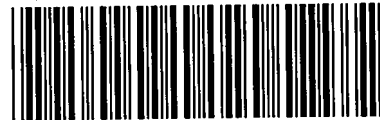


FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014

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FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

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FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

DIRECTOR'S REPORT

First Tower LP (2) Limited ('the company') is a wholly-owned subsidiary of Provident Financial plc which, together with its subsidiaries, forms the Provident Financial group ('the group'). Provident Financial plc is a public limited company, listed on the London Stock Exchange.

Principal activities and review of business

The company owns an interest as a limited partner in the First Tower Limited Partnership ('the partnership'), an entity which holds a beneficial leasehold interest in office accommodation.

As at 31 December 2014, the company had net liabilities of £372 (2013: £144). Due to the company's year-end position, its parent undertaking, Provident Financial plc, has confirmed its continued support for the company. Accordingly, the financial statements have been prepared on a going concern basis. The director expects that the present level of business will be sustained for the foreseeable future.

Results

The statement of comprehensive income for the year is set out on page 4. The company made a loss in the year of £228 (2013: £230).

Dividends

The director is unable to recommend the payment of a dividend (2013: £nil).

Director

The director of the company during the year ended 31 December 2014, who was a director for the whole year then ended and up to the date of signing of this report, was:

K J Mullen

Principal risks and uncertainties and financial risk management

The company participates in the group-wide risk management framework of Provident Financial plc which incorporates financial risk management. Details of the group's risk management framework together with the group's principal risks and uncertainties are set out in the annual report of Provident Financial plc which is publicly available.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the company's director is of the opinion that an analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Exemption from preparing strategic report

In accordance with section 414B of the Companies Act 2006, the company has taken advantage of the exemption for small companies from preparing a strategic report.

Auditor information

In accordance with section 418 of the Companies Act 2006, the director at the date of this report has confirmed that:

- i) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- ii) he has taken all reasonable steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Deloitte LLP, the auditor for the company, was appointed in 2012 and a resolution proposing their reappointment will be proposed at the forthcoming annual general meeting of the company.

BY ORDER OF THE BOARD

K J Mullen
Director
Bradford

27 March 2015

Registered office: Unit 6B, First Floor, Highland House, St Catherine's Road, Perth, Scotland, PH1 5YA.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

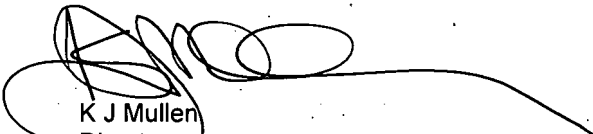
The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. Under company law the director must not approve the financial statements unless he is 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, International Accounting Standard 1 requires that the director:

- properly select suitable accounting policies and apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

BY ORDER OF THE BOARD



K J Mullen
Director
Bradford
27 March 2015

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
FIRST TOWER LP (2) LIMITED**

We have audited the financial statements of First Tower LP (2) Limited for the year ended 31 December 2014 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in shareholder's equity, the statement of cash flows, the statement of accounting policies, the financial and capital risk management report and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

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.

Respective responsibilities of director and auditor

As explained more fully in the statement of director's responsibilities, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies exemption from preparing a strategic report.



Stewart Cumberbatch ACA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Birmingham, United Kingdom

27 March 2015

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

STATEMENT OF COMPREHENSIVE INCOME

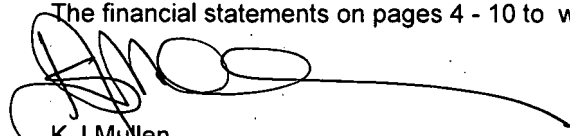
For the year ended 31 December	Note	2014 £	2013 £
Revenue	1	184	250
Operating costs		(412)	(480)
Loss before taxation	2	(228)	(230)
Tax charge	3	-	-
Loss and total comprehensive income for the year		(228)	(230)

All of the above operations relate to continuing operations.

BALANCE SHEET

As at 31 December	Note	2014 £	2013 £
ASSETS			
Non-current assets			
Investments	6	167	167
Current assets			
Financial assets			
- cash and cash equivalents		2,116	2,116
- trade and other receivables	7	2,432	2,248
		4,548	4,364
Total assets		4,715	4,531
LIABILITIES			
Current liabilities			
Financial liabilities			
- trade and other payables	8	(5,087)	(4,675)
NET LIABILITIES		(372)	(144)
SHAREHOLDER'S EQUITY			
Share capital	9	167	167
Retained losses		(539)	(311)
TOTAL SHAREHOLDER'S EQUITY		(372)	(144)

The financial statements on pages 4 - 10 to were approved by the director on 27 March 2015 and signed by:


K J Mullen
Director

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY

	Share capital	Retained losses	Total
	£	£	£
At 1 January 2013	167	(81)	86
Loss and total comprehensive income for the year	-	(230)	(230)
At 31 December 2013	167	(311)	(144)
At 1 January 2014	167	(311)	(144)
Loss and total comprehensive income for the year	-	(228)	(228)
At 31 December 2014	167	(539)	(372)

STATEMENT OF CASH FLOWS

There have been no changes to the company's cash and cash equivalents (2013: £nil). A statement of cash flows is therefore not presented.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

STATEMENT OF ACCOUNTING POLICIES

General information

The company is a limited liability company incorporated in the UK. The address of its registered office is Unit 6B, First Floor, Highland House, St Catherine's Road, Perth, Scotland, PH1 5YA.

As at 31 December 2014, the company has net liabilities of £372 (2013: £144). Due to the company's year-end position, its parent undertaking, Provident Financial plc, has confirmed its continued support for the company. Accordingly, the financial statements have been prepared on a going concern basis.

Basis of preparation

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) adopted for use in the European Union (EU), International Financial Reporting Interpretations Committee (IFRIC) interpretations and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared on a going concern basis under the historical cost convention. In preparing the financial statements, the director is required to use certain critical accounting estimates and are required to exercise judgement in the application of the company's accounting policies.

Principal accounting policies

The company's principal accounting policies under IFRS, which have been consistently applied to all the years presented unless otherwise stated, are set out below:

(a) New and amended standards adopted by the company:

'Offsetting financial assets and financial liabilities (amendments to IAS 32)' clarifies the requirements for offsetting financial instruments. The amendments address inconsistencies in current practice when applying the offsetting criteria in IAS 32 'Financial instruments: Presentation'. The amendments clarify the meaning of 'currently has a legally enforceable right of set-off' and that some gross settlement systems may be considered equivalent to a net settlement. There was no material impact on the company.

There are no other IFRS or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 January 2014 that would be expected to have a material impact on the company.

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2014 and not early adopted:

IFRS 9, 'Financial instruments', addresses the classification measurement and recognition of financial assets and financial liabilities. The final version of the standard was issued in July 2014. The standard primarily impacts the classification and measurement of financial assets and liabilities and introduces the 'expected credit loss' model for the measurement of the impairment of financial assets so it is no longer necessary for a credit event to have occurred before a credit loss is recognised. The company is in the process of assessing the impact of standard and will adopt the standard in line with the mandatory effective date of 1 January 2018, subject to endorsement by the EU.

There are no other IFRS or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

Investment in the partnership

The company's partnership interest is stated at cost less provision for impairment in value.

Income from interest in investments

The company recognises as income a share of the net profits of the partnership for the same year. This share is calculated on an accruals basis in proportion to the company's contribution for the partnership's capital.

Financial instruments

In accordance with IAS 39, 'Financial instruments: Recognition and measurement', loans and receivables are measured at amortised cost using the effective interest rate method.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

FINANCIAL AND CAPITAL RISK MANAGEMENT

First Tower LP (2) Limited ('the company') is a wholly-owned subsidiary of Provident Financial plc which, together with its subsidiaries, forms the Provident Financial group ('the group').

The overall group internal control and risk management framework is the responsibility of the group board with certain responsibilities in respect of internal control and risk management being delegated to various sub-committees who report directly to the board. An overview of the group's risk management framework can be found in the annual report of Provident Financial plc.

The group operates with a centralised treasury function and therefore the funding requirements of the company are met wholly or partially via funding from Provident Financial plc or one of its subsidiaries. In addition, the allocation of capital is managed on a group basis by the centralised treasury function. Accordingly, it is inappropriate to consider the management of liquidity risk and capital risk on a stand-alone company basis.

(a) Liquidity risk

Liquidity risk is the risk that the company will have insufficient liquid resources available to fulfil its operational plans and/or meet its financial obligations as they fall due. The company is funded by means of an intercompany loan from Provident Financial plc.

Liquidity risk is managed by the group's centralised treasury department through daily monitoring of expected cash flows in accordance with a board approved group funding and liquidity policy. This process is monitored regularly by the group treasury committee.

The group's funding and liquidity policy is designed to ensure that the group is able to continue to fund the growth of the business. The group therefore maintains committed borrowing facilities and access to retail deposit funding through its subsidiary, Vanquis Bank Limited, to meet forecast borrowing requirements, including contractual maturities, for at least the following 12 months. As at 31 December 2014, the group's committed borrowing facilities had a weighted average maturity of 3.1 years (2013: 3.2 years) and the headroom on these committed facilities amounted to £111.5m (2013: £235.2m).

The group is less exposed than other mainstream lenders to liquidity risk as the loans issued by the home credit business are of short-term duration (typically around one year) whereas the group's borrowings extend over a number of years.

A maturity analysis of the undiscounted contractual cash flows of the group's bank and other borrowings, including derivative financial instruments settled on a net and gross basis, is set out in the annual report of Provident Financial plc.

(b) Capital risk

Capital risk is managed by the group's centralised treasury department. The group manages capital risk by focusing on capital efficiency and effective risk management. This aims to maintain sufficient, but not excessive, financial strength and optimise the debt to equity structure of the company. A more detailed explanation of the management of capital risk can be found in the annual report of Provident Financial plc.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

NOTES TO THE FINANCIAL STATEMENTS

1 Revenue

	2014	2013
	£	£
Income from interest in investments	184	250

2 Loss before taxation

The loss before taxation for the year is stated after charging:

	2014	2013
	£	£
Auditor's remuneration		
- fees payable to the company's auditor for the audit of the financial statements	412	480

3 Tax charge

The standard rate of UK corporation tax reduced from 23% to 21% with effect from 1 April 2014 and will further reduce to 20% with effect from 1 April 2015.

The rate of tax charge on the loss before taxation for the year is lower than (2013: lower than) the average standard rate of corporation tax in the UK of 21.50% (2013: 23.25%). This can be reconciled as follows:

	2014	2013
	£	£
Loss before taxation	(228)	(230)
Loss before taxation multiplied by the average standard rate of corporation tax in the UK of 21.50% (2013: 23.25%)	49	53
Effects of	-	-
- current year losses for which no deferred tax asset has been recognised	(49)	(53)
Total tax charge	-	-

4 Employee information

The company has no employees (2013: no employees).

5 Director's emoluments

The emoluments of the director are paid by the parent company, Provident Financial plc, which makes no recharge to the company (2013: no recharge). The director of the company is also a director of a number of subsidiary companies and it is not possible to make an accurate apportionment of his services in relation to the company.

Retirement benefits accrue to the director (2013: the director) under a money purchase scheme.

The director (2013: the director) received shares in the company's parent company, Provident Financial plc, through share incentive schemes in the year.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 Investments

The company owns an interest as a limited partner in the First Tower Limited Partnership ('the partnership'), an entity which holds a beneficial leasehold interest in office accommodation.

As a limited partner, the company has contributed 8.325% of the capital of the partnership, an entity which holds a beneficial leasehold interest in office accommodation.

Under partnership law, there is a possibility that the company may, in certain circumstances, be required to re-contribute to the partnership some or all of the capital previously returned to it by the partnership (in total £8,741,250). No liability is expected to arise.

7 Trade and other receivables

	2014	2013
	£	£
Amount due from partnership	2,432	2,248

Amounts due from partnership are unsecured, have no fixed date of repayment and do not accrue interest.

8 Trade and other payables

	2014	2013
	£	£
Amounts owed to parent company	5,087	4,675

Amounts owed to the parent company, Provident Financial plc, are unsecured and have no fixed date of repayment. No interest has been charged on loans from the company's parent undertaking on the basis that had the company and its parent been acting at arms length, these loans would have not been made. The company is considered to have no ability to service or repay such loans.

9 Share capital

	2014		2013	
	Number	£	Number	£
Authorised - deferred ordinary shares of £1 each	1,000,000	1,000,000	1,000,000	1,000,000
Authorised - ordinary shares of \$1 each	100	65	100	65
Allotted, called up and fully paid - deferred ordinary shares of £1 each	102	102	102	102
Allotted, called up and fully paid - ordinary shares of \$1 each	100	65	100	65
Total		167		167

10 Related party transactions

	Outstanding balance	
	2014	2013
	£	£
Amounts owed to Provident Financial plc	5,087	4,675

The outstanding balance represents the gross intercompany balance.

FIRST TOWER LP (2) LIMITED
(Company Number SC125164)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11 Parent undertaking and controlling party

The immediate and ultimate parent undertaking and controlling party is Provident Financial plc, which is the smallest and largest group to consolidate these financial statements. Copies of that company's consolidated financial statements may be obtained from the Company Secretary, Provident Financial plc, No.1 Godwin Street, Bradford, BD1 2SU.