

FIRST COMPLETE LIMITED

STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020



FIRST COMPLETE LIMITED
COMPANY INFORMATION

Directors

A R Castleton
J P Round
T Smith
R Coulson
R Raichura

Secretary

S B FitzGerald

Auditors

Ernst & Young LLP
1 Bridgewater Place
Water Lane
Leeds LS11 5QR

Bankers

Barclays Bank PLC
York Area Group
1, 2 & 3 Parliament Street
York YO1 8XD

Registered Office

Newcastle House
Albany Court
Newcastle Business Park
Newcastle upon Tyne
Tyne & Wear NE4 7YB

FIRST COMPLETE LIMITED

CONTENTS

	Page
Strategic report	1 – 3
Directors' report	4 – 5
Independent auditors' report	6 - 8
Statement of comprehensive income	9
Statement of other comprehensive income	9
Balance sheet	10
Statement of Changes in Equity	11
Notes to the financial statements	12 – 30

FIRST COMPLETE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report and financial statements for the year ended 31 December 2020.

Principal activity and review of the business

The principal activities of the Company in the year under review were that of providing services to financial advisers in the mortgage, protection and general insurance markets and will continue to be so for the foreseeable future.

The Company is regulated by the Financial Conduct Authority (FCA) and has responsibility for a network of Appointed Representatives (ARs). The Company also provides services to other mortgage and insurance intermediaries who are directly authorised by the FCA. The business is responsible for the mortgage and insurance advice given to its customers by its ARs and maintains a substantial compliance infrastructure to ensure suitable outcomes for its customers.

The Company's key financial and other performance indicators during the year were as follows:

	2020	2019	% Change
Revenue (£000)	15,999	17,501	(9%)
Profit before tax (£000)	3,956	3,740	5%
Margin (%)	24.7%	21.4%	3%
Gross Receipts (£000)	127,611	138,450	(8%)
Operating Profit (£000)	3,956	3,743	5%
No of advisers	1,247	1,141	9%

Gross receipts in the table above reflect gross receipts before payments to intermediaries.

The number of advisers increased by 106 during 2020, an increase of 9% (2019 14%). Despite this both gross receipts and net revenue decreased over the same period. This was largely due to market conditions during the initial lockdown period associated with Covid-19.

Operating profit margin has increased by 3% to 24.7% (2019: 21.4%). Operating profit and operating margin increases have been driven by a significant reduction in operating expenditure. This includes lower staff costs due to the UK Government Coronavirus Job Retention Scheme but also many other cost lines where lockdown restrictions have prevented participation and expenditure. More detail is provided in the Directors report regarding actions taking by senior management to reduce operating expenditure.

Net assets have increased by £1,184,929 in 2020, this is after a dividend of £2,000,000. Despite this the company's cash and cash equivalents increased by £2,652,297 due to good working capital control.

FIRST COMPLETE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED)

Principal risk and uncertainties

The principal risk and uncertainties facing the Company are as follows:

- The Directors reacted quickly to the emergence of the COVID-19 virus, and the announcement of the national lockdown on 23 March 2020. All Housing market activity was closed from 23 March until 13 May following Government guidelines. In announcement of the easing of lockdown branches reopened with all branches reopened by end June 2020.

Throughout the Covid-19 pandemic the Board has focussed on the following:

- Safeguard the health and well-being of staff and customers.
 - Optimise financial performance including measures such as reductions in salaries and hours for employees and all discretionary expenditure halted, and improved terms negotiated with a number of key suppliers.
 - Safeguard cash and manage liquidity in a sustainable way in line with the banking covenants and utilising the UK Government Coronavirus Job Retention Scheme as appropriate.
 - Understand the impact of extreme scenarios and put in place plans to safeguard the Group's financial health under plausible worst-case conditions.
 - Retain the capability required to take early advantage of any improvement.
 - Focus on meeting consumer demand for remortgage and protection products in financial services.
- The Group's initial impact assessment and ongoing monitoring of the Brexit process allows it to regularly reassess the risk status and identify actions to respond to any market effects or uncertainty resulting from the free trade agreement reached between the UK Government and the EU on 24 December 2020, or the continuation of the process.
 - The Company's turnover and profitability could be adversely affect by the following external factors: the general economic position across the UK and the Eurozone, the housing market, Government schemes & initiatives, customer behaviour, provider behaviour, broker behaviour and competition from other firms.
 - Ensuring ongoing compliance within the current regulatory and legislative frameworks and meeting future changes.
 - The Company's results could also be affected by the following internal factors: failure to recruit or retain key staff, failure of information systems; failure to comply with relevant legislation.

Statement by the directors in performance of their Statutory duties in accordance with the s172 (1) Companies Act 2006

As directors we have taken decisions to promote the long-term success of the Company for the benefit of its members, examples of this include moving to a singular platform technology solution for the benefit of our AR's and the end consumers.

In doing so, we have considered the interests of the company's employees, the need to foster business relationships with suppliers, customers and others and the impact of the company's operations on the community and environment. We also considered how any conflicts could be balanced, including conflicts between the long-term and short-term good of the company and the interests of different stakeholder groups.

To ensure that the requirements of s172 Companies Act 2006 are met, the interests of our stakeholder groups are considered through a combination of the following:

- Specific agenda points and papers presented at each board meeting.

FIRST COMPLETE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED)

- Regular communication with all employees on various topics such as operational matters or health & safety.
- Regular engagement with our external stakeholders, including, but not limited to, suppliers and customers.
- Consideration of the impact of the Company's operations on the community and the environment, and how this can be improved.

In addition, the directors of the Company operate the Company in line with the objectives of the ultimate parent, LSL Property Services plc, including with regard to stakeholder engagement. Further details of how the directors have had regard to the matters set out in section 172(1) (a) to (f) of the Companies Act 2006 and a detailed directors' statement required under section 414CZA of that Act, are available in the consolidated financial statements of LSL Property Services plc.

Future developments

The business will continue to develop and grow its panel of lenders and providers. It will also continue to develop countercyclical income streams and to assess opportunities along the value chain which will strengthen the ability of the business to trade successfully through market downturns. The business will continue to manage its cost base appropriately whilst investing in its network services.

On behalf of the board



Jon Round

Director

28 September 2021

FIRST COMPLETE LIMITED

DIRECTORS REPORT FOR YEAR ENDED 31 DECEMBER 2020

The directors present their report and financial statements for the year ended 31 December 2020.

Dividends

A £2,000,000 dividend was paid in the year. (2019 – £4,000,000).

Going Concern

The Company has Net assets of £13,724,000 (2019: £12,542,000) and net current assets/ net current liabilities of £11,001,000 (2019: £10,091,000). The company continue to be primarily funded by the LSL Property Services group cash-pooling arrangement. LSL Property Services Plc is a listed entity in the UK. In determining whether the financial statements can be prepared on a going concern basis, the directors have considered the company's business activities together with the principal risk and uncertainty factors which are likely to affect its future performance and financial position. The key risks that the company faces are described in the Strategic Report/Director's report and mainly relate to the current UK market environment, competition and external factors such as the Covid-19 pandemic and Brexit.

As well as safeguarding cash and managing liquidity in a sustainable way in line with the ultimate parent company's banking covenants and utilising the UK Government Coronavirus Job Retention Scheme as appropriate, of which, First Complete Limited received £262,098 during 2020.

Forecasts prepared for 2022 demonstrate that the company is forecast to trade profitably and generate cash, taking into account the risks explained above. These forecasts have been constructed on conservative assumptions and have been based on a range of scenarios including the worst possible trading outcomes.

The continuing support of the group company and the cash-pooling arrangement is also a factor in the going concern review. Consequently, the company has obtained a letter of support from the parent company confirming that it will provide financial support to the company for a period of 12 months from the date of approval of these accounts to assist in meeting its liabilities to the extent that the money is not otherwise available to the company to meet such liabilities. The directors have assessed the level of financial support available, taking into account the group's financial plan and cash flow forecast for the period to 30 September 2022 and are satisfied such support is available.

Directors

The directors who served the Company during the year and subsequently were:

A R Castleton
J P Round
T Smith
R Coulson
R Raichura

Political donations

There were no political donations made during the year (2019: £nil).

Research and Development

No costs incurred were associated with research and development during the year (2019 – £nil).

Branches Operating Outside of UK

The company has operated no branches outside of the UK for the current or prior year.

Future developments are shown above within the strategic report.

FIRST COMPLETE LIMITED

DIRECTORS REPORT FOR YEAR ENDED 31 DECEMBER 2020

Financial instruments

Liquidity risk

The Treasury Department in the ultimate parent company managed the liquidity risk in the group, in which they monitor the cash flow position of the company to prevent shortage of funds to meet liabilities when they fall due.

Credit risk

There are no significant concentrations of credit risk within the company. It is the Company policy to obtain appropriate details of new Authorised Representatives before entering into contracts. The company is exposed to a credit risk in respect to making some payments prior to receiving the revenue. The majority of payments are made after receipt of the associated funds from the providers.

Independent auditors

LSL Property Services plc is the ultimate parent company. The auditors, Ernst & Young LLP, have been reappointed as auditors at LSL Property Services plc's Annual General Meeting 23rd June 2021.

Statement of Directors Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable United Kingdom 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). 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;
- 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.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving the report is aware, there is no relevant audit information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

On behalf of the board



Jon Round

Director

28 September 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST COMPLETE LIMITED

Opinion

We have audited the financial statements of First Complete Limited for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, Balance Sheet and Statement of changes in Equity and the related notes 1 to 23 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 FRS 101 "Reduced Disclosure Framework applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2020 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of 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 themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FIRST COMPLETE LIMITED

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have 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 strategic report or 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FIRST COMPLETE LIMITED

(FRS 101 and the Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom.

- We understood how First Complete Limited is complying with those frameworks making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas. We corroborated the results of our enquiries through reading the board minutes and other correspondence, making inquiries of management to identify if there are matters where there is a risk of breach of such frameworks that could have a material impact on the company. We understood controls put in place by management to reduce the opportunities for fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by internal EY team wide conversations and discussions, discussions with management from various parts of the business to understand where they considered there was susceptibility to fraud and what entity level controls are in place. We also identified the existence of performance targets and their potential influence on management to manage earnings by manipulating Revenue. We considered the controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors those controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify non-compliance with the laws and regulations and frameworks identified above and to respond to the assessed risks. Our procedures included: journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions; enquiries of company management; and challenging the assumptions and judgements made by management by agreeing to supporting third party evidence wherever possible. We also leveraged our data analytics platform to review the entire population of journals to assist in identifying specific transactions to test being those that did not meet certain criteria. The results of our procedures did not identify any instances of irregularities, including fraud.

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.

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.

Ernst & Young LLP

Mark Morritt (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Leeds

30th September 2021

FIRST COMPLETE LIMITED**STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020**

	Note	2020 £000	2019 £000
Revenue	3	15,999	17,501
Administrative Expenses		(12,043)	(13,758)
Operating Profit	4	<u>3,956</u>	<u>3,743</u>
Exceptional Costs - Restructuring	5	-	(3)
Profit before tax		<u>3,956</u>	<u>3,740</u>
Tax	9	(781)	(769)
Profit for the year		<u><u>3,175</u></u>	<u><u>2,971</u></u>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

Statement of Other Comprehensive Income

There are no items of other comprehensive income for the current or preceding period.

FIRST COMPLETE LIMITED**BALANCE SHEET AS AT 31 DECEMBER 2020**

		2020	2019
	Note	£000	£000
Non-current assets			
Intangible assets	10	2,258	2,266
Property, plant and equipment	11	383	445
Investments	12	646	646
Deferred tax asset	9	51	42
		<u>3,338</u>	<u>3,399</u>
Current assets			
Trade and other receivables	13	13,161	13,643
Cash and cash equivalents		<u>6,836</u>	<u>4,183</u>
		<u>19,997</u>	<u>17,826</u>
Total assets		<u>23,335</u>	<u>21,225</u>
Current liabilities			
Trade and other payables	14	7,801	6,568
Provisions	16	1,090	1,097
Lease Liability	19	<u>105</u>	<u>70</u>
		<u>8,996</u>	<u>7,735</u>
Non-current liabilities			
Provisions	16	485	769
Lease Liability	19	<u>130</u>	<u>179</u>
		<u>615</u>	<u>948</u>
Total Liabilities		<u>9,611</u>	<u>8,683</u>
Net Assets		<u>13,724</u>	<u>12,542</u>
Shareholder's Equity			
Share capital	17	-	-
Share-based payment reserve	18	176	169
Retained earnings		13,548	12,373
Total shareholder's equity		<u>13,724</u>	<u>12,542</u>

Registered number 05416236

The financial statements were approved by the Board on 28th September 2021
and were signed on its behalf by:



Jon Round
Director

FIRST COMPLETE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Share Capital £000	Share based payment reserve £000	Retained earnings £000	Total shareholders' equity £000
At 1 January 2019	-	105	13,348	13,453
IFRS16 Reserve Adjustment	-	-	54	54
Comprehensive income for the year	-	-	2,971	2,971
Share-based payment transactions	-	64	-	64
Dividends Paid	-	-	(4,000)	(4,000)
Total at 31 December 2019	-	169	12,373	12,542
Comprehensive income for the year	-	-	3,175	3,175
Share-based payment transactions	-	7	-	7
Dividend Paid	-	-	(2,000)	(2,000)
Total comprehensive income for the year	-	7	1,175	1,182
At 31 December 2020	-	176	13,548	13,724

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2019

1. Corporate information

The financial statements of First Complete Limited for the year ended 31 December 2020 were authorised for issue by the board of directors on 28 September 2021 and the balance sheet was signed on the board's behalf by Jon Round. First Complete Limited is a private limited company incorporated in England. The company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of LSL Property Services plc.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. The financial statements are prepared under the historical cost convention.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand (£'000) except when otherwise indicated. The Company's financial statements are individual entity financial statements. The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of LSL Property Services plc (Newcastle House, Albany Court, Newcastle Business Park, Newcastle upon Tyne, NE4 7YB. No other group financial statements include the results of the Company).

2. Accounting policies

The Company has prepared primary statements in accordance with International Financial Reporting Standards. The Company's ultimate parent undertaking and controlling party is LSL Property Services plc, a Company registered in England. Its group financial statements are available on application to the Group Company Secretary, LSL Property Services plc, Newcastle House, Albany Court, Newcastle Business Park, Newcastle upon Tyne, NE4 7YB. No other group financial statements include the results of the Company. The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2020.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based Payment, because: the share based payment arrangement concerns the instruments of another group entity.
- (b) The requirements of paragraph 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS3 Business Combinations
- (c) The requirements of IFRS 7 Financial Instruments: Disclosures;
- (d) The requirements of paragraphs 91-99 of IFRS13 Fair Value Measurement;
- (e) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - (iii) paragraph 118(e) of IAS 38 Intangible Assets;
- (f) the requirements of paragraphs 10(d), 10(f), 16, 38A to 38D and 134-136 of IAS 1 Presentation of Financial Statements;
- (g) the requirements of IAS 7 Statement of Cash Flows;

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

- (h) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- (i) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- (j) the requirement of IAS 24 Related party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- (k) the requirements of paragraph 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.
- (l) The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers.
- (m) The requirement of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 leases.

Going Concern

The Company has Net assets of £13,727,000 (2019: £12,542,000) and net current assets/ net current liabilities of £11,004,000 (2019: £10,091,000). The company continues to be primarily funded by the LSL Property Services group cash-pooling arrangement. LSL Property Services Plc is a listed entity in the UK. In determining whether the financial statements can be prepared on a going concern basis, the directors have considered the company's business activities together with the principal risk and uncertainty factors which are likely to affect its future performance and financial position. The key risks that the company faces are described in the Strategic Report/Director's report and mainly relate to the current UK market environment, competition and external factors such as the Covid-19 pandemic and Brexit.

As well as safeguarding cash and managing liquidity in a sustainable way in line with the ultimate parent company's banking covenants and utilising the UK Government Coronavirus Job Retention Scheme as appropriate, of which, First Complete Limited received £262,098 during 2020.

Forecasts prepared to 30 June 2022 demonstrate that the company is forecast to trade profitably and generate cash, taking into account the risks explained above. These forecasts have been constructed on conservative assumptions and have been based on a range of scenarios including the worst possible trading outcomes.

The continuing support of the group company and the cash-pooling arrangement is also a factor in the going concern review. Consequently, the company has obtained a letter of support from the parent company confirming that it will provide financial support to the company for a period of 12 months from the date of approval of these accounts to assist in meeting its liabilities to the extent that the money is not otherwise available to the company to meet such liabilities. The directors have assessed the level of financial support available, taking into account the group's financial plan and cash flow forecast for the period to 30 June 2022 and are satisfied such support is available.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the instrument. When financial assets are recognised initially, they are measured at fair value, being the transaction price plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs. Financial assets are derecognised when the Company no longer has the rights to cash flows, the risks and rewards of ownership or control of the asset. Financial liabilities are derecognised when the obligation under the liability is discharged, cancelled or expires. All regular way purchases and sales of financial assets are recognised on the trade date, being the date that the Company commits to purchase or sell the asset. The subsequent measurement of financial assets depends on their classification.

Goodwill

Goodwill represents the excess of the cost of a business combination over the total acquisition date fair value of the identifiable assets, liabilities and contingent liabilities acquired.

The UK Companies Act requires goodwill to be reduced by provisions for depreciation on a systematic basis over a period chosen by the directors, its useful economic life. However, under IFRS 3 Business Combinations, goodwill is not amortised. Consequently, the company does not amortise goodwill, but reviews it for impairment on an annual basis or whenever there are indicators of impairment. The company is therefore invoking a 'true and fair view override' to overcome the prohibition on the non-amortisation of goodwill in the Companies Act. Had the company amortised goodwill a period of 15 years would have been chosen as the useful life for goodwill.

A test of impairment was performed to determine the recoverable amount of the CGU. This was based upon a value in use calculation using cash flow projections based on financial budgets approved by the board covering a 3 year period. The discount rate applied to cash flow projections was 11.7% (2019: 9.5%). Cash flows beyond the three year plan are extrapolated using a 2.0% growth rate (2019: 1.8%). Management are satisfied that the outcome of the impairment test demonstrates that no provision for impairment was necessary.

Intangible assets

Intangible assets include software development costs, purchased software and purchased contracts that in the opinion of the directors meets the definition of an intangible asset. Amortisation is charged to the Income Statement on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the day they are available for use. The estimated useful lives are as follows:

Developed software	–	5 years straight line
--------------------	---	-----------------------

Research and development

Research costs are expensed as incurred. Development expenditure on an individual project is recognised as an intangible asset when the Company can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised evenly over the period of expected future benefit. During the period of development, the asset is tested for impairment annually

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

Government Grants

During the year the company utilised the UK Government Coronavirus Job Retention Scheme and received £262,098 to reduce employee costs. No other grants have been received in the period.

Property, plant and equipment

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Computer equipment	–	3 years straight line
Office furniture and equipment	–	5 years straight line
Building, fixtures and fittings	–	Length of lease

Cash

Cash in the balance sheet comprises cash at bank and in hand.

Investments

Fixed asset investments are shown at cost less provision for impairment.

Trade receivables

Trade receivables do not carry any interest and are stated at their original invoiced value as reduced by appropriate allowances for estimated irrecoverable amounts.

Under IFRS 9 the chosen method of recognising the expected credit loss across the company is the simplified approach allowing a provision matrix to be used. This is based on the expected life of trade receivables and historic default rates. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are de-recognised when they are assessed as uncollectable.

Trade payables

Trade payables do not carry any interest and are stated at their original invoice value.

Impairment of assets

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Impairment of assets (Continued)

asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses on continuing operations are recognised in the profit and loss account in those expense categories consistent with the function of the impaired asset.

For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the profit and loss account.

Leases

Leases are defined as a contract which gives the right to use an asset for a period of time in exchange for consideration. The Company recognises three classes of leases on this basis:

- Property leases
- Motor Vehicle leases
- Other leases

Property Leases and Motor Vehicle leases have been recognised on the balance sheet, in financial liabilities, by recognising the future cash-flows of the lease obligation, discounted using the incremental borrowing rate of the Company, adjusted for factors such as swap rates available and the credit risk of the entity entering into the lease.

Corresponding Right of Use assets have been recognised in the balance sheet under property, plant and equipment and have been measured as being equal to the discounted lease liability plus any lease payments made at or before the inception of the lease and initial direct costs, less any lease incentives received.

Other leases are leases for low value items (less than £5,000) or leases whose contract term is less than 12 months. The practical expedient not to recognise right-of-use assets and lease liabilities for these leases has been utilised by the Company. A charge for these leases has been recognised through the income statement as an operating expense.

For sub-leases where the Company is an intermediate lessor, the Company has assessed whether the sub-lease is an operating lease or finance lease in respect to the right of use asset generated by the head lease. It has performed this assessment on a lease-by-lease basis. The Company has both finance leases and operating leases based on this assessment, and a sub-lease asset has been recognised in financial assets at transition for finance leases.

Key Judgements and Estimates

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Where the implicit rate of interest relating to a lease is not readily available, the Company has used an incremental borrowing rate representative of the incremental borrowing rate of interest that the entity within the LSL Company that entered into the lease would have to pay to borrow over a similar term, with a similar security. The rate applied to each lease was determined taking into account the risk free rate, adjusted for factors such as the swap rates available to the Company and the credit risk of the entity entered into the lease.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

Revenue recognition

Revenue is recognised under IFRS 15. This standard is based on a single model that distinguishes between promises to a customer that is satisfied at a point in time and those that are satisfied over time.

Revenue from mortgage procurement fees is recognised at point in time by reference to the completion date of the mortgage on the housing transaction. Revenue from the policy sales is recognised at point in time by reference to the date that the policy is accepted by the insurer. Revenue from other income is recognised at a point in time by reference to the completion date of the transaction.

Pensions

The Company operates a defined contribution pension scheme for employees. The assets of the scheme are invested and managed independently of the finances of the Company. The pension cost charge represents contributions payable in the year. The contributions are recognised in the income statement in the period in which they become payable.

Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. The Management Team periodically evaluates positions taken in the tax returns with respect to the situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting period and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Company to make a single net payment. Income tax is charged or credited directly to other comprehensive income or equity, if it relates to items that are charged or credited in the current or prior periods to other comprehensive income or equity respectively. Otherwise income tax is recognised in the income statement.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

Share-based payments

The equity share option programme allows employees to acquire shares of the ultimate holding company. The fair value of the option granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vests. No expense is recognised for awards that do not ultimately vest, except for equity settled transactions where vesting is conditional upon a market or non-vesting condition, which is treated as vesting irrespective of whether or not the market or non-market vested condition, is satisfied, provided that all other performance and/or service conditions are satisfied.

Provisions

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation.

If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

Under certain circumstances, the policy providers can clawback all or a proportion of commission previously paid as a result of early cancellation by policy holders. Under such circumstances, the Company is required to repay that element of commission attributable to the cancellation. In the opinion of the directors.

Judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the Company's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following note on lapse provision.

Leases

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Where the implicit rate of interest relating to a lease is not readily available, the Company has used an incremental borrowing rate representative of the incremental borrowing rate of interest that the entity within the LSL Company that entered into the lease would have to pay to borrow over a similar term, with a similar security. The rate applied to each lease was determined taking into account the risk free rate, adjusted for factors such as the swap rates available to the Company and the credit risk of the entity entered into the lease.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

2 Accounting Policies (Continued)

Lapse provision

Significant judgement is required when provisioning for potential clawbacks. Under certain circumstances, the policy providers can clawback all or a proportion of commission previously paid as a result of early cancellation by policy holders. Under such circumstances, the Company is required to repay that element of commission attributable to the cancellation. In the opinion of the directors, this obligation is considered to be a legal obligation, and as such, is provided for in full, based on the anticipated clawback likely to occur. The provision is calculated by using historical lapses as a proportion of sales in that period and then applying that proportion rate against live policies to form an estimate.

Accrued income cut off

Accrued income relating to policies or mortgages with an inception or completion date in the financial year is included if commission has not been received at the year end. Estimates are applied to the basis of calculation of this accrued income which is based on historic post year end revenue as a proportion of the subsequent year's revenue.

Agent versus principal

As recognised by IFRS 15, assessing whether the company is acting as a principal or an agent requires judgement which can significantly affect the timing and amount of revenue recognised. The company has determined that it is acting as an agent of the customer and only recognises the company's share of commission as revenue.

3 Revenue

The operations and main revenue streams are those described in the latest annual financial statements.

Disaggregation of Revenue

Set out below is the disaggregation of the Company's revenue from contracts with customers:

	Financial Services 2020 £000	Financial Services 2019 £000
Timing of Revenue Recognition		
Services Transferred at a point in time	14,803	16,311
Services transferred over time	1,196	1,190
	<u>15,999</u>	<u>17,501</u>

The total revenue of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

4 Operating Profit

	2020	2019
	£000	£000
Operating profit is stated after charging:		
Auditor's Remuneration (see note 10 of group financial statements)	17	17
Depreciation – Owned Assets	99	76
Depreciation – Leased Assets	88	86
Amortisation of intangibles	19	48

5 Exceptional items

	2020	2019
	£000	£000
Project Costs	-	3
	-	3

There are no projects cost in 2020.

6 Auditors' remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements.

	2020	2019
	£000	£000
Fees payable to the company's auditor for the audit of the company's financial statements	17	17

7 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

2020	2019
No.	No.
161	139

Staff costs including director's remuneration, were as follows:

	2020	2019
	£000	£000
Wages and salaries	6,154	6,172
Social security costs	597	610
Other pension costs (see note 15)	134	114
Costs of share option scheme	24	64
Total	6,909	6,960

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

8 Directors' remuneration

The directors of the Company were paid by the ultimate holding company and a fellow subsidiary.

The directors received total remuneration for the year of £1,353,807 (2019: £1,992,966), including pension costs of £20,491 (2019: £41,603). The directors do not believe that it is practicable to apportion this amount between their services as directors of the Company and the services as directors of the holding and fellow subsidiary companies.

The Company operates money purchase pension schemes for the directors in office. Director's contributions are matched by the company up to a maximum of 5% of pensionable earnings.

The number of directors who were members of the money purchase pension schemes during the financial year totalled 5 (2019: 7).

The number of directors who exercised share options during the year was 1 (2019 – Nil).

The remuneration of the highest paid director amounted to £376,900 excluding pension costs (2019: £512,717). Company contributions to money purchase pension schemes for that director amounted to £1,314 (2019: £366).

9 Taxation

Tax charge in the income statement:	2020	2019
	£000	£000
Current income tax:		
UK corporation tax charge on profit for the year	785	783
Adjustments in respect of prior periods	5	2
Total current income tax	790	785
Deferred tax:		
Origination and reversal of temporary differences	(5)	(15)
Impact of changes in tax rates	(5)	-
Adjustments in respect of prior periods	1	(1)
Total deferred tax	(9)	(16)
Tax expense in statement of comprehensive income	781	769

There are no unrecognised deferred tax assets in the current or preceding period.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

9 Taxation (Continued)

The tax expense in the statement of comprehensive income for the year is higher than the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2020	2019
	£000	£000
Accounting profit before income tax	3,956	3,740
Tax calculated at UK standard rate of corporation tax of 19% (2019: 19%)	752	711
Expenses not deductible for tax purposes	3	7
Transfer pricing	20	42
Adjustments to previous periods	5	10
Share based payments	6	(3)
Changes in tax laws and rates	(5)	2
Total tax expense reported in statement of comprehensive income	781	769

Change in corporation tax rates

The UK corporation tax rate reduced to 19% with effect from 1st April 2017. Accordingly, this rate is applicable in the measurements of the deferred tax assets and liabilities at 31 December 2020. Deferred tax has been provided at 19% being the rate at which temporary differences are expected to reverse. However in March 2021, the 2021 Budget included an announcement to increase the standard rate of corporation tax rate from 19% to 25% from 1 April 2023. It is expected that this will be substantively enacted during Summer 2021.

Since the rate increase was not substantively enacted at the balance sheet date, the deferred tax has been provided at 19%. The maximum impact on deferred tax balances of the rate increase is estimated to be an increase in the deferred tax debtor of £16,451.

	2020	2019
	£000	£000
At the beginning of the year	42	26
Profit movement for the year	9	16
Movement through fair value reserve	-	-
Deferred tax asset	51	42

There are no unrecognised deferred tax assets in the current or preceding period.

	2020	2019
	£000	£000
Deferred tax balance is made up as follows:		
Depreciation charged in advance of capital	33	26
Short-term timing differences	18	16
Deferred tax asset	51	42

A deferred tax asset has been recognised on the basis that the Company is expected to make suitable taxable profits in the foreseeable future against which it can be utilised.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

10 Intangible Assets

	Software £000	Goodwill £000	Total £000
Cost:			
At 1 January 2020	1,721	3,987	5,708
Additions	11	-	11
At 31 December 2020	1,732	3,987	5,719
Accumulated amortisation and impairment:			
At 1 January 2020	1,674	1,768	3,442
Amortisation charge for year	19	-	19
At 31 December 2020	1,693	1,768	3,461
Net Book Value:			
At 31 December 2020	39	2,219	2,258
At 31 December 2019	47	2,219	2,266

Goodwill acquired through business combinations has been allocated to the following cash-generating units:

- Home of Choice
- The Mortgage Alliance

This represents the lowest level within the Company at which goodwill is monitored for internal management purposes.

Intangible assets

A test of impairment was performed on goodwill to determine the recoverable amount of the CGU. This was based upon a value in use calculation using cash flow projections based on financial budgets approved by the board covering a 3 year period. The discount rate applied to cash flow projections was 11.7% (2019: 9.5%). Cash flows beyond the three year plan are extrapolated using a 2.0% growth rate (2019: 1.8%). Management are satisfied that the outcome of the impairment test demonstrates that no provision for impairment was necessary.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

11 Tangible Assets

	Office Equipment £000	Computer Equipment £000	Right of Use Asset £000	Total £000
Cost:				
At 1 January 2020	45	664	373	1,082
Additions	-	125	-	125
At 31 December 2020	45	789	373	1,207
Accumulated amortisation and impairment:				
At 1 January 2020	42	509	86	637
Depreciation charge for year	1	98	88	187
At 31 December 2020	43	607	174	824
Net Book Value:				
At 31 December 2020	2	182	199	383
At 31 December 2019	3	155	287	445

12 Investments

	2020 £000	2019 £000
Shares in subsidiary undertakings		
Cost		
At 1 January and 31 December	646	646
Carrying value		
At 1 January and 31 December	646	646

Details of the investments in which the company held 20% or more of the nominal value of any class of share were as follows:

Name of company	Holding	Proportion of rights held	Registered Office
<i>Subsidiary undertakings</i>			
Linear Mortgage Network Holdings Limited	Ordinary shares	100%	*
Linear Financial Services Holdings Limited	Ordinary shares	100%	*
Templeton LPA Limited	Ordinary shares	100%	*

*Newcastle House, Albany Court, Newcastle Business Park, Newcastle upon Tyne, NE4 7YB.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

13 Trade and other receivables

	2020 £000	2019 £000
Due within one year		
Trade receivables	2,444	1,778
Less provision for impairment of debtors	(1,362)	(1,207)
Net trade receivables	1,082	571
Amounts owed by Parent and fellow subsidiary undertakings (note 22)	11,340	11,748
Prepayments and accrued income	739	1,324
	<u>13,161</u>	<u>13,643</u>

As at 31st December, an analysis of trade receivables by credit risk rating grades is as follows:

	Total	Neither past due nor impaired	<30 days	30- 60 days	60 – 90 days	90 – 120 days	> 120 days
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
2020	<u>2,444</u>	708	255	16	90	5	1,370
2019	<u>1,778</u>	669	163	-	61	3	882

14 Trade and other payables

	2020 £000	2019 £000
Current		
Trade payables	1,937	1,862
Amounts owed to Parent and fellow subsidiary undertakings (see note 22)	876	474
Corporation tax	1573	588
Other payables	638	343
Accruals and deferred income	2,777	3,301
	<u>7,801</u>	<u>6,568</u>

Amounts owed to fellow subsidiary undertakings are interest free and repayable on demand.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

15 Pension and other post-retirement benefit commitments

Defined contribution

The Company operates defined contribution pension schemes for all its directors and certain employees. The assets of the schemes are held separately from those of the Company in independently administered funds.

The Company's contributions for 'old' members of the existing defined contribution section (those members who have always been in this scheme) throughout 2020, were 5% of pensionable salaries where members contribute and the cost of the death-in-service benefits.

The Company's contributions for 'new' members of the defined contribution stakeholder scheme (those members who were part of the Aviva scheme until the Company left the Aviva group in 2004) were 10% of pensionable salaries until the end of July 2007 where members contribute and the cost of the death-in-service benefits. From August 2007 the Company's contributions for these 'new' members of the defined contribution stakeholder scheme reverted to 5% of pensionable salaries where members contribute, and the cost of the death-in-service benefits.

Total amount recognised as an expense for both the defined contribution scheme and the defined contribution stakeholder scheme were £133,787 (2019 - £114,015).

16 Provisions for liabilities

	Clawback Provision £000	Dilapidati on £000	Total £000
At 1 January 2020	1,813	53	1,866
Current	-	-	-
Non-current	1,813	53	1,866
Arising during the year	(291)	-	(291)
At 31 December 2020	1,522	53	1,575
Analysed as:			
Current	-	-	-
Non-current	1,522	53	1,575
	1,522	53	1,575

Under certain circumstances, the policy providers can clawback all or a proportion of commission previously paid as a result of early cancellation by policy holders. Under such circumstances, the company is required to repay that element of commission attributable to the cancellation. In the opinion of the directors, this obligation is considered to be a constructive obligation, and as such, is provided for in full, based on the anticipated clawback likely to occur.

A dilapidation provision has been provided for estimated cost of returning the Chippenham based office to its original dwelling at the termination of the lease. It has been calculated in reference to dilapidation payments made in prior periods in relation to the size and aged of the leased property.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

17 Share capital

	2020	2019
	£	£
Authorised, allotted, called up and fully paid		
1 Ordinary share of £1 each	1	1
	<u>1</u>	<u>1</u>

18 Reserves

Share based payment reserve

The share-based payment reserve is used to record the value of equity-settled share-based payment provided to the employees, as part of their remuneration.

Fair value reserve

The Fair value reserve is used to record the changes in the fair value of financial assets.

19 Leases

At the year end, the Company has the following in regards to leases in the balance sheet:

Right of Use Assets:	£'000	£'000
	2020	2019
	Property	Property
1st January 2020	287	373
Additions	-	-
Depreciation	(88)	(86)
31st December 2020	<u>199</u>	<u>287</u>

These are included in the carrying amounts of PPE on the face of the balance sheet, and have been included in Note 11 (Fixed assets note).

Lease Liabilities:	2020	2019
	£'000	£'000
	Total	Total
1st January 2020	249	-
Additions	-	319
Interest expense	8	8
Repayment of lease liabilities (including interest)	(22)	(78)
31st December 2020	<u>235</u>	<u>249</u>

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

19 Leases (Continued)

Maturity of these lease liabilities is analysed as follows:

	£'000 2020	£'000 2019
	Property	Property
Current lease liabilities	105	70
Non-current lease liabilities	130	179
Total lease liability	235	249

These are included in lease liability on the face of the balance sheet.

The following shows how lease expenses have been included in the Income Statement, broken down between amounts charged to operating profit and amounts charged to finance costs:

	2020	2019
Depreciation of right of use assets:		
Property	88	86
Interest expense related to lease liabilities	8	8
Charge to profit before taxation	96	92

20 Contingent liabilities

The Company is party to a bank overdraft and revolving credit facility totalling £100.0m (2019: £100.0m) which are secured by cross guarantees issued from this Company, a number of the Company's fellow subsidiaries and the Company's parent company. The original £100.0m, which was due to expire in May 2022, was replaced in February 2021 by a new £90m facility which expires in May 2024. As at 31 December 2020, the amount drawn under these facilities was £13.0m (2019: £41.0m) and there was an £nil on overdraft (2019: £0.9m).

21 Immediate and ultimate parent undertaking

The Company's immediate parent undertaking is Lending Solutions Holdings Limited, a Company registered in England.

The Company's ultimate parent undertaking and controlling party is LSL Property Services plc, a Company registered in England. Its group financial statements are available on application to the Group Company Secretary, LSL Property Services plc, Newcastle House, Albany Court, Newcastle Business Park, Newcastle upon Tyne, NE4 7YB. No other group financial statements include the results of the Company.

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

22 Related party relationships and transactions

During the year the Company entered into transactions, in the ordinary course of business, with other related parties. Transactions entered into, and trading balances outstanding at 31 December with other related parties, are as follows:

		Sales to related parties	Purchases from related parties	Amounts owed by related parties	Amounts owed to related parties
Parent					
LSL Property Services Plc	2020	-	66	5,361	-
	2019	-	-	5,428	-
Fellow Subsidiary Undertakings					
Your-move.co.uk Limited	2020	-	763	-	823
	2019	-	-	-	61
Reeds Rains Limited	2020	-	(1)	51	-
	2019	-	-	50	-
e.surv Limited	2020	-	9	-	18
	2019	-	-	-	8
LSL Corporate Client Services Limited	2020	-	-	4,410	-
	2019	-	-	4,408	-
Linear Mortgage Network Limited	2020	-	(5)	222	-
	2019	-	-	217	-
Templeton Asset Management Limited	2020	-	-	38	-
	2019	-	-	38	-
Personal Touch Financial Services Limited	2020	-	137	-	35
	2019	-	-	-	405
Personal Touch Administration Services Limited	2020	-	(7)	264	-
	2019	-	281	249	-
Embrace Financial Services Limited	2020	1,750	(411)	680	-
	2019	2,268	-	1,268	-
First 2 Protect Limited	2020	13	-	63	-
	2019	-	-	51	-
Advanced Mortgage Funding Limited	2020	-	(94)	250	-
	2019	141	-	40	-
Mortgage Gym Limited	2020	-	-	85	-
	2019	-	-	-	-

FIRST COMPLETE LIMITED

NOTES TO THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020 (Continued)

23 Post Balance Sheet Events

There are no material or significant post balance sheet events to report.