ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2018

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DIRECTORS' REPORT

Provident Investments 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

The principal activity of the company was to provide finance and loans through private placement loan notes to Provident Financial plc and its subsidiary companies. The loans were repaid in 2014.

Results, review of business and going concern

Provident Investments plc re-registered to Provident Investments Limited on 30 May 2018.

The income statement for the year is set out on page 7. The profit for the year of \pounds nil (2017: Loss \pounds 1,000) has been added to the reserves.

The directors expect that the business will continue in existence for a period of at least twelve months from the date of approval of the financial statements and the company will be able to meet its liabilities as they fall due. Accordingly, the financial statements of the company have been prepared on a going concern basis.

Exemption from preparing a 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.

Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2018 (2017: £nil).

Directors

The directors of the company at 31 December 2018 and up to the date of signing of this report, except where stated, were:

C Davies (Appointed 26 April 2019) K J Mullen (Resigned 25 April 2019) A C Fisher (Resigned 3 December 2018) S G Thomas (Appointed 3 December 2018)

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 and financial statements of Provident Financial plc. The financial and capital risk management policies of the company are set out on page 11.

Key performance indicators (KPIs)

The company solely operated to provide finance to fund the group. All loan notes were repaid in 2014. 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 and financial statements of Provident Financial plc.

DIRECTOR'S REPORT (CONTINUED)

Employee involvement

The company does not have any employees.

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

Deloitte LLP will continue as auditor to the company for the next financial year.

BY ORDER OF THE BOARD

C Davies Director Bradford 30 April 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) 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 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROVIDENT INVESTMENTS LIMITED (formerly PROVIDENT INVESTMENTS plc)

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Provident Investments Limited, the 'company':

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its results for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in shareholders equity;
- the statement of cash flow;
- the statement of accounting policies;
- the financial and capital risk management report; and
- the related notes 1 to 13.

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.

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 Financial Reporting Council's (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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
 cast significant doubt about the company's ability to continue to adopt the going concern basis of
 accounting for a period of at least twelve months from the date when the financial statements are
 authorised for issue.

We have nothing to report in respect of these matters.

Other information

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

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROVIDENT INVESTMENTS LIMITED (formerly PROVIDENT INVESTMENTS plc)

(CONTINUED)

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

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 any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROVIDENT INVESTMENTS LIMITED (formerly PROVIDENT INVESTMENTS plc) (CONTINUED)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

S. Cumbabatth.

Stewart Cumberbatch FCA (Senior statutory auditor) For and on behalf of Deloitte LLP Statutory Auditor Birmingham, United Kingdom 30 April 2019

STATEMENT OF COMPREHENSIVE INCOME

		2018	2017
For the year ended 31 December	Note	£'000	£'000
Revenue	1	2	1
Administrative costs		(2)	(2)
Profit/(loss) before taxation	2	¥	(1)
Tax credit	3	-	-
Profit/(loss) and total comprehensive income/(expense) for the year			(1)

All of the above operations relate to continuing operations.

BALANCE SHEET

		2018	2017
As at 31 December	Note	£'000	£'000
ASSETS			
Non-current assets			
Deferred tax	6	4	6
Current assets			
Financial assets:			
- cash and cash equivalents	7	1	1
- trade and other receivables	5	367	365
Current tax assets		2	2
	+	370	368
Total assets		374	374
LIABILITIES			
Current liabilities			
Financial liabilities:			
- trade and other payables	8	(2)	(2)
Total liabilities		(2)	(2)
NET ASSETS		372	372
SHAREHOLDERS' EQUITY			
Share capital	9	50	50
Retained earnings	0	322	322
TOTAL SHAREHOLDERS' EQUITY		372	372

The financial statements on pages 7 to 16 were approved by the board of directors on 30 April 2019 and signed on its behalf by:

C Davies Director

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

		Retained	
	Share capital	earnings	Total
	£'000	£'000	£'000
At 1 January 2017	50	323	373
Loss and total comprehensive income/(expense)			
for the year	-	(1)	(1)
At 31 December 2017	50	322	372
At 1 January 2018	50	322	372
Profit and total comprehensive income/(expense)			
for the year	-	-	-
At 31 December 2018	50	322	372

STATEMENT OF CASH FLOWS

There have been no changes to the company's cash and cash equivalents in 2018 and 2017. A statement of cash flows is therefore not presented.

STATEMENT OF ACCOUNTING POLICIES

General information

The company is a limited liability company, limited by shares and incorporated and domiciled in England. The address of its registered office is No.1 Godwin Street, Bradford, West Yorkshire, 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 IFRSs adopted for use in the European Union (EU), International Financial Reporting Interpretations Committee (IFRIC) interpretations and the Companies Act 2006.

The financial statements have been prepared on a going concern basis under the historical cost convention. 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 financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the company operates.

Principal accounting policies

The company's principal accounting policies under IFRSs, which have been consistently applied to all the years presented.

IFRS 9 'Financial instruments', has been adopted by the company from the mandatory adoption date of 1 January 2018. Adoption of this standard has not had a 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 2018 that have had a material impact on the company.

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

Revenue

Revenue comprises interest income earned from the parent company on intercompany loans.

Cash and cash equivalents

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

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 substantively 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.

PROVIDENT INVESTMENTS LIMITED (formerly PROVIDENT INVESTMENTS plc) (Company Number 04541509) STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

Deferred tax is determined using tax rates (and laws) that have been enacted or substantively 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.

Key assumptions and estimates

In applying the accounting policies set out above, there are no significant estimates or assumptions that affect the reported amounts of assets and liabilities.

FINANCIAL AND CAPITAL RISK MANAGEMENT REPORT

Provident Investments 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 and financial statements 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 credit, liquidity and capital 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 annual report and financial statements of Provident Financial plc.

(a) Credit risk

Credit risk is the risk that the company will suffer loss in the event of a default by a bank counterparty. A default occurs when the bank fails to honour repayments as they fall due. The company's maximum exposure to credit risk on bank counterparties as at 31 December 2018 was £1,000 (2017: £1,000).

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. This is linked to the group's regulatory capital base in line with the group's regulatory reporting requirements on large exposures to the Prudential Regulation Authority (PRA).

(b) 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.

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, at all times for at least the following 12 months. As at 31 December 2018, the group's committed borrowing facilities had a weighted average maturity of 2.3 years (2017: 2.3 years) and the headroom on these committed facilities amounted to £327.4m (2017: £66.2m).

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.

PROVIDENT INVESTMENTS LIMITED (formerly PROVIDENT INVESTMENTS plc) (Company Number 04541509) FINANCIAL AND CAPITAL RISK MANAGEMENT REPORT (CONTINUED)

(b) Liquidity risk (continued)

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 and financial statements of Provident Financial plc.

(c) 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 group. A more detailed explanation of the management of capital risk can be found in the annual report and financial statements of Provident Financial plc.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

1 Revenue

	2018	2017
	£'000	£'000
Interest income from parent undertaking	2	1

2 Profit/(loss) before taxation

Profit/(loss) before taxation is stated after charging:

	2018	2017
	£'000	£'000
Auditor's remuneration: - fees payable to the company's auditor for the audit of the financial		
statements	2	2

The company has no employees. The emoluments of the directors for services to the company during 2018 were £nil (2017: £nil). The emoluments of the directors are borne by another subsidiary and it is not possible to make an accurate allocation in relation to these services to the company.

3 Tax charge

	2018	2017
Tax credit in the income statement	£'000	£'000
Current tax	(2)	(2)
Deferred tax (note 6)	2	2
Total tax credit	-	-

The standard rate of UK corporation tax reduced from 20% to 19% with effect from 1 April 2017.

The rate of tax credited on the loss before taxation for the year is in line with (2017: in line with) the average standard rate of corporation tax in the UK of 19.00% (2017: 19.25%).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

4 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 IFRS 9. Assets and liabilities outside the scope of IFRS 9 are shown within non-financial assets/liabilities:

			2018
	Amortised	Non-financial assets/	
	cost £'000	liabilities £'000	Total £'000
Assets			
Cash and cash equivalents	1	-	1
Trade and other receivables	367	-	367
Current tax assets	-	2	2
Deferred tax assets	-	4	4
Total assets	368	6	374
Liabilities			
Trade and other payables	(2)	-	(2)
Total liabilities	(2)	-	(2)

				2017
	Loans and receivables	Amortised cost	Non-financial assets/ liabilities	Total
	£'000	£'000	£'000	£'000
Assets				
Cash and cash equivalents	1	-	-	1
Trade and other receivables	365	-	-	365
Current tax assets	-	-	2	2
Deferred tax assets	-	-	6	6
Total assets	366	-	8	374
Liabilities				
Trade and other payables	-	(2)	-	(2)
Total liabilities	-	(2)	-	(2)

In 2017, assets and liabilities were classified under IAS 39. These classifications have not been restated.

5 Trade and other receivables

	2018	2017
Current assets	£'000	£'000
Amounts owed by parent undertaking	365	363
Amounts owed by fellow subsidiary undertakings	2	2
Total	367	365

There are no amounts past due in respect of trade and other receivables due in less than one year (2017: £nil).

Amounts owed by the parent and fellow subsidiary undertakings are unsecured, repayable on demand and generally accrue interest at rates linked to the Bank of England base rate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 Deferred tax

Deferred tax is calculated in full on temporary differences under the balance sheet liability method. During 2015, reductions in corporation tax rates were enacted, reducing the corporation tax rate from 20% to 19% with effect from 1 April 2017 and from 19% to 18% with effect from 1 April 2020. During 2016, a further change was enacted which further reduced the corporation tax rate from 18% to 17% with effect from 1 April 2020. Deferred tax balances at 31 December 2018 have been measured at 17% (2017: 17%) on the basis that the temporary differences on which the deferred tax has been calculated are expected to reverse after 1 April 2020 (2017: 1 April 2020). In 2018, movements in the deferred tax balances have been measured at the statutory corporation tax rate for the year of 19.00% (2017: 19.25%). A tax charge in 2018 of £nil (2017: £nil) represents the income statement adjustment to deferred tax as a result of these changes.

The movement in the deferred tax asset during the year can be analysed as follows:

At 31 December	4	6
Charge to the income statement (note 3)	(2)	(2)
At 1 January	6	8
Asset	£'000	£'000
	2018	2017

- - . --

7 Cash and cash equivalents

2018 201	
2018 201	7
£'000 £'00	0
Cash at bank and in hand 1	1

All amounts above are denoted in sterling.

Cash and cash equivalents are non-interest bearing (2017: non-interest bearing).

8 Trade and other payables

Other payables	2	2
Current liabilities	£'000	£'000
	2018	2017

9 Share capital

Issued and fully paid		2018	2017
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 (2017: no shares).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10 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 are set out below:

	Interest credit		Outstanding balance	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Interest income from parent undertaking	2	1	-	-
Outstanding receivable from parent undertaking Outstanding receivable from fellow subsidiary	-	-	365	363
undertakings	-	-	2	2

11 Contingent liabilities

The company is a guarantor in respect of: (i) borrowings made by the company's ultimate parent undertaking; and (ii) guarantees given by the company's ultimate parent undertaking in respect of borrowings of certain of its subsidiaries to a maximum of \pounds 242.7m (2017: \pounds 500.2m). At 31 December 2018, the borrowings amounted to \pounds 242.7m (2017: \pounds 500.2m). No loss is expected to arise.

12 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, and are also publicly available.

13 Post balance sheet events

On 22 February 2019, Non-Standard Finance plc announced the terms of a firm all share offer to acquire the entire issued share capital of the ultimate parent of the company, Provident Financial plc. Shareholders of Provident Financial plc have given irrevocable undertakings, and letters of intent, to accept the offer, which, at 30 April 2019, amount to just above 50% of Provident Financial plc's share capital. However, the transaction remains subject to a number of conditions set out in the offer.