

Company Registration No. 08215555

Marlin Senior Holdings Limited

**Strategic Report, Directors' Report and Financial Statements
For the year ended 31 December 2015**



Marlin Senior Holdings Limited

Contents **For the year ended 31 December 2015**

Officers and professional advisors	1
Strategic report	2
Directors' report	5
Independent auditor's report	8
Statement of comprehensive income	10
Statement of financial position	11
Statement of changes in equity	12
Notes to the financial statements	13

Marlin Senior Holdings Limited

Officers and professional advisors

The officers and professional advisors of the Company at the date of this report are as follows:

Directors

K Stannard
P Richardson
C Buick

Secretary

C Taggart

Auditors

BDO LLP
Chartered Accountants and Statutory Auditor
55 Baker Street
London
W1U 7EU

Bankers

National Westminster Bank PLC
City of London Office
PO BOX 12258
1 Princess Street
London
EC2R 8PA

Registered office

Marlin House
16-22 Grafton Road
Worthing
West Sussex
BN11 1QP

Marlin Senior Holdings Limited

Strategic Report For the year ended 31 December 2015

Overview

The Directors present the Strategic Report, Directors' Report and the financial statements of Marlin Senior Holdings Limited (the "Company") for the year ended 31 December 2015.

The Company's principal activity is the holding of investment in fellow Group companies of the Cabot Financial Limited Group of companies (the "Group"), of which the Company is a member.

The Directors believe that the Group (as outlined in note 16) is the largest acquirer and manager of defaulted consumer debt from financial services companies in the United Kingdom based on the value of debt portfolios on its statement of financial position at 31 December 2015.

From inception in 1998 to 31 December 2015, the Group has invested £1.7 billion in the acquisition of 1,319 loan portfolios with an aggregate face value of £17.5 billion, comprising over 7.5 million customer accounts and generating a 120-Month ERC at 31 December 2015 of £1.9 billion. Over 98% of these loan portfolios (as measured by purchase price) were acquired from financial institutions.

The core strategy of the operating model is to generate cash-flow by maximizing cash collections over the life of the debt portfolios acquired whilst ensuring we are treating our customers fairly. Since it began pursuing this strategy the estimated future gross cash collections from its existing loan portfolios, or 120-Month ERC, has grown from £422 million as at 31 October 2009 to £1.9 billion at 31 December 2015.

During the year the Company transitioned from UK GAAP to FRS 101 – *reduced disclosure framework* and has taken advantage of the disclosure exemptions allowed under this standard. The company's parent undertaking, Black Tip Capital Holdings Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. The effects of the adoption of FRS 101 are shown in note 17.

Future developments

Following the Group acquisition of Marlin, DLC, Mortimer Clarke Solicitors and Gesif, the Cabot Group continues to build on its newly formed complementary capabilities to strengthen their combined position in the market place. By leveraging each other's core strengths, the Group is expanding their ability to grow revenues across a broad range of debt types and create further operational efficiencies by applying industry expertise and sharing best practices.

Business review and results

The following tables summarises the key performance indicators used by the Directors to assess the performance of the Company as of the dates and periods indicated.

(£ in thousands, except for percentages)

	2015 £000	2014 £000	Change
Administrative expenses	-	(5)	5
Operating profit/(loss)	36,545	(5)	36,550
Shareholders' funds	77,813	77,815	(2)

Marlin Senior Holdings Limited

Strategic Report For the year ended 31 December 2015

Principal risks and uncertainties

The Company is exposed through its operations to the following financial risks:

- Cash flow and credit risk;
- Interest rate risk; and
- Going concern and liquidity risk.

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This section describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this section.

Principal financial instruments

The principal financial instruments used by the Company, from which financial instrument risk arises, are as follows:

- Trade and other receivables; and
- Trade and other payables;

A summary of the financial instruments held by category is provided below:

Financial assets

	Assets at fair value through profit or loss		Cash and receivables	
(£000)	2015	2014	2015	2014
Trade and other receivables (note 9)	48,777	10,130	-	-
Total financial assets	48,777	10,130	-	-

Financial liabilities

	Financial liabilities at amortised cost	
(£000)	2015	2014
Trade and other payables (note 10)	12,253	10,149
Total financial liabilities	12,253	10,149

Cash flow and credit risk

As described in note 16 to the financial statements, the Company is a member of the Cabot Financial Limited Group (the "Group") and therefore its financial risk management objectives and policies are intrinsically linked to those of the Group. Consolidated accounts for the Group are drawn up for Cabot Financial Limited.

The purchase and collection of defaulted consumer receivables carries a substantial amount of cash risk due to the underlying volatility in the collection characteristics of these assets. To mitigate these risks the Group has developed, and continues to refine detailed management reporting on individual portfolio performance and re-forecasts future collections on each portfolio on a monthly basis.

Marlin Senior Holdings Limited

Strategic Report For the year ended 31 December 2015

Due to the long-term nature of the collection strategies employed, the Company will continue to be exposed to possible changes in legislation and economic trends. To mitigate these risks, senior employees of the Group play an active role in trade and industry bodies to ensure that any changes in the legislative collections environment are monitored and assessed as soon as practically possible. To mitigate economic risk the Company does not generally enter into long-term fixed-price purchasing arrangements with duration of more than one year.

Interest rate risk

All decisions in relation to the hedging of interest rate risk are made by the Board of Directors of Cabot Financial Limited. The Group had an interest rate cap to manage its risk to changes in interest rates which expired on 14 December 2015, the fair value of which at 31 December 2014 was £nil. The Directors do not consider a scenario which changes this fair valuation to be material.

Going concern and liquidity risk

The Company's core business is the purchase and recovery of defaulted loans and has exclusive servicing contracts with other members of the Group who collect monies on behalf of the Company. The Company's financial position is therefore partly dependent on the financial condition of the rest of the Group.

The financial position of the Company and liquidity position are described in the financial statements on pages 10 to 23. The Company made an operating profit for the year of £36.5 million (2014: £nil) and had net current assets at 31 December 2015 of £36.5 million (2014: £nil). Total equity shareholders' funds at 31 December 2015 were £77.8 million (2014: £77.8 million).

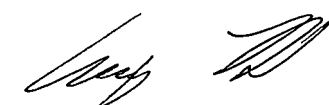
The Group to which the Company belongs (see note 16) has long-term debt financing at 31 December 2015 comprising of Senior Secured Loan Notes due 2019 of £265.0 million issued on 20 September 2012, Senior Secured Loan Notes due 2020 of £150.0 million issued on 25 July 2013, Senior Secured Loan Notes due 2020 of £100.0 million issued on 2 August 2013, Senior Secured Loan Notes due 2021 of £175.0 million issued 27 March 2014 and Senior Secured Loan Notes due 2021 of €310.0 million issued 11 November 2015 (£690.0 million at 31 December 2014). The Company meets its day to day working capital requirements, including the purchase of portfolios, through its own cash resources supplemented by a revolving credit facility ("RCF") and bank loans.

The assets of the Company have been pledged as security for the Senior Secured Loan Notes due 2019, 2020 and 2021 and the senior secured revolving credit facility.

The Group has remained compliant during the year to 31 December 2015 with all the covenants contained in the Senior Secured Loan Notes issued and senior secured revolving credit facility. The Group's latest forecasts and cash flow projections have been reviewed and do not indicate any significant uncertainty over the Group's ability to continue as a going concern.

After making enquiries, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statement.

Approved by the Board of Directors and signed on behalf of the Board



C Buick
Director

21/09/2016

Marlin Senior Holdings Limited

Directors' Report For the year ended 31 December 2015

The Directors present their report for the year ended 31 December 2015.

Results and dividends

The audited financial statements and related notes for the year ended 31 December 2015 are set out on pages 10 to 23. The Company's result for the year after taxation was a profit of £36.5 million (2014: £nil).

The Directors paid a dividend of £36.5 million (2014: £nil).

Directors

The Directors who held office during the year and up to the date of approval of the financial statements were as follows:

- C Ross-Roberts (resigned 31 December 2015)
- K Stannard
- P Richardson
- D Page (resigned 31 October 2015)
- C Buick (appointed 31 December 2015)

Financial instruments

The Group's financial instruments primarily comprise bonds, Senior Secured loan notes and bank facilities. The principal purpose of these is to raise funds for the Group's operations. In addition various other financial instruments such as trade payables and trade receivables arise directly from its operations.

The key financial risks and uncertainties affecting the Group and management objectives and policies taken to mitigate these risks are set out within the Strategic Report on pages 2 to 4.

Disabled employees

Applications for employment from disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event that members of staff become disabled every effort is made to ensure that their employment with the Company continues. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Employee consultation

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the Company. This is achieved through formal and informal meetings and the company magazine. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests both informally and via the quarterly meetings of the "Communication and Consultative Committee".

Marlin Senior Holdings Limited

Statement of Directors' responsibilities for the year ended 31 December 2015

Qualifying third party indemnity provisions

The Company has arranged qualifying third party indemnity for all of its Directors.

Political donations

The Company made no political contributions (2014: £nil).

Future developments

Any future developments affecting the Company are set out in the Strategic Report on pages 2 to 4.

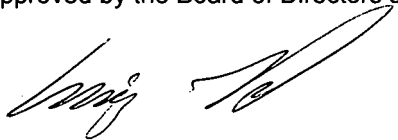
Directors' statement as to disclosure of information to auditors

Each of the persons who is a Director at the date of approval of this 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 s418 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board



C Buick
Director

21/09/2016

Marlin Senior Holdings Limited

Statement of Directors' responsibilities for the year ended 31 December 2015

The Directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and with applicable law.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; 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 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 Marlin Senior Holdings Limited

We have audited the financial statements of Marlin Senior Holdings Limited for the year ended 31 December 2015 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 2015 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 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

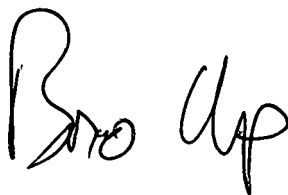
In our opinion the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Marlin Senior Holdings Limited

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.



Matthew Hopkins (Senior Statutory Auditor)
for and on behalf of BDO LLP, statutory auditor
London

21 September 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Marlin Senior Holdings Limited

Statement of comprehensive income For the year ended 31 December 2015

	Notes	2015 £000	2014 £000
Administration expenses		-	(5)
Other operating income		36,545	-
Operating profit/(loss)		36,545	(5)
Interest receivable and similar income	5	4,066	4,149
Interest payable and similar charges	6	(4,068)	(4,149)
Profit/(loss) on ordinary activities before taxation	4	36,543	(5)
Tax income	7	-	-
Profit/(loss) and total comprehensive income for the financial period		36,543	(5)

The notes on pages 10 to 23 form part of these financial statements.

All of the above results are derived from continuing operations.

Marlin Senior Holdings Limited

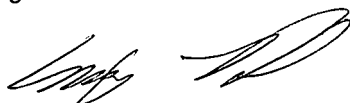
Statement of financial position As at 31 December 2015

	Notes	2015 £000	2014 £000
Fixed assets			
Investments	8	77,834	77,834
		<u>77,834</u>	<u>77,834</u>
Current assets			
Trade and other receivables	9	48,777	10,130
		<u>48,777</u>	<u>10,130</u>
Creditors: amounts falling due within one year			
Trade and other payables	10	(12,253)	(10,149)
		<u>(12,253)</u>	<u>(10,148)</u>
Net current assets/(liabilities)		<u>36,524</u>	<u>(19)</u>
Total assets less current liabilities		<u>114,358</u>	<u>77,815</u>
Creditors: amounts falling due after more than one year	11	(36,545)	-
Net assets		<u>77,813</u>	<u>77,815</u>
Equity			
Called up share capital	12	250	250
Share premium		41,665	41,665
Capital contribution reserve		35,918	35,918
Retained earnings		(20)	(18)
Total shareholders' funds		<u>77,813</u>	<u>77,815</u>

The notes on pages 10 to 23 form part of these financial statements.

These financial statements of Marlin Senior Holdings Limited, with registered number 08215555, were approved by the Board of Directors and authorised for issue on 21/09/2016.

Signed on behalf of the Board of Directors by:



C Buick
Director

Marlin Senior Holdings Limited

Statement of changes in equity As at 31 December 2015

Notes	Share Capital	Capital contribution reserve	Accumulated losses	Total
	£000	£000	£000	£000
As at 1 January 2014	41,915	5,065	(14)	46,966
<i>Comprehensive income for the period:</i>				
Profit/(loss) for the period	-	-	(4)	(4)
Total comprehensive income	-	-	(4)	(4)
<i>Contributions by and distributions to owners:</i>				
Capital contributions	-	30,853	-	30,853
As at 31 December 2014	41,915	35,918	(18)	77,815
Adjustment on restated balance	-	-	-	-
As at 31 December 2014 (restated)	41,915	35,918	(18)	77,815
<i>Comprehensive income for the period:</i>				
Profit/(loss) for the period	-	-	36,543	36,543
Total comprehensive income	-	-	36,543	36,543
<i>Contributions from and distributions to owners:</i>				
Dividends	-	-	(36,545)	(36,545)
Capital contributions	-	-	-	-
As at 31 December 2015	41,915	35,918	(20)	77,813

The notes on pages 13 to 23 form part of these financial statements.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

1. Corporate information

The financial statements of Marlin Senior Holdings Limited ("the Company") for the year ended 31 December 2015 were authorised for issue in accordance with a resolution of Directors on 21 September 2016. Marlin Senior Holdings Limited is a limited company incorporated and domiciled in England and Wales. The registered office is located at Marlin House, 16-22 Grafton Road, Worthing, West Sussex, BN11 1QP.

The principal activities of the Company comprise the holding of investments in other group companies.

2. Significant accounting policies

2.1. Basis of preparation

The financial statements of the Company have been prepared in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). The financial statements have been prepared under the historical cost convention, except for the revaluation at current value of certain financial assets. These standards have been applied consistently throughout the current and preceding year.

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

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j)–(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 *Business combinations*;
- the requirements of IFRS 7 *Financial Instruments: Disclosures*;
- the requirements of paragraphs 91 to 99 of IFRS 13 *Fair Value Measurement*;
- the requirements of paragraph 38 of IAS 1 *Presentation of Financial Statements* to present comparative information requirements in respect of:
 - (i) Paragraph 79(a)(iv) of IAS 1;
 - (ii) Paragraph 73(e) of IAS 16 *Property, Plant and Equipment*;
 - (iii) Paragraph 118(e) of IAS 38 *Intangible assets*;
- The requirements of paragraph 10(d), 10(f), 39(c) and 134-136 of IAS 1 *Presentation of Financial Statements*;
- the requirements of IAS 7 *Statement of Cash Flows*;
- the requirements of paragraph 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*;
- the requirements of paragraph 17 of IAS 24 *Related Party Disclosures* and also the requirement to disclose related party transactions entered into between two or more members of a group, provided than any subsidiary which is party to the transaction is wholly owned by such a member; and
- the requirements of 134(d)-(f) and 135(c)-(e) of IAS 36 *Impairment of Assets*.

The Company has taken advantage of the exemption from preparing consolidated financial statements afforded by section 400 of the Companies Act 2006 as it is a wholly owned indirect subsidiary of Cabot Financial Limited and its results are included in the consolidated financial statements of that company. These financial statements therefore present information about the Company as an individual entity alone.

The results of Marlin Senior Holdings Limited are included in the consolidated financial statements of Cabot Financial Limited which are available from 1 Kings Hill Avenue, Kings Hill, West Malling, Kent, ME19 4UA.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2.2. Going Concern

The Company's core business is holding of investments in other group companies. The Company's financial position is therefore partly dependent on the financial condition of the rest of the Group.

The financial position of the Company and liquidity position are described in the financial statements and notes to the accounts on pages 10 to 23. The Company made an operating profit for the year of £36.5 million (2014: £nil) and had net current assets at 31 December 2015 of £36.5 million (2014: £nil). Total equity shareholders' funds at 31 December 2015 were £77.8 million (2014: £77.8 million).

The Group to which the Company belongs (see note 16) has long-term debt financing at 31 December 2015 comprising of Senior Secured Loan Notes due 2019 of £265.0 million issued on 20 September 2012, Senior Secured Loan Notes due 2020 of £150.0 million issued 25 July 2013, Senior Secured Loan Notes due 2020 of £100.0 million issued on 2 August 2013, Senior Secured Loan Notes due 2021 of £175.0 million issued 27 March 2014 and Senior Secured Floating Rate Loan Notes due 2021 of €310.0m issued on 11 November 2015 (2014: £690.0 million).

The Company meets its day to day working capital requirements, including the purchase of portfolios, through its own cash resources supplemented by a revolving credit facility and bank loans

The assets of the Company have been pledged as security for the Senior Secured Loan Notes due 2019, 2020 and 2021 and the senior secured revolving credit facility.

The Group has remained compliant during the year to 31 December 2015 with all the covenants contained in the senior secured loan notes issued and senior secured revolving credit facility. The Group's latest forecasts and cash flow projections have been reviewed and do not indicate any significant uncertainty over the Group's ability to operate within the requirements of the financing arrangements in place and therefore to continue as a going concern.

After making enquiries, the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

2.3. Summary of significant accounting policies

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. It is recognised in the statement of comprehensive income except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income.

Current tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the year end date.

Current tax assets and liabilities are offset only if certain criteria are met.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2.3. Summary of significant accounting policies (continued)

Finance income and costs

Interest income and expense are recognised using the effective interest rate method.

Finance costs include facility fees on bank loans and similar costs and fair value adjustments on interest rate derivatives.

Investments in subsidiaries

Investments in subsidiaries are recognised at cost less provision for impairment.

Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less any cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

Financial instruments

Derivatives

Derivatives are measured initially at fair value and subsequently re-measured to their fair value at each reporting date. Fair values are obtained from quoted prices prevailing in active markets, including recent market transactions, and valuation techniques, included discounted cash flow models and option pricing models as appropriate. All derivatives are included as assets when their fair value is positive, and liabilities when their fair value is negative. The fair value of the derivatives has been classified a "Level 2" fair value measurement.

Financial assets

All financial assets are initially recognised at the transaction date, at which point, IAS 39 *Financial Instruments: Recognition and Measurement* requires that financial instruments be classified into the following categories; at fair value through profit and loss, loans and receivables, held-to-maturity investments or available for sale.

Loan portfolios and trade and other receivables are classified as loans and receivables and measured at amortised cost using the effective interest method, less any impairment.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2.3. Summary of significant accounting policies (continued)

Financial instruments are required to be measured using a fair value hierarchy that reflects the significance of the inputs used in measuring the fair value of those instruments. The fair value hierarchy has the following levels:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial liabilities

Financial liabilities are carried at amortised cost using the effective interest rate method.

Borrowings

Interest bearing loans are recorded at the proceeds received net of direct issue costs. Finance fees are accounted for in the statement of comprehensive income using the effective interest method and are added to the carrying amount of the instrument.

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.4. First-time adoption of FRS 101

These financial statements for the year ended 31 December 2015, are the first the Company has prepared in accordance with FRS 101. For periods up to and including the year ended 31 December 2014, the Company prepared its financial statements in accordance with United Kingdom generally accepted accounting practice (UK GAAP).

The Company has prepared financial statements which comply with FRS 101 applicable for periods ending on or after 31 December 2015, together with comparative period data as at and for the year ending 31 December 2014. In preparing these financial statements, the Company's opening statement of financial position was prepared as at 1 January 2014, the Company's date of transition to FRS 101. An explanation of how the transition to FRS 101 has affected the reporting financial position and financial performance of the Company has been provided in note 17.

2.5. Changes in accounting policies and disclosures

Recent accounting pronouncements

The standards and interpretations that are issued, but not yet effective are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

2.5. Changes in accounting policies and disclosures (continued)

IFRS 9 *Financial Instruments*

In July 2014, the IASB issued the final version of IFRS 9 *Financial Instruments* that replaces IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. IFRS 9 brings together all three aspects of the accounting for financial instruments project: classification and measurement, impairment and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Except for hedge accounting, retrospective application is required but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions.

The Company plans to adopt the new standard on the required effective date. During 2015, the Company began performing a high-level impact assessment of IFRS 9 and is currently determining the potential impact.

IFRS 15 *Revenue from Contracts with Customers*

IFRS 15 was issued in May 2014 and establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new revenue standard will supersede all current revenue recognition requirements under IFRS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 January 2018, when the IASB finalises their amendments to defer the effective date of IFRS 15 by one year. Early adoption is permitted.

The Company plans to adopt the new standard on the required effective date.

Annual Improvements 2012-2014 Cycle

These improvements are effective for annual periods beginning on or after January 1, 2016. They include:

Amendments to IAS 1 *Disclosure Initiative*

The amendments to IAS 1 *Presentation of Financial Statements* clarify, rather than significantly change, existing IAS 1 requirements. The amendments clarify:

- The materiality requirements in IAS 1;
- That specific line items in the statement(s) of profit or loss and OCI and the statement of financial position may be disaggregated;
- That entities have flexibility as to the order in which they present the notes to financial statements;
- That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement(s) of profit or loss and OCI. These amendments are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments are not expected to have any impact on the Company.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires the Directors to make judgements, estimates and assumptions that impact the reported amounts of revenue, expenses, assets and liabilities and the associated disclosures.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

4. Operating profit

Operating profit is stated after charging/(crediting) the following:

	2015 £000	2014 £000
Auditors remuneration ^(a)	-	-

^(a) Auditors remuneration with respect to the Company's audit fees for the year was borne by Cabot Financial (Marlin) Limited a fellow company of the Group.

5. Finance income

	2015 £000	2014 £000
Interest income from parent and other Group undertakings ^(a)	4,066	4,149
	<u>4,066</u>	<u>4,149</u>

^(a) Interest receivable from parent and other Group undertakings is accrued but not paid at a rate of LIBOR plus 4% on trading balances and at a rate of 10.75% on loans.

6. Finance expense

	2015 £000	2014 £000
Interest expense due to parent and other Group undertakings ^(a)	4,068	4,149
	<u>4,068</u>	<u>4,149</u>

^(a) Interest payable to parent and other Group undertakings is accrued but not paid at a rate of LIBOR plus 4% on trading balances and at a rate of 10.75% on loans.

7. Tax

The income tax expense comprises:

	2015 £000	2014 £000
Current tax		
Corporation tax	-	-
Total current tax	-	-
Total income tax expense	<u>-</u>	<u>-</u>

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

7. Tax (continued)

The differences between the total tax expense shown above and the amount calculated by applying the standard rate of UK corporation tax to the accounting profit are as follows:

	2015 £000	2014 £000
Profit/(loss) before tax	36,543	(5)
Income tax expense calculated at standard UK hybrid corporation tax rate of 20.25% (2014: 21.50%)	7,400	(1)
Effects of:		
Tax losses carried forward	-	1
Income not taxable for tax purposes	(7,400)	-
Total income tax expense	-	-

The Finance Act 2015, which reduced the main rate of UK corporation tax to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020, was enacted on 26 March 2015. As this change in rate was substantively enacted prior to 31 December 2015 it has been reflected in the deferred tax assets and liabilities at 31 December 2015.

8. Investment in subsidiaries

	Investment in subsidiary undertakings £000
At 1 January and 31 December 2015	77,834

The principal subsidiary undertakings of the Company are as follows:

Subsidiary undertakings	Date of acquisition	Country of incorporation	Principal activity	% shares held
Marlin Portfolio Holdings Limited	31 October 2012	Great Britain	Holding company	100
Cabot Financial (Marlin) Limited	26 October 2012	Great Britain	Collection of consumer debt in the UK	100
Marlin Legal Services Limited	26 October 2012	Great Britain	Provision of legal staff in the UK	100

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

9. Trade and other receivables

	2015 £000	2014 £000
Loans to other Group undertakings	38,183	-
Amounts owed by parent undertakings	10,533	10,070
Amounts owed by other Group undertakings	61	-
Other receivables	-	60
	<u>48,777</u>	<u>10,130</u>

Loans and amounts due from parent and other Group undertakings are unsecured, have no fixed repayment date, are repayable on demand and interest on such balances is accrued on an arm's length basis. See note 5 for further details.

The Company considers that the carrying amounts of the financial assets included above are a reasonable approximation of their fair value due to their short term nature.

10. Trade and other payables

	2015 £000	2014 £000
Amounts owed to parent undertakings	1,637	-
Amounts owed to other Group undertakings	10,616	10,148
	<u>12,253</u>	<u>10,148</u>

Interest accrued on amounts owed to parent and other Group undertakings is at an arm's length basis and is accrued, not paid. See note 6 for further details.

The Company considers that the carrying amounts of the financial liabilities included above are a reasonable approximation of their fair value due to their short term nature.

11. Borrowings

	2015 £000	2014 £000
Non current		
Loans from parent undertakings	36,545	-
	<u>36,545</u>	<u>-</u>
Current		
Loans from parent undertakings	1,637	-
	<u>1,637</u>	<u>-</u>
Total borrowings	<u>38,182</u>	<u>-</u>
<u>Analysis of loan repayments:</u>		
Within one year	1,637	-
In more than one year but less than 5 years	36,545	-
	<u>38,182</u>	<u>-</u>

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

12. Share capital

	2015 £000	2014 £000
Allotted, called up and fully paid:		
250,709 class "A" Ordinary shares of £1 each, subscription price of £167.19	41,915	41,915
	<u>41,915</u>	<u>41,915</u>

13. Dividends

	2015 £000	2014 £000
<u>Ordinary shares</u>		
Dividends paid	<u>36,545</u>	<u>-</u>

The Directors declared a dividend of £36,545,372, £145.77 per share, during the year (2014: £nil, £nil per share) payable to the direct parent of the Company, Black Tip Capital Holdings Limited.

14. Contingent liabilities

The Company is party to guarantees in relation to the senior committed revolving credit facility drawn by a fellow Group company, the senior secured bridge facility and the Senior Secured Notes due 2019, 2020 and 2021. Amounts outstanding on such borrowings were £954.2 million at 31 December 2015 (2014: £745.3 million). The expectation is that any liability under these guarantees will not be crystallised in the foreseeable future.

15. Related party transactions

The Company has taken advantage of the exemption in paragraph 8(k) of FRS 101 not to disclose transactions with Group companies wherein any subsidiary undertaking which is a party to the transactions is wholly owned by a member of that Group.

16. Ultimate parent company

The Company's immediate parent company is Black Tip Capital Holdings Limited, a company incorporated in England and Wales. The smallest group of which the Company is a member and for which group financial statements are drawn up is Cabot Financial Limited. The Company's ultimate parent company is Encore Capital Group Inc ("Encore"), a company incorporated in Delaware, United States, whose consolidated financial statements are available on their website.

17. First time adoption of FRS 101

As stated in note 2.4, these are the Company's first financial statements prepared in accordance with FRS 101. The accounting policies set out in note 2.3 have been applied in preparing the financial statements for the period ending 31 December 2015, the comparative information, and in the preparation of an opening FRS 101 statement of financial position at 1 January 2014 (the Company's date of transition). In preparing its opening FRS 101 statement of financial position, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with UK GAAP. An explanation of how the transition from previous GAAP to FRS 101 has affected the Company's financial position and financial performance is set out in the following tables.

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

17. First time adoption of FRS 101 (continued)

Effect of FRS 101 adoption for the statement of financial position as at 1 January 2014 (Date of transition)

		Effect of transition to FRS 101			
	Notes	UK GAAP 1 January 2014 £000	Re- classification £000	Re- measurement £000	FRS 101 1 January 2014 £000
Fixed assets					
Investments	A	41,915	5,065	-	46,980
		41,915	5,065	-	46,980
Current assets					
Trade and other receivables	A	36,169	(5,065)	-	31,104
Cash in bank and on hand	2	2	-	-	2
		36,171	(5,065)	-	31,106
Creditors: amounts falling due within one year					
Trade and other payables		(4,416)	-	-	(4,416)
		(4,416)	-	-	(4,416)
Net current assets		31,755	(5,065)	-	26,690
Total assets less current liabilities		73,670	-	-	-
Creditors: amounts falling due after more than one year	A	(31,769)	5,065	-	26,704
Provision for liabilities		-	-	-	-
Net assets		41,901	5,065	-	46,966
Equity					
Called up share capital		251	-	-	251
Share premium		41,665	-	-	41,665
Capital contribution reserve	A	-	5,065	-	5,065
Retained earnings		(15)	-	-	(15)
Total shareholders' funds		41,901	5,065	-	46,966

Marlin Senior Holdings Limited

Notes to the financial statements For the year ended 31 December 2015

17. First time adoption of FRS 101 (continued)

Reconciliation of equity

	Notes	1 January 2014 £000	31 December 2014 £000
Total equity under previous UK GAAP		41,901	77,815
Reclassification of non-interest bearing intercompany loans	A	5,065	-
		5,065	-
Tax effect of the above		-	-
Total affect if transition to FRS 101		5,065	-
Total equity under FRS 101		46,966	77,815

Summary of adjustments

A Movement in current value

Under IFRS non-interest bearing intercompany loans have been reclassified as investments and capital contributions.