

## Miton Asset Management Limited

Company Number: 01949322

Financial statements for the year ended 31 December 2017

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**Directors** 

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(Resigned 30/11/2017)

David Barron

Bart Edgar

(Appointed 09/05/2017)

Piers Harrison

**Secretary** 

Catriona Fletcher

Roger Bennett

(Appointed 15/12/2017) (Resigned 15/12/2017)

**Registered Office** 

6th Floor

Paternoster House

65 St Paul's Churchyard

London EC4M 8AB

**Bankers** 

Bank of Scotland plc

33 Old Broad Street

London EC2N 1HW

**HSBC** 

165 Fleet Street

London EC4A 2DY

**Solicitors** 

Stephenson Harwood

1 Finsbury Circus

London EC2M 7SH

**Auditors** 

Ernst & Young LLP

25 Churchill Place Canary Wharf

London E14 5EY

### STRATEGIC REPORT

The Directors present their Strategic Report and the audited financial statements (the "financial statements") of Miton Asset Management Limited (the "Company") for the year ended 31 December 2017.

## Operating and financial review

The principal activity of the Company during the year continued to be the provision of investment management services to 14 (2016: 13) open and closed ended investment funds. Assets under Management ("AuM") ended the year at £3,641 million compared with £2,717 million as at 31 December 2016.

The Company is regulated by the Financial Conduct Authority ("FCA").

The Directors are satisfied that the results for the year are broadly in line with expectations. The profit for the year after taxation amounted to £3,022,777 (2016: £1,593,552).

The key financial and other performance indicators during the year were as follows:

	2017	2016	Change
	£	£	%
Assets under Management ("AuM")	3,641,239,811	2,717,382,801	34
Average AuM	3,173,697,073	2,601,066,789	22
Turnover	25,767,690	21,740,339	19
Administrative expenses	16,260,935	15,209,872	7

Pleasingly, the LF Miton European Opportunities Fund launched in December 2015 ended the year at £181 million in AuM an increase of 121%.

The LF Miton UK Multi Cap Income Fund reached the landmark of passing through £1bn in AuM during the year.

Following the appointment of Andrew Jackson who took over managing LF Miton UK Value Opportunities Fund in 2016, the fund saw positive net flows in 2017 with AuM ending the year at £389 million, an increase of 34% since 31 December 2016 (2016: £290 million).

The Miton UK MicroCap Trust plc raised an additional £5 million through a C Share issue in February. This focus on the very smallest companies continues to attract client interest and attention. Miton Global Opportunities plc underwent a share issuance programme in 2017, a total of 990,000 shares were issued raising net flows of £2.7m.

The multi-asset fund range saw positive net flows in excess of £127m and creations in 49 out of 52 weeks if the year. AuM managed by the team increased by 29% to end the year at £868m.

The focus on diversification of the fund range remains a key strategic objective. Following the appointment of Jim Wright to the investment team, 2017 saw the launch of the global infrastructure income fund which had attracted £20m in AuM as at 31 December 2017.

Turnover increased by 19% during the year reflecting the growth in the average AuM. The average AuM was £3,174 million, an increase of 22% over £2,601 million achieved in 2016. Administrative expenses increased by 7% during the year, this increase was predominantly due to higher variable employment costs reflecting the increased net revenues generated by the company and the underlying profitability.

## STRATEGIC REPORT (continued)

## Principal risks and uncertainties

The Company faces a range of risks originating both externally and from within the fund management business.

#### Market risk

Market risk arises in relation to the investments held by funds managed by the Company and the revenue generated from the management charge on the value of those assets. The Company's funds are invested in a wide range of asset classes under different investment mandates including single strategy equity, multi-asset and portfolios of collective investment schemes. The overall market risk is well diversified away from specific market dependencies. To the extent that different asset classes behave differently in times of higher volatility, the Company's funds under management and revenues are likely to be less affected than would be the case in a business with a single asset class.

## External and regulatory risks

External risks include those arising from non-adherence to relevant regulations and legislation and any changes as they occur. The Companies Act and the FCA Handbook are especially relevant. We pay particular attention to comply with all relevant investment, taxation and operational regulatory laws and rules including various reporting requirements. Specific controls, reporting procedures and review processes have been established to prevent, detect and address any non-compliance.

The Company operates in a complex and dynamic regulatory environment. The Company's ultimate parent company, Miton Group plc, prepares an ICAAP on a group-wide basis and the Pillar 3 disclosure is available on the Miton Group plc website. As a consequence, the Company does not produce an ICAAP or make Pillar 3 disclosures on an individual company basis.

## Operational risk

Operational risk is the risk of loss arising from a failure in internal systems, procedures, outsourced functions and also from external events. Three fundamental elements of our operational structure are people, information technology and outsourced services.

Key priorities for our technology and systems are to maintain operational performance and reliability. The various outsourced services provided are monitored on an ongoing basis and reviewed at regular intervals both internally and through meetings with the relevant organisations. Comprehensive business continuity planning is in place to ensure the ongoing operation of key business functions in the event of normal systems being interrupted. These arrangements are tested at least annually.

#### **Credit Risk**

The Company is subject to credit risk arising as a result of counterparty exposure in the Company's receivable balances from fund management clients and in relation to the cash balances placed with financial institutions. We monitor closely the creditworthiness of all relevant counterparties both directly and through third party reports. We have a diversification policy of allocating cash deposits between at least two suitable institutions.

## **STRATEGIC REPORT** (continued)

### Financial instrument risk

Miton Group Plc and its subsidiaries ("the Group") has established a risk and financial management framework whose primary objectives are to protect the Group from events that hinder the achievement of the Group's performance objectives.

The objectives aim to limit undue counterparty exposure, ensure sufficient working capital exists and monitor the management of risk at a business unit level.

## **Going Concern**

The operating and financial review sets out the Company's business activities, financial position and factors likely to affect its future development, performance and position. Additionally, it lays out the Company's objectives, policies and processes for managing the key risks it faces.

The Company has sufficient financial resources and as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the Directors have a reasonable expectation that the Company has 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.

By order of the Board

C Fletcher

**Company Secretary** 

16 March 2018

### **DIRECTORS' REPORT**

The Directors present their report and the financial statements of the Company for the year ended 31 December 2017.

#### **Dividends**

£1,250,000 dividends were declared in the current year (2016: £nil).

#### Directors

The Directors of the Company who served during the year and up to the date of approval are listed on page 1.

### Directors' liabilities

The Company did not have any liabilities with the Directors during the year. No indemnities were granted to Directors during the year.

### Financial instruments

Details of the financial instruments are provided in the Strategic Report on page 4.

## **Disclosure of information to the Auditors**

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors, each Director has taken all the steps that he is obliged to take as a Director in order to have made himself aware of any relevant audit information and to establish that the auditor is aware of that information.

## **Auditors**

A resolution concerning the re-appointment of Ernst & Young LLP as auditors will be proposed at the Annual General Meeting.

By order of the Board

C Fletcher / Company Secretary

16 March 2018

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Strategic Report, Directors' Report and the accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare accounts for each financial year. Under that law the Directors have elected to prepare the accounts 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. Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing these accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts 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 accounts 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 MITON ASSET MANAGEMENT LIMITED

## **Opinion**

We have audited the financial statements of Miton Asset Management Limited for the year ended 31 December 2017 which comprise the Income Statement, Statement of Changes in Equity and Statement of Financial Position and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## 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 below. 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 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.

## 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITON ASSET MANAGEMENT LIMITED (continued)

## Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the 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.

## Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

### 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITON ASSET MANAGEMENT LIMITED (continued)

### Matters on which we are required to report by exception

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 material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

## **Responsibilities of Directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Matthew Price (Senior statutory auditor)

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for and on behalf of Ernst & Young LLP, Statutory Auditor

London

26 March 2018

# INCOME STATEMENT For the year ended 31 December 2017

	Note	2017 £	2016 £
Turnover	2	25,767,690	21,740,339
Cost of sales Fees and commission expense		(5,763,884)	(4,541,163)
Gross profit		20,003,806	17,199,176
Administrative expenses			
Other operating expenses		(16,260,935)	(15,209,872)
Operating profit	3	3,742,871	1,989,304
Other interest receivable	5	1,017	2,549
Profit on ordinary activities before taxation		3,743,888	1,991,853
Tax on profit on ordinary activities	6	(721,111)	(398,301)
Profit on ordinary activities after taxation		3,022,777	1,593,552

All amounts relate to continuing activities.

There are no items of other comprehensive income and therefore the profit for the year is also the total comprehensive income.

The notes on pages 13 to 17 form part of these accounts.

# STATEMENT OF CHANGES IN EQUITY For the year ended 31 December 2017

	Note	Share Capital £	Profit and Loss £	Total £
At 1 January 2016		7,402	5,560,445	5,567,847
Profit for the year		-	1,593,552	1,593,552
At 31 December 2016	_	7,402	7,153,997	7,161,399
Profit for the year		-	3,022,777	3,022,777
Equity dividends paid	11	-	(1,250,000)	(1,250,000)
At 31 December 2017	_	7,402	8,926,774	8,934,176

The notes on pages 13 to 17 form part of these accounts.

## STATEMENT OF FINANCIAL POSITION As at 31 December 2017

	Note	2017 £	2016 £
Current assets Debtors Cash at bank	8	2,334,553 9,305,275	1,902,380 7,946,704
Total assets		11,639,828	9,849,084
Creditors - amounts falling due within one year			
Trade and other creditors Amounts due to Group undertakings	9	495,880 2,209,772	117,552 2,570,133
		2,705,652	2,687,685
Net current assets		8,934,176	7,161,399
Net assets		8,934,176	7,161,399
Capital and reserves			
Called up share capital Profit and loss account	10	7,402 8,926,774	7,402 7,153,997
Total shareholders' funds		8,934,176	7,161,399

The financial statements were approved and authorised for issue by the Board on 16 March 2018.

D Barror Director

The notes on pages 13 to 17 form part of these financial statements.

### NOTES TO THE FINANCIAL STATEMENTS

#### 1 ACCOUNTING POLICIES

## Statement of compliance

Miton Asset Management Limited is a limited liability company incorporated in England. The Registered Office is 6<sup>th</sup> Floor, Paternoster House, 65 St Paul's Churchyard, London, EC4M 8AB.

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2017.

## Basis of preparation

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

### **Taxation**

The Company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 6.

## **Consolidated financial statements**

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertaking are included in the consolidated financial statements of its ultimate parent Miton Group plc. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

### **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration receivable, is stated net of value added tax and is earned within the United Kingdom.

#### **Taxation**

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that that have been enacted or substantively enacted by the reporting date.

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

## 1 ACCOUNTING POLICIES (CONTINUED)

### Taxation (continued)

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements except that:

- provision is made for the deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;
- unrelieved tax losses and other deferred tax assets are recognised only to the extent that
  the directors consider it probable that they will be recovered against the reversal of
  deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### Cash flow statement

On the grounds that the Company is a subsidiary undertaking, 100% of whose voting rights are controlled within a group which prepares publicly available consolidated financial statements in which the results of the Company are included, it is exempt from the requirement to prepare a cash flow statement under FRS 102 Section 1.12 (b).

## **Functional currency**

The financial statements are prepared in sterling which is the functional currency.

## Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

### 2 TURNOVER

Turnover represents the amounts derived from providing investment management services which fall within the Company's ordinary activities, supplied by the Company in the United Kingdom, exclusive of VAT.

### 3 OPERATING PROFIT

Operating profit is stated after charging:	2017 £	2016 £
Management charges Auditors' remuneration – statutory audit *	16,244,600	15,169,991 -

<sup>\*</sup> In 2017 Auditors' remuneration of £19,500 (2016: £22,000) was paid by other Miton Group companies.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 4 DIRECTORS' EMOLUMENTS

The Company has no direct employees. The remuneration of the Directors is paid by other Miton Group companies, and no Directors received remuneration specifically for their services to this Company. It is not possible to apportion their total remuneration between companies within the Group. Disclosures are provided within the Group accounts.

5 OTHER INTEREST RECEIVABLE	2017 £	2016 £
Bank interest	1,017	2,549
	1,017	2,549
6 TAXATION		
(a) Tax on profit on ordinary activities		
The tax charge is made up as follows:	2017 £	2016 £
Current tax UK corporation current tax	721,110	364,815
Tax under/(over) provided in previous years	1	(70)
Total current tax charge	721,111	364,745
Deferred tax		33,556
Tax on profit on ordinary activities	721,111	398,301
(b) Factors affecting total tax charge		
The tax assessed on the profit on ordinary activities for t corporation tax in the UK. The differences are reconciled		standard rate of
	2017 £	2016 £
Profit on ordinary activities before tax	3,743,888	1,991,853
Profit on ordinary activities multiplied by the weighted average standard rate of corporation tax in the UK of 19.26% (2016: 20%)	721,110	398,371
Adjustment in respect of prior years	1	(70)
Total tax charge	721,111	398,301

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

## 6 (c) Deferred tax

- (-)	2017	2016
	£	£
Deferred tax at the beginning of the year The movement in the provision is as follows:	-	33,556
Utilisation of losses brought forward		(33,556)
Deferred tax asset at the year end	-	-

## 7 INVESTMENT IN SUBSIDIARY

The Company holds 100% of the ordinary shares of Miton (Hong Kong) Limited, an unlisted Company incorporated and registered at 62/F, One Island East, 18 Westlands Road, Islands East, Hong Kong, the investment in this subsidiary is carried at £Nil due to a prior period impairment (2016: £Nil).

8 DEBTORS	2017 £	2016 £
Trade debtors Prepayments Amounts due from Group undertakings	1,528,403 3,836 789,653	1,127,960 4,247 740,484
Other debtors	2,334,553	29,689 1,902,380
9 TRADE AND OTHER CREDITORS	2017 £	2016 £
Trade creditors	10,966	8,063
Accruals	69,254	55,828
Corporation tax	415,660	53,661
	495,880	117,552

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

10 CALLED UP SHARE CAPITAL	2017 £	2016 £
Authorised 100,000 Ordinary Shares of £1 each	100,000	100,000
Allotted, called up and fully paid 7,402 Ordinary Shares of £1 each	7,402	7,402
11 DIVIDENDS	2017	2016
Declared during the year:	£	£
12 December 2017: £168.87 per share (2016: £Nil)	1,250,000	
Total	1,250,000	

### 12 ULTIMATE PARENT COMPANY

The ultimate parent company is Miton Group plc which is registered in England and Wales. Consolidated financial statements for the Group can be obtained from the Registered Office at 6<sup>th</sup> Floor, Paternoster House, London, EC4M 8AB or from the Group's website, www.mitongroup.com.

## 13 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under paragraph 33.5 of FRS 102 not to show related party transactions between Group undertakings within its accounts on the basis that it is a wholly owned subsidiary of Miton Group plc.

## 14 EVENTS AFTER THE REPORTING PERIOD

On 31 January 2018 Miton (Hong Kong) Limited was formally dissolved through a solvent members' voluntary liquidation.