493
Other comprehensive income net of income tax	_	-	-
Total comprehensive income for the financial year	=	(14,566)	259,493

The profit for the year is derived from dis-continuing operations.

The notes on pages 10 to 15 form an integral part of these financial statements.

YEAR ENDED 30 JUNE 2019

BALANCE SHEET

	Notes	30 June 2019	30 June 2018
		£	£
Current assets			
Finance lease receivable	6	217,157	910,098
Cash at bank & in hand		558,926	522,856
	_	776,083	1,432,954
Non-current assets			
Finance lease receivable	6	32,030	530,967
Creditors: amounts falling due within one year		•	
Other		47,851	113,588
Interest bearing liabilities	8	107,878	447,813
-	_	155,729	561,401
Creditors: amounts falling due after more than one year			
Intercompany creditors	9	197,177	396,485
Interest bearing liabilities	8	•	261,262
Total non-current liabilities		197,177	657,747
Net assets	_	455,207	744,773
	=		
Capital and reserves			
Called up share capital	10	400,000	400,000
Profit and loss account		55,207	344,773
Equity shareholders' surplus	-	455,207	744,773

The notes on pages 10 to 15 form an integral part of these financial statements.

The financial statements on pages 7 to 15 were approved by the board of directors on 20 December 2019 and were signed on its behalf by:

Gary Halton (Director)

Company Number 05176340

YEAR ENDED 30 JUNE 2019

STATEMENT OF CHANGES IN EQUITY

	Fully paid ordinary shares	Accumulated profit	Equity
	£	£	£
Balance at 1 July 2017	400,000	415,280	815,280
Profit for the year	-	259,493	259,493
Other comprehensive income net of income tax	-	-	-
Total comprehensive income for the financial year	-	259,493	259,493
Dividends paid	-	(330,000)	(330,000)
Balance at 30 June 2018	400,000	344,773	744,773
Balance at 1 July 2018	400,000	344,773	744,773
Profit for the year	-	(14,566)	(14,566)
Other comprehensive income net of income tax	-	-	-
Total comprehensive loss for the financial year	-	(14,566)	(14,566)
Dividends paid	-	(275,000)	(275,000)
Balance at 30 June 2019	400,000	55,207	455,207

The notes on pages 10 to 15 form an integral part of these financial statements.

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS

1. Accounting policies

ThinkSmart Financial Services Limited (the "Company") is a company incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework ("FRS 101")*. The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, ThinkSmart Ltd incorporated in Australia and listed on the Alternative Investment Market ("AIM"), a sub-market of the London Stock Exchange includes the Company in its consolidated financial statements. The consolidated financial statements of ThinkSmart Ltd are prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporation Act 2001. The consolidated financial statements comply with International Financial Reporting Standard (IFRS) adopted by the International Accounting Standards Board (IASB) as well as International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"). The consolidated financial statements of ThinkSmart Ltd are available to the public and may be obtained from Suite 5, 531 Hay Street, SUBIACO, WA 6008, Australia.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- An additional balance sheet for the beginning of the earliest comparative period following the
 retrospective change in accounting policy, the correction of error, or the reclassification of items in the
 financial statements;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the Company.

As the consolidated financial statements of ThinkSmart Ltd include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

• Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS

1.1 Measurement convention

The financial statements are prepared on the historical cost basis. Non-current assets and disposal groups held for sale are stated at the lower of previous carrying amount and fair value less costs to sell.

1.2 Basis of preparation

In August 2018 the directors took the decision to no longer purchase any new lease agreements but to continue to collect out the lease agreements that it purchased prior that point. It is expected that this activity will continue until December 2020 at which point the Company will cease trading. As a result the directors have prepared the financial statements on a basis other than going concern. No adjustments have been made to the financial statements as a result of being prepared on a basis other than going concern.

It is expected that the Company will remain profitable and cash generative during this collect out period.

1.3 Taxation

The charge for taxation is based on the profit for the year.

1.4 Finance lease receivables

The Company has entered into or received full beneficial interest of financing transactions with customers and has classified its leases as finance leases for accounting purposes. Under a finance lease, substantially all the risks and benefits incidental to the ownership of the leased asset are transferred by the lessor to the lessee. The Company recognises at the beginning of the lease term an asset at an amount equal to the aggregate of the present value (discounted at the interest rate implicit in the lease) of the minimum lease payments and an estimate of the value of any unguaranteed residual value expected to accrue to the benefit of the Company at the end of the lease term. This asset represents the Company's net investment in the lease.

Unearned finance lease income

Unearned interest on leases and other receivables is brought to account over the life of the lease contract based on the interest rate implicit in the lease using the effective interest rate method.

Initial direct transaction income and costs

Initial direct income/costs or directly attributable, incremental transaction income/costs incurred in the origination of leases are included as part of receivables in the balance sheet and are amortised in the calculation of lease income and interest income.

Allowance for expected credit losses

The collectability of lease receivables is assessed on an ongoing basis. A provision is made for expected credit losses using the simplified approach of measuring expected credit losses on a lifetime expected credit loss basis

Impairment of lease receivable

The Company recognises a loss allowance for expected credit losses on lease receivables which are measured at fair value through profit or loss. The company applies the simplified approach to measurement of credit losses and as such the loss allowance is based on the asset's lifetime expected credit losses. The measurement of the loss allowance is based on reasonable and supportable information that is available, without undue cost or effort to obtain.

The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS (continued)

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics. All impairment losses are recognised in profit and loss when an asset is either non recoverable or has suffered arrears of at least 91 days.

2. Turnover

Turnover, all of which arose from activities within the United Kingdom, represents income from rental agreements and from associated services.

Finance lease income

In accordance with IAS 17 the contracts are considered to be finance leases and the only source of revenue is Finance Lease Income. This Finance Lease Income is recognised on the effective interest rate method at the constant rate of return. This method amortises the lease asset over its economic life down to the estimate of any unguaranteed residual value that is expected to be accrued to the company at the end of the lease.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset or, where appropriate, a shorter period.

Residual interest in equipment

Secondary rental income

Rental income from extended rental assets is recognised when receivable usually on a monthly basis. No ongoing rental income is brought to account in respect of the unexpired rental contracts.

	30 June 2019	30 June 2018
	£	£
Finance lease income	130,703	299,236
Secondary rental income	167,584	430,501
	298,287	729,737

3. Interest payable

	30 June 2019	30 June 2018
	£	£
Bank interest	16,742	53,092
Related party interest (see note 10)	16,745	, 9,139
	33,487	62,231

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS (continued)

4. Tax on profit on ordinary activities

	30 June 2019 £	30 June 2018 £
Current tax on income for the year	105,754	-
Adjustments in respect for prior year	14,566	
Total tax on profit on ordinary activities	120,320	_
Reconciliation of effective tax rate	-	
Accounting profit before tax	105,754	259,493
Tax using the UK corporation tax rate*	(20,093)	(49,304)
Group tax relief	(85,661)	49,304
Adjustments in respect for prior year	(14,566)	
Current tax charge on profit for year	(120,320)	-

^{*}The Finance Act 2015 reduced the main rate of corporation tax from 20% to 19% from 1 April 2017. The Finance Act 2016 will further reduce the main rate of corporation tax to 17% from 1 April 2020. This will reduce the Company's future current tax charge accordingly.

5. Auditors remuneration

The auditor's remuneration is borne by RentSmart Limited.

6. Finance lease receivable

Current (no later than 1 year)	30 June 2019	30 June 2018
	201 224	200 £ 10
Gross investment in finance lease receivables	201,224	833,518
Unguaranteed residuals	12,807	60,903
Unearned future finance lease income on finance	17,504	42,969
leases		
Net lease receivable	231,535	937,390
Allowance for losses	(14,378)	(27,292)
	217,157	910,098
Non-current (later than 1 year, no later than 5 years)	30 June 2019	30 June 2018
	£	£
Gross investment in finance lease receivables	29,680	486,289
Unguaranteed residuals	1,889	35,532
Unearned future finance lease income on finance	2,582	25,069
leases		
Net lease receivable	34,151	546,890
Allowance for losses	(2,121)	(15,923)
	32,030	530,967

All finance leases detailed above have a minimum lease term of 2 years, see note 1.4 for further information on the accounting policy for these finance leases.

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS (continued)

7. Impairment losses

	30 June 2019 £	30 June 2018 £
Balance at 1 July	43,215	41,770
Impairment charge/(credit) to profit or loss Bad debts written off Balance at 30 June	(7,936) (18,830) 16,449	61,291 (59,846) 43,215
8. Interest bearing liabilities		
	30 June 2019	30 June 2018
	£	£
Current - Loan advances	150,084	502,603
Deferred costs of raising facility	(42,206)	(54,790)
	107,878	447,813
Non-current - Loan advances	-	293,227
Deferred costs of raising facility		(31,965)
		261,262

A £10m 5 year revolving credit facility was signed with Santander on 15 December 2014 to fund the lease receivables (note 6). On 27 September 2018 the original agreement was amended and restated to reflect that no new Upgrade Anytime contracts are to be funded through this facility. The new terms state that the funded amount will not be increased and that the remaining balance of the loan, if any, will be repaid on 30 September 2019. In accordance with the amended agreement the remaining loan balance was repaid on 30 September 2019 (see note 14).

9. Intercompany creditors

	30 June 2019	30 June 2018
	£	£
ThinkSmart Europe Limited	14,566	350,000
RentSmart Limited	182,611	46,485
	197,177	396,485

The Company is a Special Purpose Vehicle that purchases lease agreements from its sister company RentSmart Ltd that originates and services the leases on its behalf. RentSmart charges the Company a transaction fee for the work involved in generating the lease agreements and also charges the Company an annual rate of 9% interest on the outstanding loan each month.

YEAR ENDED 30 JUNE 2019

NOTES TO FINANCIAL STATEMENTS (continued)

10. Called up share capital

Allotted, called up and fully paid	30 June 2019 £	30 June 2018 £
400,000 (2018: 400,000) ordinary authorised shares of £1 (2018: £1) each	400,000	400,000
Shares classified in shareholders' funds	400,000	400,000

11. Related parties

ThinkSmart Financial Services Limited has taken advantage of the exemption under FRS 101 paragraph 8(k) 8(j) not to disclose key management personnel compensation or transactions and amounts due to and from fellow group companies that are wholly owned by the ultimate parent company, ThinkSmart Limited.

12. Ultimate parent undertaking

100% of the share capital of ThinkSmart Financial Services Limited is held by ThinkSmart Europe Limited, whose ultimate parent company is ThinkSmart Limited. ThinkSmart Limited is incorporated in Australia, and is the largest group in which the results of ThinkSmart Financial Services Limited are included. Copies of these group accounts are available from Suite 5, 531 Hay Street, SUBIACO, WA 6008, Australia.

13. Events occurring after balance sheet date

On 30 September 2019 the Company made a payment to Santander of £35,894 to settle the outstanding balance of the Invoice Finance Sales Finance Agreement facility. The Company and Santander also completed a Deed of Reassignment which transferred all remaining customer debts and rights associated with the Invoice Finance Sales Finance Agreement to the Company. The Company will continue to collect out the lease agreements as normal with the amounts collected from customers being transferred to the Company rather than to Santander.