

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2012

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

CONTENTS

	<u>Page</u>
Directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report	5
Income statement	6
Statement of comprehensive income	6
Balance sheet	7
Statement of changes in shareholders' equity	8
Statement of cash flows	8
Statement of accounting policies	9
Financial and capital risk management	13
Notes to the financial statements	16

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

DIRECTORS' REPORT

Provident Investments plc (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 principal activity of Provident Investments plc is to provide finance and loans to Provident Financial plc and its subsidiary companies.

Both the level of business and the year-end financial position were satisfactory and the directors expect that the current trends experienced by the business will continue for the foreseeable future.

Results

The income statement for the year is set out on page 6. The profit for the year of £72,000 (2011: £58,000) has been added to reserves.

Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2012 (2011: £nil).

Principal risks and uncertainties and financial risk management

The company participates in the group-wide risk management framework of Provident Financial plc. 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.

The financial and capital risk management policies of the company are set out on pages 13 to 15.

Key performance indicators (KPIs)

The company solely operates to provide finance to Provident Financial plc to fund the group. For this reason, the company's directors believe that analysis using key performance indicators for the statutory company is not necessary or appropriate for an understanding of the development, performance or position of the company.

The development, performance and position of the group as a whole, including the company, is set out in the annual report of Provident Financial plc.

Directors

The directors of the company during the year ended 31 December 2012, all of whom were directors for the whole year then ended and up to the date of this report, were:

K J Mullen (Chairman)
E G Versluys
A C Fisher

Employee involvement

The company does not have any employees.

Supplier policy statement

The company agrees the terms and conditions for its business transactions with suppliers and payment is made in accordance with these, subject to the terms and conditions being met by the supplier.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

DIRECTORS' REPORT (CONTINUED)

Auditor information

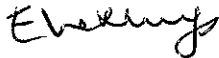
In accordance with section 418 of the Companies Act 2006, each person who is a director at the date of this report confirmed that:

- 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/she has taken all reasonable steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

During the year, following a rigorous group audit tender process, PricewaterhouseCoopers LLP resigned as auditor and Deloitte LLP were appointed. Deloitte LLP will continue as auditor to the company for the next financial year.

BY ORDER OF THE BOARD



E G Versluys
Director
Bradford
4 March 2013

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

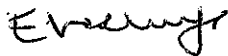
The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. 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, International Accounting Standard 1 requires that the directors:

- properly select and apply accounting policies;
- 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 IFRSs 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 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.

BY ORDER OF THE BOARD



E G Versluys
Director
Bradford
4 March 2013

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
PROVIDENT INVESTMENTS plc

We have audited the financial statements of Provident Investments plc for the year ended 31 December 2012 which comprise the income statement, the statement of comprehensive income, the balance sheet, the statement of changes in shareholders' equity, the statement of cash flows, the statement of accounting policies, the financial and capital risk management report and the related notes 1 to 15 of the financial statements. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) 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 directors and auditor

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. 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 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

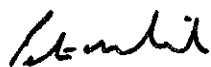
Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Peter Birch (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Manchester, United Kingdom
4 March 2013

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

INCOME STATEMENT

for the year ended 31 December	Note	2012 £'000	2011 £'000
Revenue	1	10,236	11,035
Operating costs	2	(10,136)	(10,950)
Administrative costs		(6)	(5)
Profit before taxation	3	94	80
Tax charge	4	(22)	(22)
Profit for the year attributable to equity shareholders		72	58

All of the above operations relate to continuing operations.

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December	Note	2012 £'000	2011 £'000
Profit for the year attributable to equity shareholders		72	58
Other comprehensive income:			
- cash flow hedges	6	369	(659)
- tax on other comprehensive income	4	90	174
- impact of change of UK tax rate	4	8	19
Other comprehensive income for the year		467	(466)
Total comprehensive income for the year		539	(408)

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

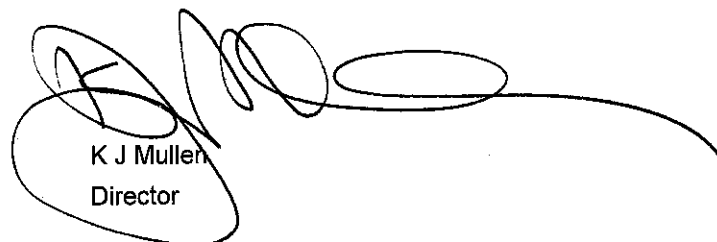
BALANCE SHEET

as at 31 December	Note	2012 £'000	2011 £'000
ASSETS			
Non-current assets			
Financial assets:			
- derivative financial instruments	6	8,072	11,903
- trade and other receivables	7	74,550	171,830
		<u>82,622</u>	<u>183,733</u>
Current assets			
Financial assets:			
- cash and cash equivalents	9	13	15
- trade and other receivables	7	100,055	2,821
		<u>100,068</u>	<u>2,836</u>
Total assets		<u>182,690</u>	<u>186,569</u>
LIABILITIES			
Current liabilities			
Financial liabilities:			
- bank and other borrowings	10	(46,792)	-
- derivative financial instruments	6	(1,880)	-
- trade and other payables	11	(51,079)	(2,506)
Current tax liabilities		(6)	(18)
		<u>(99,757)</u>	<u>(2,524)</u>
Non-current liabilities			
Financial liabilities:			
- bank and other borrowings	10	(45,906)	(98,098)
- trade and other payables	11	(36,275)	(84,915)
Deferred tax liabilities	8	(93)	(174)
		<u>(82,274)</u>	<u>(183,187)</u>
Total liabilities		<u>(182,031)</u>	<u>(185,711)</u>
NET ASSETS		<u>659</u>	<u>858</u>
SHAREHOLDERS' EQUITY			
Share capital	12	50	50
Hedging reserve		268	539
Retained earnings		341	269
TOTAL EQUITY		<u>659</u>	<u>858</u>

The financial statements on pages 6 to 26 were approved by the board of directors on 4 March 2013 and signed on its behalf by:

E. Versluys

E G Versluys
Director


K J Mullen
Director

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Note	Share capital £'000	Hedging reserve £'000	Retained earnings £'000	Total £'000
At 1 January 2011		50	1,005	211	1,266
Profit for the year		-	-	58	58
Other comprehensive income:					
- cash flow hedges	6	-	(659)	-	(659)
- tax on other comprehensive income	4	-	174	-	174
- impact of change in UK tax rate	4	-	19	-	19
Other comprehensive income for the year		-	(466)	-	(466)
Total comprehensive income for the year		-	(466)	58	(408)
At 31 December 2011		50	539	269	858
At 1 January 2012		50	539	269	858
Profit for the year		-	-	72	72
Other comprehensive income:					
- cash flow hedges	6	-	(369)	-	(369)
- tax on other comprehensive income	4	-	90	-	90
- impact of change in UK tax rate	4	-	8	-	8
Other comprehensive income for the year		-	(271)	-	(271)
Total comprehensive income for the year		-	(271)	72	(199)
At 31 December 2012		50	268	341	659

STATEMENT OF CASH FLOWS

	Note	2012 £'000	2011 £'000
for the year ended 31 December			
Profit after taxation		72	58
Adjusted for:			
- interest received		10,108	10,557
- interest paid		(10,225)	(11,432)
- tax charge		22	6
Changes in operating assets and liabilities:			
- derivative financial instruments		(58)	(32)
- trade and other receivables		(10,062)	27,801
- bank and other borrowings		-	(20,965)
- trade and other payables		10,141	(6,121)
Net cash used in from operating activities		(2)	(128)
Net decrease in cash and cash equivalents		(2)	(128)
Cash and cash equivalents at beginning of year		15	143
Cash and cash equivalents at end of year		13	15
Cash and cash equivalents at end of year comprise:			
Cash at bank and in hand	9	13	15
Total cash and cash equivalents		13	15

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF ACCOUNTING POLICIES

General information

The company is a limited liability company incorporated and domiciled in the UK. The address of its registered office is No. 1 Godwin Street, Bradford, BD1 2SU.

The principal activity of the company is to provide finance and loans to Provident Financial plc and its subsidiary companies.

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, as modified by the revaluation of derivative financial instruments to fair value. In preparing the financial statements, the directors are required to use certain critical accounting estimates and are required to exercise judgement in the application of the company's accounting policies.

The company's accounting policies are chosen by the directors to ensure that the financial statements present a true and fair view. All of the company's accounting policies are consistent with the requirements of International Financial Reporting Standards, interpretations issued by the International Financial Reporting Interpretations Committee and UK company law.

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:

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 January 2012 that have had a material impact on the company.

(b) New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2012 and not early adopted:

IFRS 9, 'Financial instruments', addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and updated in October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value and those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, that part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The company is in the process of assessing the updates to IFRS 9, both those which have been issued and those aspects relating to hedge accounting and impairment which will be issued in due course. The company will adopt IFRS 9 in its entirety no later than the accounting period beginning on or after 1 January 2015, subject to endorsement by the EU.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

IFRS 13, 'Fair value measurement', aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRS. IFRS 13 will be adopted in the accounting period beginning 1 January 2013 and will not have a material impact on the company.

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

Revenue

Revenue comprises amounts receivable on derivative instruments and interest income earned from the parent company on intercompany loans.

Operating costs

Operating costs principally comprise the interest on bank and other borrowings and is recognised on an effective interest rate basis. Operating costs also include amounts payable on those derivative financial instruments held for hedging purposes which do not qualify for hedge accounting under IAS 39.

Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The company operates in the UK and the financial statements are presented in sterling, which is the company's functional and presentational currency.

Transactions that are not denominated in the company's functional currency are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the relevant functional currency at the exchange rates ruling at the balance sheet date. Differences arising on translation are charged or credited to the income statement, except when deferred in equity as effective cash flow hedges. Foreign exchange gains and losses are charged to the income statement as part of administrative costs.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand.

Borrowings

Borrowings are recognised initially at fair value, being their issue proceeds net of any transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds net of transaction costs and the redemption value is recognised in the income statement over the expected life of the borrowings using the effective interest rate.

Where borrowings are the subject of a fair value hedge, changes in the fair value of the borrowings that are attributable to the hedged risk are recognised in the income statement and a corresponding adjustment made to the carrying value of borrowings.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

Derivative financial instruments

The company uses derivative financial instruments, principally cross-currency swaps with an interest rate fixing element, to manage the interest rate and foreign exchange rate risk arising from the company's underlying business operations. No transactions of a speculative nature are undertaken.

All derivative financial instruments are assessed against the hedge accounting criteria set out in IAS 39, 'Financial instruments: Recognition and measurement'. Derivatives that meet the hedge accounting requirements of IAS 39 are accordingly designated as either: hedges of the fair value of recognised assets, liabilities or firm commitments (fair value hedges) or hedges of highly probable forecast transactions (cash flow hedges).

The relationship between hedging instruments and hedged items is documented at the inception of a transaction, as well as the risk management objectives and strategy for undertaking various hedging transactions. The assessment of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items is documented, both at the hedge inception and on an ongoing basis.

Derivatives are initially recognised at their fair value on the date a derivative contract is entered into and are subsequently re-measured at each reporting date to their fair value. Where derivatives do not qualify for hedge accounting, movements in their fair value are recognised immediately within the income statement. Where hedge accounting criteria have been met, the resulting gain or loss on the derivative instrument is recognised as follows:

Fair value hedges:

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement as part of operating costs, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Cash flow hedges:

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in the hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the income statement as part of operating costs. Amounts accumulated in equity are recognised in the income statement when the income or expense on the hedged item is recognised in the income statement.

Hedge accounting for both fair value and cash flow hedges is discontinued when:

- it is evident from testing that a derivative is not, or has ceased to be, highly effective as a hedge; or
- the derivative expires, or is sold, terminated or exercised; or
- the underlying hedged item matures or is sold or repaid.

When a cash flow hedging instrument expires or is sold, or when a cash flow hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time is transferred to the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was previously reported in equity is immediately transferred to the income statement.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in note 6. Movements on the hedging reserve in shareholders' equity are shown in the statement of changes in shareholders' equity. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months from the balance sheet date.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Taxation

The tax charge represents the sum of current and deferred tax. Current tax is calculated based on taxable profit for the year using tax rates that have been enacted or substantially enacted by the balance sheet date. Taxable profit differs from profit before taxation as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. Deferred tax is also provided on temporary differences, except where the timing of the reversal of the temporary difference is controlled by the company and it is probable that the temporary difference will not reverse in the future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

FINANCIAL AND CAPITAL RISK MANAGEMENT

Provident Investments plc (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, interest rate risk, market risk and capital risk on a stand-alone company basis.

The company's activities expose it to a variety of financial risks, which can be categorised as credit risk, liquidity risk, interest rate risk and foreign exchange rate risk. These risks are monitored and managed through a centralised treasury function on a group basis. The objective of the group's risk management framework is to identify and assess the risks facing the group and to minimise the potential adverse effects of these risks on the group's financial performance.

Financial and capital risk management is overseen by the group treasury committee and further detail on the group's risk management framework is described in the group annual report.

(a) Credit risk

Credit risk is the risk that the company will suffer loss in the event of a default by a customer or a bank counterparty. A default occurs when the customer or bank fails to honour repayments as they fall due.

The company's maximum exposure to credit risk on bank counterparties as at 31 December 2012 was £11.6m (2011: £17.3m).

Counterparty credit risk arises as a result of cash deposits placed with banks and the use of derivative financial instruments with banks and other financial institutions which are used to hedge interest rate risk and foreign exchange rate risk.

Counterparty credit risk is managed by the group's treasury committee and is governed by a board approved counterparty policy which ensures that the group's cash deposits and derivative financial instruments are only made with high quality counterparties with the level of permitted exposure to a counterparty firmly linked to the strength of its credit rating. In addition, there is a maximum exposure limit for all institutions, regardless of credit rating. This is linked to the group's regulatory capital base in line with the group's regulatory reporting requirements on large exposures to the Financial Services Authority (FSA).

(b) Liquidity risk

Liquidity risk is the risk that the company will have insufficient liquid resources available to meet its financial obligations as they fall due.

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 treasury committee ensures that all group companies have sufficient liquid resources to meet obligations as they fall due.

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 to fund growth and contractual maturities for at least the following 12 months, after assuming that Vanquis Bank will fund 90% of its receivables book through retail deposits. As at 31 December 2012, the group's committed borrowing facilities had a weighted average maturity of 3.7 years (2011: 3.5 years) and the headroom on these committed facilities amounted to £191.9m (2011: £288.1m).

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

The group is less exposed than other mainstream lenders to liquidity risk as the loans issued by the home credit business, the group's largest 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 company's bank and other borrowings, including derivative financial instruments, is shown below.

Financial liabilities				2012
	<1 year £'000	1-2 years £'000	2-5 years £'000	Total £'000
Private placement loan notes	51,062	36,877	-	87,939
Trade and other payables	51,079	36,275	-	87,354
Derivative financial instruments - settled gross	2,007	-	-	2,007
Total	104,148	73,152	-	177,300

Financial assets				Total
	<1 year £'000	1-2 years £'000	2-5 years £'000	£'000
Derivative financial instruments - settled gross	1,881	7,035	-	8,916
Trade and other receivables	100,055	74,550	-	174,605
Total	101,936	81,585	-	183,521

Financial liabilities				2011
	<1 year £'000	1-2 years £'000	2-5 years £'000	Total £'000
Private placement loan notes	4,270	51,266	37,043	92,579
Trade and other payables	2,506	48,640	36,275	87,421
Total	6,776	99,906	73,318	180,000

Financial assets				Total
	<1 year £'000	1-2 years £'000	2-5 years £'000	£'000
Derivative financial instruments - settled gross	1,611	1,961	8,843	12,415
Trade and other receivables	2,821	97,280	74,550	174,651
Total	4,432	99,241	83,393	187,066

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

FINANCIAL AND CAPITAL RISK MANAGEMENT (CONTINUED)

(c) Interest rate risk

Interest rate risk is the risk of a change in external interest rates which leads to an increase in the company's cost of borrowing.

The group's exposure to movements in interest rates is managed by the treasury committee and is governed by a board approved interest rate hedging policy which forms part of the group's treasury policies.

The group seeks to limit the net exposure to changes in sterling interest rates. This is achieved through a combination of issuing fixed-rate debt and by the use of derivative financial instruments such as cross-currency swaps with an interest fixing element.

A 2% movement in the interest rate applied to borrowings during 2012 and 2011 would not have had a material impact on the company's profit before taxation or equity as the company's interest rate risk was substantially hedged.

(d) Foreign exchange rate risk

Foreign exchange rate risk is the risk of a change in foreign currency exchange rates leading to a reduction in profits or equity.

The group's exposure to movements in foreign exchange rates is monitored monthly by the treasury committee and is governed by a board-approved foreign exchange rate risk management policy which forms part of the group's treasury policies.

The company's exposures to foreign exchange rate risk arise solely from the issuance of US dollar private placement loan notes, which are fully hedged into sterling through the use of cross-currency swaps.

As at 31 December 2012, a 2% movement in the sterling to US dollar exchange rate would have led to a £0.9m (2011: £1.0m) movement in external borrowings with an opposite movement of £0.9m (2011: £1.0m) in the hedging reserve within equity. Due to the hedging arrangements in place, there would have been no impact on reported profits.

(e) Market risk

Market risk is the risk of loss due to adverse market movements caused by active trading positions taken in interest rates, foreign exchange markets, bonds and equities.

The company's and group's policies do not permit it or the group to undertake position taking or trading books of this type and therefore it and the group do not do so.

(f) Capital risk

Capital risk is managed by the group's centralised treasury department. The group manages capital risk by focussing on capital efficiency and effective risk management. This aims to maintain sufficient, but not excessive, financial strength, optimise the debt to equity structure of the company and support any dividend payments to the parent. This takes into account the requirements of a variety of different stakeholders including shareholders, policyholders, regulators and rating agencies. A more detailed explanation of the management of capital risk can be found in the annual report of Provident Financial plc.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS

1 Revenue	2012	2011
	£'000	£'000
Interest income from parent undertaking	4,397	4,611
Amounts receivable on cross currency swaps	5,781	6,392
Net fair value gain on cross currency swaps	58	32
Total revenue	10,236	11,035

2 Operating costs	2012	2011
	£'000	£'000
Interest payable on private placement loan notes	5,782	6,388
Amounts payable on cross currency swaps	4,354	4,562
Total operating costs	10,136	10,950

3 Profit before taxation

During 2012, following a rigorous audit tender process, Deloitte LLP were appointed as auditor from 29 June 2012 and PricewaterhouseCoopers LLP, who had been the group's auditor for a number of years, resigned. The tables below set out the audit and non audit fees of Deloitte LLP since 29 June 2012 and for PricewaterhouseCoopers LLP in 2012 and 2011.

	2012	2011
	£'000	£'000
Deloitte LLP		
Auditor's remuneration:		
Fees payable to the company's auditor for the audit of the financial statements	5	-

	2012	2011
	£'000	£'000
PricewaterhouseCoopers LLP		
Auditor's remuneration:		
Fees payable to the company's auditor for the audit of the financial statements	-	3

The company has no employees. The emoluments of the directors are paid by the ultimate parent company, Provident Financial plc, which makes no recharge to the company (2011: no recharge). The directors of the company are also directors of a number of subsidiary companies and it is not possible to make an accurate apportionment of their services in relation to the company.

Retirement benefits accrue to one director (2011: one director) under a defined benefit scheme and two directors (2011: two directors) under a money purchase scheme.

Three directors (2011: three directors) exercised share options/awards over shares of the company's ultimate parent company, Provident Financial plc, in the year.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4 Tax charge

	2012	2011
	£'000	£'000
Tax charge in the income statement		
Current tax		
- current year	(6)	(19)
- prior year	1	-
Deferred tax (note 8)	(18)	(2)
Impact of change in UK tax rate (note 8)	1	(1)
Total tax charge	(22)	(22)

The standard rate of UK corporation tax reduced from 26% to 24% with effect from 1 April 2012 and will reduce from 24% to 23% with effect from 1 April 2013.

As a result of the change in UK corporation tax rates, deferred tax balances have been re-measured. Deferred tax has been measured at a tax rate of 23% (2011: 25%) on the basis the deferred tax all relates to temporary differences expected to reverse after 1 April 2013 (2011: 1 April 2012)

A deferred tax credit of £8,000 in 2012 (2011: £19,000) has been taken directly to other comprehensive income, reflecting the impact of the change in UK corporation tax rates on items reflected directly in other comprehensive income.

	2012	2011
	£'000	£'000
Tax credit on items taken directly to other comprehensive income		
Current tax credit on cash flow hedges	90	174
Impact of change in UK tax rate	8	19
Total tax credit on items taken directly to other comprehensive income	98	193

The rate of tax charged on the profit before taxation for the year is lower than (2011: higher than) the average standard rate of corporation tax in the UK of 24.5% (2011: 26.5%). This can be reconciled as follows:

	2012	2011
	£'000	£'000
Profit before taxation	94	80
Profit before taxation multiplied by the average standard rate of corporation tax in the UK of 24.5% (2011: 26.5%)	(23)	(21)
Effects of:		
- impact of change in UK tax rate	1	(1)
Total tax charge	(22)	(22)

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 Financial instruments

The following table sets out the carrying value of the company's financial assets and liabilities in accordance with the categories of financial instruments set out in IAS 39. Assets and liabilities outside the scope of IAS 39 are shown within non-financial assets/liabilities:

	2012				
	Loans and receivables £'000	Amortised cost £'000	Hedging derivatives £'000	Non- financial assets/ liabilities £'000	Total £'000
Assets					
Cash and cash equivalents	13	-	-	-	13
Derivative financial instruments	-	-	8,072	-	8,072
Trade and other receivables	174,605	-	-	-	174,605
Total assets	174,618	-	8,072	-	182,690
Liabilities					
Bank and other borrowings	-	(92,698)	-	-	(92,698)
Trade and other payables	-	(87,354)	-	-	(87,354)
Derivative financial instrument	-	-	(1,880)	-	(1,880)
Current tax liabilities	-	-	-	(6)	(6)
Deferred tax liabilities	-	-	-	(93)	(93)
Total liabilities	-	(180,052)	(1,880)	(99)	(182,031)

	2011				
	Loans and receivables £'000	Amortised cost £'000	Hedging derivatives £'000	Non- financial assets/ liabilities £'000	Total £'000
Assets					
Cash and cash equivalents	15	-	-	-	15
Derivative financial instruments	-	-	11,903	-	11,903
Trade and other receivables	174,651	-	-	-	174,651
Total assets	174,666	-	11,903	-	186,569
Liabilities					
Bank and other borrowings	-	(98,098)	-	-	(98,098)
Trade and other payables	-	(87,421)	-	-	(87,421)
Current tax liabilities	-	-	-	(18)	(18)
Deferred tax liabilities	-	-	-	(174)	(174)
Total liabilities	-	(185,519)	-	(192)	(185,711)

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 Derivative financial instruments

The company uses derivative financial instruments to hedge the interest rate risk and foreign exchange rate risk on its borrowings. The company does not enter into speculative transactions or positions.

The contractual/notional amounts and the fair values of derivative financial instruments are set out below:

	2012			2011		
	Contractual/ notional amount	Assets	Liabilities	Contractual/ notional amount	Assets	Liabilities
	£'000	£'000	£'000	£'000	£'000	£'000
Cross-currency swaps	84,915	8,072	(1,880)	84,915	11,903	-
Total	84,915	8,072	(1,880)	84,915	11,903	-
Analysed as:						
- due within one year		-	(1,880)		-	-
- due in more than one year		8,072	-		11,903	-
Total		8,072	(1,880)		11,903	-

The fair value of derivative financial instruments has been calculated by discounting contractual future cash flows using relevant market interest rate yield curves and foreign exchange rates prevailing at the balance sheet date.

(a) Hedging reserve movements

The movement in the hedging reserve within equity as a result of the changes in the fair value of derivative financial instruments can be summarised as follows:

	2012	2011
	£'000	£'000
Hedging reserve movements		
2003 cross-currency swaps	41	326
2004 cross-currency swaps	328	333
Net charge to the hedging reserve	369	659

Under IFRS 7, 'Financial instruments: Disclosures', all derivative financial instruments are classed as Level 2, as they are not traded in an active market and the fair value is therefore determined through discounting future cash flows, using appropriate observable rates.

(b) Credit to the income statement

The net credit to the income statement in the year in respect of the movement in the fair value of derivative financial instruments is as follows:

	2012	2011
	£'000	£'000
Net fair value gain on 2004 cross-currency swaps	58	32
Net credit to the income statement	58	32

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 Derivative financial instruments (continued)

(c) Cross-currency swaps

The company uses cross-currency swaps in order to manage the interest rate and foreign exchange rate risk arising on the company's US private placement loan notes issued in 2003 and 2004.

2003 private placement loan notes

The company has put in place cross-currency swaps to swap the principal and fixed rate interest of the 2003 US dollar private placement loan notes into fixed rate sterling liabilities. The maturity dates of the cross-currency swaps match the underlying loan notes. These swaps were designated as cash flow hedges and were effective under IAS 39 in the year ended 31 December 2012.

The cross-currency swaps used to hedge the 2003 US dollar private placement loan notes have an interest rate of 6.8% (2011: 6.8%) and a weighted average period to maturity of 0.3 years (2011: 1.3 years). The movement in the fair value of the swaps can be analysed as follows:

	2012	2011
	£'000	£'000
2003 private placement loan notes		
Asset at 1 January	265	416
Exchange rate movements	(2,104)	175
Charged to the hedging reserve	(41)	(326)
(Liability)/asset at 31 December	(1,880)	265

The exchange rate movements reflect the translation of the 2003 US dollar private placement loan notes at the year-end exchange rate compared with the contracted rate. A corresponding entry is made to borrowings.

The amount charged to the hedging reserve reflects the difference between the movement in the fair value of the cross-currency swaps and the exchange rate movements described above.

2004 private placement loan notes

The company has put in place cross-currency swaps to swap the principal and fixed rate interest of the US dollar private placement loan notes issued in 2004 into floating rate sterling interest liabilities. The maturity dates of the cross-currency swaps match the underlying loan notes.

The swaps comprise both cash flow hedges and fair value hedges. The cash flow hedge portion of the swaps were designated as cash flow hedges and continue to be effective under IAS 39 in the year ended 31 December 2012.

The fair value hedge portion of the swaps were designated and were effective under IAS 39 as fair value hedges during the year. As a result, fair value movements in the swaps were charged to the income statement with a corresponding entry made to the underlying loan notes within borrowings for the effective portion of the swaps, leaving a net credit within the income statement reflecting the net fair value gain on the fair value hedge in the year.

The swaps have a range of interest rates from LIBOR + 1.61% to LIBOR + 1.63% (2011: LIBOR + 1.61% to LIBOR + 1.63%) and a weighted average period to maturity of 1.6 years (2011: 2.6 years).

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 Derivative financial instruments (continued)

The movement in the fair value of the swaps can be analysed as follows:

	2012	2011
	£'000	£'000
2004 private placement loan notes		
Asset at 1 January	11,638	15,477
Exchange rate movements	(3,296)	(3,538)
Net fair value gain credited to the income statement	58	32
Charged to the hedging reserve	(328)	(333)
Asset at 31 December	8,072	11,638

The difference between the translation of the 2004 US dollar private placement loan notes at the year-end compared with the contracted exchange rate amounts to a debit of £7,631,000 (2011: £10,927,000). The exchange rate movement of £3,296,000 credit (2011: £3,538,000) reflects the movement in the year of this difference in translation. Corresponding entries are made within borrowings.

The net fair value gain credited to the income statement reflects the difference between the charge on the fair value of the fair value hedge portion of the cross-currency swaps of £3,238,000 (2011: £3,506,000) and the fair value hedge portion of the exchange rate movements of £3,296,000 described above (2011: £3,538,000). Corresponding entries are made to the derivative asset and hedging reserve, and borrowings respectively.

7 Trade and other receivables

	2012	2011
	£'000	£'000
Non-current assets		
Amounts owed by parent undertaking	38,275	86,915
Amounts owed by swap counterparties	36,275	84,915
Total	74,550	171,830

There are no amounts past due and there is no impairment provision held against amounts owed by group undertakings due for repayment in more than one year (2011: £nil). The amounts owed by parent undertaking is unsecured, due for repayment in more than one year and accrues interest at rates linked to LIBOR.

	2012	2011
	£'000	£'000
Current assets		
Amounts owed by parent undertaking	49,834	1,169
Amounts owed by swap counterparties	48,640	-
Prepayments and accrued income	1,581	1,652
Total	100,055	2,821

There are no amounts past due in respect of trade and other receivables due in less than one year (2011: £nil).

Amounts owed by the parent undertaking are unsecured, repayable on demand or within one year and generally accrue interest at rates linked to LIBOR.

Amounts owed by swap counterparties comprise the contracted notional amount receivable under the cross-currency swaps which are gross settled. Corresponding entries are made within trade and other payables.

The maximum exposure to credit risk of trade and other receivables in 2012 and 2011 is the carrying value of each class of receivable set out above. There is no collateral held in respect of trade and other receivables (2011: £nil).

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8 Deferred tax

Deferred tax is calculated in full on temporary differences under the balance sheet liability method. As a result of the change in UK corporation tax rates effective from 1 April 2013 (2011: 1 April 2012), deferred tax balances have been re-measured. Deferred tax has been measured at a tax rate of 23% (2011: 25%) on the basis the deferred tax all relates to temporary differences expected to reverse after 1 April 2013 (2011: 1 April 2012). The movement in the deferred tax liability during the year can be analysed as follows:

Liability	2012 £'000	2011 £'000
At 1 January	(174)	(364)
Charge to the income statement	(18)	(2)
Credit on other comprehensive income prior to the change in UK tax rate (note 4)	90	174
Impact of change in UK tax rate:		
- credit/(charge) to the income statement	1	(1)
- credit to other comprehensive income	8	19
At 31 December	(93)	(174)

9 Cash and cash equivalents

	2012 £'000	2011 £'000
Cash at bank and in hand	13	15

The currency profile of cash and cash equivalents is as follows:

Currency	2012 £'000	2011 £'000
Sterling	1	1
US dollar	12	14
Total	13	15

Cash and cash equivalents are non-interest bearing (2011: non-interest bearing).

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10 Bank and other borrowings

(a) Borrowing facilities and borrowings

Borrowing facilities comprise loan notes privately placed with US institutions (see note 10(d)).

(b) Maturity profile of bank and other borrowings

	2012		2011	
	Borrowing facilities available	Borrowings	Borrowing facilities available	Borrowings
	£'000	£'000	£'000	£'000
Repayable:				
On demand	-	-	-	-
In less than one year	46,792	46,792	-	-
Included in current liabilities	46,792	46,792	-	-
Between one and two years	45,906	45,906	48,896	48,896
Between two and five years	-	-	49,202	49,202
In more than five years	-	-	-	-
Included in non-current liabilities	45,906	45,906	98,098	98,098
Total	92,698	92,698	98,098	98,098

As at 31 December 2012, the weighted average period to maturity of committed facilities was 0.9 years (2011: 1.9 years).

(c) Interest rate and currency profile of bank and other borrowings

Before taking account of the various interest rate swaps and cross-currency swap arrangements entered into by the company, the interest rate and foreign exchange rate exposure on borrowings is as follows:

	2012			2011		
	Fixed	Floating	Total	Fixed	Floating	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Sterling	2,000	-	2,000	2,000	-	2,000
US dollar	90,698	-	90,698	96,098	-	96,098
Total	92,698	-	92,698	98,098	-	98,098

As detailed in note 6, the company has entered into various cross-currency swap arrangements to hedge the foreign exchange rate exposures on borrowings. After taking account of aforementioned cross-currency swaps, the company has no foreign exchange rate exposure to borrowings denominated in US dollars (2011: £nil).

Cross-currency swaps have been put in place to swap the proceeds and liabilities for principal and interest under the US dollar denominated loan notes into sterling.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10 Bank and other borrowings (continued)

(d) Private placement loan notes

On 24 April 2003, the company issued loan notes as follows:

- (i) US\$44m of 5.81% loan notes matured and repaid on 24 April 2010; and
- (ii) US\$76m of 6.34% loan notes repayable on 24 April 2013.

On 12 August 2004, the company issued loan notes as follows:

- (i) US\$30m of 6.02% loan notes matured and repaid on 12 August 2011;
- (ii) US\$67m of 6.45% loan notes repayable on 12 August 2014; and
- (iii) £2m of 7.01% loan notes repayable on 12 August 2014.

(e) Undrawn committed borrowing facilities

There were no undrawn committed borrowing facilities at 31 December 2012 (2011: no undrawn committed facilities).

(f) Weighted average interest rates and periods to maturity

Before taking account of the various cross-currency swap arrangements entered into by the company, the weighted average interest rate and the weighted average period to maturity of the company's fixed rate borrowings is as follows:

	2012		2011	
	Weighted average interest rate %	Weighted average period to maturity years	Weighted average interest rate %	Weighted average period to maturity years
Sterling	7.01	1.61	7.01	2.62
US dollar	6.39	0.87	6.39	1.87

(g) Fair values

The fair values of the company's bank and other borrowings are compared to their book values as follows:

	2012		2011	
	Book value £'000	Fair value £'000	Book value £'000	Fair value £'000
US dollar private placement loan notes	90,698	90,020	96,098	94,930
Sterling private placement loan notes	2,000	2,253	2,000	1,942
Total	92,698	92,273	98,098	96,872

The fair value of the sterling private placement loan notes and the US dollar private placement loan notes has been calculated by discounting the expected future cash flows at the relevant market interest rate yield curves prevailing at the balance sheet date.

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11 Trade and other payables

	2012	2011
	£'000	£'000
Current liabilities		
Amounts owed to swap counterparties	48,640	-
Amounts owed to parent undertaking	53	9
Amounts owed to fellow subsidiary undertakings	18	42
Accrued interest payable	2,363	2,452
Other payables	5	3
Total	51,079	2,506

	2012	2011
Non-current liabilities		
Amounts owed to swap counterparties	36,275	84,915

The amounts owed to the parent and fellow subsidiary undertakings are unsecured, due for repayment in less than one year and accrue interest at rates linked to LIBOR.

Amounts owed to swap counterparties relate to the contracted notional amount payable under the cross-currency swaps which are gross settled. Corresponding entries are made within trade and other receivables.

12 Share capital

		2012	2011
Issued and fully paid			
Ordinary shares of £1 each	- £'000	50	50
	- number ('000)	50	50

There are no shares issued and not fully paid at the end of the year (2011: no shares).

13 Related party transactions

Details of the transactions between the company and its parent and fellow subsidiary undertakings, which comprise interest charges or credits on intra-group balances, along with any balances outstanding at 31 December 2012 are set out below:

	Interest credit		Outstanding balance	
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
Interest income from parent undertaking	43	49	-	-
Outstanding receivable from parent undertaking	-	-	88,109	88,084
Outstanding amounts payable to parent undertaking	-	-	53	9
Outstanding amounts payable to fellow subsidiary undertakings	-	-	18	42

PROVIDENT INVESTMENTS plc
(Company Number 04541509)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14 Contingent liabilities

The company is a guarantor in respect of borrowing facilities of the ultimate parent undertaking to a maximum of £984,000,000 (2011: £1,103,300,000). At 31 December 2012, the fixed and floating rate borrowings in respect of these guarantees amounted to £778,700,000 (2011: £805,800,000). No loss is expected to arise.

15 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.