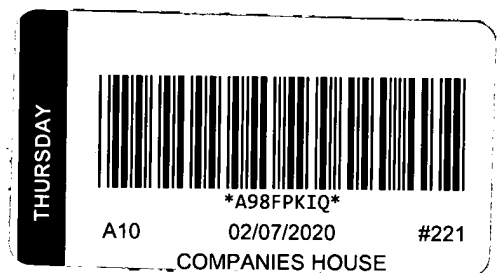


## 5D Finance Limited

---

Directors' Report and Financial Statements  
For the Year Ended 31 December 2019  
Company Number: 05694526



## **5D Finance Limited**

### **Contents**

---

Company Information	2
Directors' Report	3
Statement of Directors' Responsibilities	5
Independent Auditor's Report	6
Statement of Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12

## **5D Finance Limited**

### **Company Information**

---

#### **DIRECTORS**

John Eastgate (Resigned on 31 January 2019)  
Andrew Golding  
Clive Kornitzer  
Andrew Parkes (Resigned on 18 July 2019)  
Mark Parrett  
Richard Wilson (Appointed on 31 January 2019)

#### **SECRETARY**

Nickesha Graham-Burrell

#### **REGISTERED OFFICE**

Reliance House  
Sun Pier  
Chatham  
Kent  
ME4 4ET

#### **REGISTERED NUMBER**

05694526 (England and Wales)

#### **AUDITOR**

Deloitte LLP,  
Statutory Auditor  
1 New Street Square  
London  
EC4A 3HQ  
United Kingdom

# 5D Finance Limited

## Directors' Report

For the Year Ended 31 December 2019

---

The Directors present their Report and the audited Financial Statements of 5D Finance Limited ('the Company') for the year ended 31 December 2019.

### Principal activity

The Company was incorporated on 1 February 2006. The principal activity of the Company is the origination and servicing of commercial mortgage loans.

### Business review

The result for the year after taxation amounted to a profit of £11k (2018: £18k), which increased total equity shareholders' funds at 31 December 2019 to £1,455k (2018: £1,444k).

### Future developments

The Company will continue to originate and service commercial mortgage loans.

Since the year end, the COVID-19 pandemic has caused significant economic and social disruption and has led to unprecedented uncertainty in the outlook for the UK and global economies. Further details of the potential impact on the Company, and actions taken, can be found in Principal risks and uncertainties, Pandemic risk below and note 13 to the Financial Statements, Events after the reporting date.

### Going concern

The Directors have undertaken a going concern assessment to satisfy themselves that the Company has sufficient resources to continue in operational existence for a period in excess of 12 months from the date of this report and have prepared the Financial Statements on that basis.

In assessing whether the going concern basis is appropriate, the Directors considered the information contained in the Financial Statement and the latest business plans for the Company. The assessment also considered the wider OneSavings Bank plc group ('OSB Group'), in which the Company is a subsidiary undertaking. The OSB Group forecasts have been subject to sensitivity tests, including stress scenarios, which have been compared to the latest Brexit and COVID-19 pandemic economic scenarios provided by the OSB Group's external economic advisors, as well as reverse stress tests. The COVID-19 assessment focussed on capital, liquidity and operational resilience at the OSB Group level.

Having reviewed these assessments, the Directors are satisfied that the Company has adequate resources to continue in operational existence for a period in excess of 12 months from the date of this report.

Further information on COVID-19 is included in note 13 to the Financial Statements, Events after the reporting date.

### Directors and their interests

The Directors who served throughout the year and to the date of this Directors' Report were as follows:

John Eastgate (Resigned on 31 January 2019)  
Andrew Golding  
Clive Kornitzer  
Andrew Parkes (Resigned on 18 July 2019)  
Mark Parrett  
Richard Wilson (Appointed on 31 January 2019)

No Director had any beneficial interest either in the share capital of the Company, or in any material contract or arrangement with the Company at any time during the year under review.

# 5D Finance Limited

## Directors' Report (continued)

For the Year Ended 31 December 2019

---

### Third parties indemnities

Qualifying third party indemnity provisions for the benefit of the Directors were in force during the year under review and remain in force as at the date of approval of the Directors' Report and Financial Statements.

### Dividends

The Directors do not propose payment of a dividend for 2019 (2018: nil).

### Events after the reporting date

There have been no significant events between 31 December 2019 and the date of approval of the Financial Statements which would require change to the Financial Statements. Note 13 provides information in respect of the COVID-19 outbreak, which will impact the Company's results for 2020.

### Auditor

Deloitte LLP have been appointed as auditor of the Company for the year commencing 1 January 2019 and expressed its willingness to continue in office. Pursuant to section 487 of the Companies Act 2006, the Auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

Each of the persons who is a director at the date of approval of this Directors' Report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the 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.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

The Company has applied the Small Companies exemption of the Companies Act 2006.

This report was approved by the Board on 24 June 2020 and signed on its behalf by:



**Clive Kornitzer**  
Director  
26 June 2020

## **5D Finance Limited**

### **Statement of Directors' Responsibilities in respect of The Directors' Report and The Financial Statements**

For the Year Ended 31 December 2019

---

The Directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". The Financial Statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that 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.

Approved by the Board and signed on its behalf by:



**Clive Kornitzer**

Director

26 June 2020

# Independent Auditor's Report to 5D Finance Limited

---

## Report on the audit of the Financial Statements

### Opinion

In our opinion the Financial Statements of 5D Finance Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; 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 Statement of Financial Position;
- the Statement of Changes in Equity; and
- the related notes 1 to 13.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### 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 Directors' 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.

# **Independent Auditor's Report to 5D Finance Limited**

## **(continued)**

---

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.

### **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](http://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 prepare the Financial Statements in accordance with the small scheme's regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

# **Independent Auditor's Report to 5D Finance Limited**

## **(continued)**

---

We have nothing to report in respect of these matters.

### **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.



**Giles Lang, FCA (Senior statutory auditor)**

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

26 June 2020

## 5D Finance Limited

### Statement of Comprehensive Income

For the Year Ended December 2019

	Note	2019 £'000	2018 £'000
Revenue	2	116	95
Administrative expenses		(106)	(87)
<b>Operating profit</b>	3	10	8
Interest receivable and similar income	5	26	22
Interest payable and similar charges	6	(11)	(8)
<b>Profit before tax</b>		25	22
Taxation	7	(5)	(4)
<b>Total comprehensive income</b>		20	18

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2019 (2018: nil).

The notes on pages 12 to 17 form part of these Financial Statements.

# 5D Finance Limited

## Statement of Financial Position

As at 31 December 2019

	Note	2019 £'000	2018 £'000
<b>Current assets</b>			
Debtors	8	2,200	2,063
Creditors: Amounts falling due within one year	10	(735)	(619)
<b>Net current assets</b>		<u>1,465</u>	<u>1,444</u>
<b>Net assets</b>		<u>1,465</u>	<u>1,444</u>
<b>Capital and reserves</b>			
Called up share capital	11	-	-
Share-based payment reserve		7	6
Profit and loss account		<u>1,458</u>	<u>1,438</u>
<b>Equity shareholders' funds</b>		<u>1,465</u>	<u>1,444</u>

The notes on pages 12 to 17 form part of these Financial Statements.

The Financial Statements were approved by the Board of Directors on 24 June 2020 and were signed on its behalf by:



**Clive Kornitzer**  
Director  
26 June 2020

Company registered number: 05694526

**5D Finance Limited**  
**Statement of Changes in Equity**  
For the Year Ended 31 December 2019

	<b>Called up share capital<sup>1</sup> £'000</b>	<b>Share- based payment reserve £'000</b>	<b>Profit and loss account £'000</b>	<b>Total shareholders' funds £'000</b>
At 1 January 2018	-	6	1,420	1,426
Total comprehensive income	-	-	18	18
At 31 December 2018	-	6	1,438	1,444
Total comprehensive income	-	-	20	20
Share-based payments	-	1	-	1
<b>At 31 December 2019</b>	<b>-</b>	<b>7</b>	<b>1,458</b>	<b>1,465</b>

<sup>1</sup>The Company's called up share capital of £2 is further disclosed in note 11.

# 5D Finance Limited

## Notes to the Financial Statements

For the Year Ended 31 December 2019

---

### 1. Accounting policies

#### a) Company information

5D Finance Limited is a private company limited by shares registered in England and Wales. The address of the Company's registered office is shown on page 2.

#### b) Basis of preparation

These Financial Statements have been prepared in accordance with applicable UK accounting standards, including Financial Reporting Standard 102: The Financial Reporting Standard Applicable in the United Kingdom and Republic of Ireland ('FRS 102'), and with the Companies Act 2006. The Financial Statements have been prepared on the historical cost basis. The presentation currency of these Financial Statements is Pounds Sterling. All amounts in the Financial Statements have been rounded to the nearest thousand ('£'000').

The Company's ultimate parent undertaking, OneSavings Bank plc ('OSB'), includes the Company in its consolidated financial statements. The consolidated financial statements of OSB are prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the EU and are available to the public and may be obtained from OSB's registered office: Reliance House, Sun Pier, Chatham, Kent, ME4 4ET. In these Financial Statements, the Company is considered to be a qualifying entity for the purposes of FRS 102 and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- The requirements of Section 3 Financial Statements Presentation paragraph 3.17(d).
- The requirements of Section 7 Statement of Cash Flows.
- The requirements of Section 11 and 12 Financial Instruments.

As the consolidated financial statements of OSB include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- The requirements of Section 33 Related Party Disclosures paragraph 33.7.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these Financial Statements.

There were no significant judgements made by the Directors, in the application of these accounting policies that have significant effect on the Financial Statements and there were no estimates with a significant risk of material adjustment in the current or subsequent year.

#### c) Going Concern

The Directors have undertaken a going concern assessment to satisfy themselves that the Company has sufficient resources to continue in operational existence for a period in excess of 12 months from the date of this report and have prepared the Financial Statements on that basis.

In assessing whether the going concern basis is appropriate, the Directors considered the information contained in the Financial Statement and the latest business plans for the Company. The assessment also considered the wider OSB Group, in which the Company is a subsidiary undertaking. The OSB Group forecasts have been subject to sensitivity tests, including stress scenarios, which have been compared to the latest Brexit and COVID-19 pandemic economic scenarios provided by the OSB Group's external economic advisors, as well as reverse stress tests. The COVID-19 assessment focussed on capital, liquidity and operational resilience at the OSB Group level.

Having reviewed these assessments, the Directors are satisfied that the Company has adequate resources to continue in operational existence for a period in excess of 12 months from the date of this report.

## 5D Finance Limited

### Notes to the Financial Statements (continued)

For the Year Ended 31 December 2019

---

#### 1. Accounting policies (continued)

##### d) Revenue

Revenue comprises income due from servicing loans. All the revenue is earned from the United Kingdom.

##### e) Interest income and expense

Interest income and interest expense represent interests on intercompany balances with OSB Group companies. Interest is calculated in line with the OSB Group transfer pricing policy and is accounted for on an accruals basis.

Interest receivable on loans to other OSB Group companies is recognised in profit or loss using the effective interest rate ('EIR') method. The EIR is the rate which exactly discounts the expected future cash flows, over the expected life of the financial instrument, to the net carrying value of the financial asset.

##### f) Taxation

Tax is recognised in profit or loss, consistently with the recognition of items it relates to.

The current tax charge is the expected tax or credit on the taxable income or loss for the year and any adjustments in respect of previous years.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date where transactions or events have occurred at that date that will result in an obligation to pay more or a right to pay less tax, except that deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Statement of Financial Position date.

##### g) Basic financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like amounts owed by and to OSB Group undertakings which are recognised at transaction price. Amounts owed by OSB Group undertakings are assessed for expected credit loss ('ECL') based on an assessment of the probability of default ('PD').

##### h) Employee benefits – defined contribution scheme

Obligations for contributions to defined contribution pension arrangements are recognised as an expense in profit or loss as incurred.

##### i) Share-based payments

###### OSB Sharesave Scheme

The OSB Save As You Earn ('SAYE') or Sharesave Scheme is an all-employee scheme which is open to all 5D Finance Limited employees. The Sharesave Scheme allows employees to purchase options by saving a fixed amount of between £5 and £500 per month over a period of either three or five years at the end of which the options, subject to leaver provisions, are usually exercisable. The Sharesave Scheme has been in operation since 2014 and is granted annually, with the exercise price set at a 20% discount of the share price on the grant date. Further details about the Sharesave Schemes are included in the OSB Group Annual Report and Accounts.

# 5D Finance Limited

## Notes to the Financial Statements (continued)

For the Year Ended 31 December 2019

### 1. Accounting policies (continued)

The fair value of the 20% discount, determined using a Black-Scholes Option model, is charged on a straight-line basis to the profit or loss account with a corresponding increase in equity in the share-based payment reserve. A transfer is made between the share-based payment reserve and profit and loss account upon exercise of employee options.

### 2. Revenue

	2019 £'000	2018 £'000
Loan servicing income	116	95

### 3. Operating Profit

The operating profit is stated after charging:

	2019 £'000	2018 £'000
Fees payable to the Company's auditor for the audit of the Company's financial statements	15	19
Defined contribution pension cost	14	2

### 4. Employees

	2019 £'000	2018 £'000
Wages and salaries	61	38
Share based payments	1	-
Social security costs	7	6
Defined contribution pension cost	14	2
	83	46

The average monthly number of employees during the year was 1 (2018: 1). The Company had no employees between March 2018 to July 2018.

The Directors were employed and remunerated as Directors or executives of the OSB Group in respect of their services to the OSB Group as a whole, and it is considered that there is no appropriate basis on which they can apportion part of their remuneration for their services to the Company.

### 5. Interest receivable and similar income

	2019 £'000	2018 £'000
On loans to OSB Group undertakings	26	22

## 5D Finance Limited

### Notes to the Financial Statements (continued)

For the Year Ended 31 December 2019

#### 6. Interest payable and similar charges

	2019 £'000	2018 £'000
On loans from OSB Group undertakings	11	8

#### 7. Taxation

	2019 £'000	2018 £'000
Deferred tax	5	2
Adjustments in respect of previous years	-	2
	5	4

#### Factors affecting tax charge for the year

Tax is charged at the weighted average rate of corporation tax for the year of 19% (2018: 19%). The tax reconciliation is presented below:

	2019 £'000	2018 £'000
Profit on ordinary activities before tax	25	22
Profit multiplied by the weighted average rate of corporation taxation in the UK	5	4
Impact of tax losses carried forward	-	(2)
Adjustments in respect of previous years	-	2
	5	4

#### Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 18% (effective from 1 April 2020) was enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. The Government cancelled these rate reductions on 19 March 2020, with UK corporation tax rate remaining at 19% from 1 April 2020.

#### 8. Debtors

	2019 £'000	2018 £'000
<b>Due after more than one year</b>		
Deferred tax asset (see note 9)	707	712
	707	712
<b>Due within one year</b>		
Amounts owed by OSB Group undertakings	1,493	1,351
	1,493	1,351

The Company assesses amounts owed by OSB Group undertakings for impairment.

# 5D Finance Limited

## Notes to the Financial Statements (continued)

For the Year Ended 31 December 2019

### 9. Deferred tax asset

	2019 £'000	2018 £'000
At 1 January	712	714
Charge to profit or loss	(5)	(2)
<b>At 31 December</b>	<b>707</b>	<b>712</b>

The deferred tax asset is made up as follows:

	2019 £'000	2018 £'000
Tax losses carried forward	707	712

### 10. Creditors: Amounts falling due within one year

	2019 £'000	2018 £'000
Amounts owed to OSB Group undertakings	698	585
Other taxation and social security	1	1
Accruals	35	32
Other creditors	1	1
	<b>735</b>	<b>619</b>

### 11. Called up share capital

	2019 £	2018 £
<b>Allotted, called-up and fully paid</b>		
2 ordinary share of £1 each	2	2

### 12. Ultimate parent undertaking

At the Statement of Financial Position date 5D Finance Limited was a wholly-owned subsidiary of Inter Bay Financial I Limited, whose ultimate parent company is OneSavings Bank plc, which has included the Company in its Group accounts. OneSavings Bank plc is also the ultimate controlling party. This is the smallest and largest Group in which the Company's accounts are consolidated. Copies of these accounts are available from OSB's registered office: Reliance House, Sun Pier, Chatham, Kent, ME4 4ET.

## **5D Finance Limited**

### **Notes to the Financial Statements (continued)**

For the Year Ended 31 December 2019

---

#### **13. Events after the reporting date**

The outbreak of COVID-19 and its impact on the global and UK economies is considered to be a non-adjusting event as at the balance sheet date, the scale of the outbreak remained limited and recognition of the pandemic only arose in 2020.

The full impact of the outbreak is currently uncertain, however the Company does not anticipate any significant financial impacts as a result of the COVID-19 crisis, as stress tests performed at the OSB Group level support the Company continuing to receive servicing income for the foreseeable future.

The Company has continued to operate effectively through the lockdown with the majority of employees in the OSB Group working remotely, with some customer facing staff remaining in the office under appropriate social distancing arrangements. The OSB Group's senior leadership team continues to closely monitoring the guidance provided by the UK Government making changes to operational practices in order to continue to provide services and support for customers, whilst also maintaining the health and safety of employees.