Strategic Report, Report of the Directors and

Audited Financial Statements for the Year Ended 31 December 2018

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COMPANIES HOUSE

Deloitte LLP

Hill House
1 Little New Street
London
United Kingdom
EC4A 3TR

REGISTERED NUMBER: 01970853 (England and Wales)

LAZARD FUND MANAGERS LIMITED

Strategic Report, Report of the Directors and

Audited Financial Statements for the Year Ended 31 December 2018

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<u>Company Information</u> <u>for the Year Ended 31 December 2018</u>

DIRECTORS:

J Reinsberg M D Allen N A Paul J M Taylor

SECRETARY:

T Russell

REGISTERED OFFICE:

50 Stratton Street

London WIJ 8LL

REGISTERED NUMBER:

01970853 (England and Wales)

AUDITOR:

Deloitte LLP Hill House

1 Little New Street

London

United Kingdom EC4A 3TR

Strategic Report for the Year Ended 31 December 2018

The directors present their report for the year ended 31 December 2018.

REVIEW OF BUSINESS

At the end of the year there were 10 (2017: 10) sub-funds of Lazard Investment Funds.

The profit for the year after taxation was £624,373 (2017; £858,871).

There have been no changes to the allotted share capital during the year.

PRINCIPAL RISKS AND UNCERTAINTIES

Principal risks and uncertainties faced by the company include the loss of clients and withdrawal of assets under management due to influences from general market conditions, product types and the performance of the company's strategies. In order to mitigate these risks, the Lazard Asset Management group - of which Lazard Fund Managers is a part of - exerts strong control and oversight over its strategies and funds through the Lazard Oversight Committee, a global asset management committee based in New York which comprises the group's head of risk, senior management and investment professionals and through the London Operational Risk Committee ("LORC"). The company also calls on strong and experienced Marketing and Client Services departments to ensure clients are kept aware of market conditions and Lazard's relative performance through regular client meetings and reporting.

The Lazard Asset Management group takes appropriate steps to minimise the impact of operational risks faced by the company through the operation of the London Operating Committee ("LOC") and the LORC which oversee the company's risks and ensure that the company creates and implements processes to identify, measure and monitor those risks.

The company does not have any involvement in the use of financial instruments and the associated market risks of holding or trading in such instruments.

Credit risk is limited to amounts receivable through direct deduction of management fees from mutual funds by the Trustees.

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, cash and cash equivalents are held in a current account with major financial institutions. The company also assesses the adequacy of its liquidity on a constant basis through its obligations under the regulatory requirements of the Financial Conduct Authority.

The LORC monitors the impact of cash flow risk on an ongoing basis.

The company manages capital adequacy with reference to the Lazard Asset Management (UK) Holdings Limited group Internal Capital Adequacy Assessment Process (ICAAP), as required by the FCA. In particular, the ICAAP establishes the minimum capital requirement with reference to a number of stress tests and scenario analyses.

Details of Lazard Fund Managers Limited approach to capital adequacy, as required under Pillar III of the Capital Requirements Directive are included in Lazard Asset Management (UK) Holdings Limited consolidated financial statements as of the year ended 31 December 2018, which also provide information regarding the remuneration policies and practices for those staff whose professional activities have a material impact on the group's risk profile. These financial statements can be obtained from the Registered Office, 50 Stratton Street, W1J 8LL.

UNITED KINGDOM EXIT FROM THE EUROPEAN UNION

The United Kingdom is scheduled to depart from the European Union ("EU") after the date upon which these financial accounts are approved by the company's Board of directors. Details of the future arrangements between the UK and the EU are not known and current uncertainty regarding their outcome is expected to continue for some time. From a regulatory perspective, the company currently does not believe that any of the potential arrangements that are likely to be agreed will have a material adverse impact on activities but the company continues to actively monitor the situation and make preparations to mitigate any potential adverse outcomes.

Strategic Report for the Year Ended 31 December 2018

KEY PERFORMANCE INDICATORS

During the year total assets under management fell by £333,657,000 (15%) to £1,870,627,000 (2017: £2,204,284,000) through underlying market depreciation of £267,245,000 (12%) and net outflows of £66,412,000 (3%).

Annual average assets under management fell by £61,201,000 (3%) to £2,069,253,000 (2017: £2,130,454,000) and by consequence associated annual revenues of £15,132,553 were 8% below prior year (2017: £16,326,740).

ON BEHALF OF THE BOARD:

T Russell - Secretary

Date: 24 April 2019

Report of the Directors

for the Year Ended 31 December 2018

The directors present their annual report with the audited financial statements of the company for the year ended 31 December 2018.

PRINCIPAL ACTIVITY

Lazard Fund Managers Limited ("the company") is a wholly-owned subsidiary of Lazard Asset Management Limited and acts as authorised corporate director to Lazard Investment Funds; Lazard Investment Funds is an open ended investment company.

There have not been any significant changes in the company's principal activities in the year under review and the company expects to continue to trade in this way for the foreseeable future.

The company is regulated by the Financial Conduct Authority "FCA" (previously the Financial Services Authority "FSA").

DIVIDENDS

Interim dividends totalling £0.43589 per share were paid during the year. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 December 2018 was £850,000 (2017: £1,000,000).

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

J Reinsberg M D Allen

Other changes in directors holding office are as follows:

W J Smith - resigned 30 June 2018 G Mazzari - resigned 3 July 2018 N A Paul - appointed 31 October 2018 J M Taylor - appointed 7 March 2018

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

GOING CONCERN BASIS

As can be seen from the statement of financial position, the company has considerable financial resources and as a consequence the directors believe that the company is well placed to manage its business risks successfully despite the uncertain economic outlook.

After making enquiries, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason the directors continue to adopt the going concern basis in preparing the financial statements.

Report of the Directors for the Year Ended 31 December 2018

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

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 ought to have taken as a director to make himself 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.

AUDITOR

The company has elected to dispense with the obligation to appoint an auditor annually and, accordingly, Deloitte LLP shall be deemed to be re-appointed as auditor for a further term under the provisions of Section 487(2) of the Companies Act 2006.

ON BEHALF OF THE BOARD:

T Russell - Secretary

Date: 24 April 2019

Statement of Directors' Responsibilities for the Year Ended 31 December 2018

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, 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 accounting standards have been followed; subject to any material departures disclosed and explained in the financial statements;
- 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.

The directors are also responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of Lazard Fund Managers Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Lazard Fund Managers Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including 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 of the company which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 15.

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 ('FRC') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

We have nothing to report in respect of these matters.

Other information

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

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

We have nothing to report in respect of these matters.

Report of the Independent Auditor to the Members of Lazard Fund Managers Limited - continued

Responsibilities of directors

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, 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.

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 strategic report and the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the report of the directors have 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 strategic report or the report of the directors.

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.

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.

Andrew Partridge (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

25 April 2019

Statement of Comprehensive Income for the Year Ended 31 December 2018

	Notes	2018 £	2017 £
TURNOVER	3	15,132,553	16,326,740
Administrative expenses	4	(14,362,035)	(15,315,765)
		770,518	1,010,975
Other operating income		17	27
OPERATING PROFIT	5	770,535	1,011,002
Interest receivable and similar income		296	628
		770,831	1,011,630
Interest payable and similar expenses	6		(202)
PROFIT BEFORE TAXATION		770,831	1,011,428
Tax on profit	7	(146,458)	(152,557)
PROFIT FOR THE FINANCIAL YEA	AR ,	624,373	858,871
OTHER COMPREHENSIVE INCOM	ΙE		
TOTAL COMPREHENSIVE INCOM THE YEAR	E FOR	624,373	858,871

LAZARD FUND MANAGERS LIMITED (REGISTERED NUMBER: 01970853)

Statement of Financial Position 31 December 2018

•	Notes	2018 £	2017 £
CURRENT ASSETS			
Debtors	8	4,740,781	7,928,395
Investments	9	· · -	63,466
Prepayments and accrued income		50,073	40,605
Cash at bank		2,120,875	2,123,931
		6,911,729	10,156,397
CREDITORS Amounts falling due within one year	10	(3,921,787)	(6,940,828)
NET CURRENT ASSETS		2,989,942	3,215,569
TOTAL ASSETS LESS CURRENT LIABILITIES		2,989,942	3,215,569
CAPITAL AND RESERVES			
Called up share capital	11	1,950,000	1,950,000
Retained earnings		1,039,942	1,265,569
SHAREHOLDERS' FUNDS		2,989,942	3,215,569

The financial statements were approved and authorised for issue by the Board of Directors on 24 April 2019 and were signed on its behalf by:

Statement of Changes in Equity for the Year Ended 31 December 2018

	Called up share capital £	Retained earnings	Total equity £
Balance at 1 January 2017	1,950,000	1,406,698	3,356,698
Changes in equity Dividends Total comprehensive income Balance at 31 December 2017	1,950,000	(1,000,000) 858,871 1,265,569	(1,000,000) 858,871 3,215,569
Changes in equity Dividends Total comprehensive income	<u> </u>	(850,000) 624,373	(850,000) 624,373
Balance at 31 December 2018	1,950,000	1,039,942	2,989,942

Notes to the Financial Statements for the Year Ended 31 December 2018

1. STATUTORY INFORMATION

Lazard Fund Managers Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Critical accounting judgements and key sources of estimation uncertainty

Due to the nature of the company's business and having considered the key sources of income and expenditure, assets and liabilities, and the company's accounting policies, the directors do not believe there are any critical accounting judgements or key sources of estimation uncertainty.

Turnover

Turnover, net of VAT, represents investment management income and expenses from advisory and administrative services, as well as income derived from the sale and cancellation of units, which is recognised on the net basis in accordance with the requirements of FRS 102 Section 23 as the company is considered to be acting as agent for such transactions. These activities are performed in the normal course of business.

Investment management and investment advisory and administration services are recognised as the services are performed. Such fees are primarily based on predetermined percentages of the market value of the assets under management. Income derived from the sale and cancellation of units is recognised as the services are performed.

The company contracts with third parties and affiliates for various mutual fund distribution, investment management and shareholder servicing to be performed on behalf of certain funds of Lazard Investment Funds of which the company is the authorised corporate director ("ACD"). Such arrangements generally are priced as a portion of the fee paid by the fund to the company under the ACD Agreement. In certain cases, the fund takes on the primary responsibility for payment for services such that the company bears no credit risk to the third party. The company accounts for such retrocession arrangements in accordance with Section 23 Revenue of FRS 102, and has recorded its turnover net of retrocessions.

Under contracts with Lazard Investment Funds and the company, the affiliates responsible for the investment management of the funds are entitled to a portion of the fee paid to the company. The company is responsible for collecting the fee and paying the fee share to affiliates on a limited recourse basis.

Client money liabilities

Where repurchase deals on behalf of clients are processed a creditor is booked within unit creditors. In accordance with the Client Assets Sourcebook ("CASS") rules, the funds to settle these transactions are protected in segregated client money accounts which are not included in the Company Statement of Financial Position.

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

3. TURNOVER

4.

The turnover and profit before taxation are attributable to the principal activities of the company.

	2018 £	2017 £
Investment Management Fees collected on behalf of affiliates Investement Management Fees retained as authorised corporate	10,916,799	12,018,062
director of Lazard Investment Funds	4,218,973	4,298,231
Net income from transaction in units	(3,219)	10,447
	15,132,553	16,326,740
All revenue is generated within the UK	2018	2017
Transactions in units of the unit trusts under management	£ 2018	£
Units sold	549,202,789	514,487,180
Units liquidated	357,112,372	442,863,240
	906,315,161	957,350,420
Costs of units sold and liquidated	(906,318,380)	(957,339,973)
Net income from transactions in units	(3,219)	10,447
Management fees	15,135,772	16,316,293
	15,132,553	16,326,740
ADMINISTRATIVE EXPENSES		
	2018 £	2017 £
Investment Management fees collected on behalf of affiliates	10,916,799	12,018,062
Group centralised cost sharing	1,008,727	780,035
External fund administration	1,882,512	1,806,726
Other direct costs	553,996	710,942
	14,362,035	15,315,765

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

5. **OPERATING PROFIT**

- The company has no direct employees (2017: none). The directors receive no emoluments in respect of their services as directors of the company (2017: £nil). The directors, and other staff involved in the company's operations, are employed by Lazard Asset Management Limited, are remunerated by that company and that remuneration is included in a management charge levied by that company.
- Audit fees are charged to and paid by Lazard Asset Management Limited. The amount allocated to the company in 2018 was £30,295 (2018: £29,413). In addition, the amount allocated to the company in 2018 for Client Assets Assurance Opinion Fees (CASS) was £32,000 (2017: £12,000)

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	2018	2017
	£	£
Interest payable	-	202

7. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2018 £	. 2017 £
Current tax: Current year charge	146,458	152,557
Tax on profit	146,458	152,557

UK corporation tax has been charged at 19.00% (2017: 19.25%).

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is the same as the standard rate of corporation tax in the UK.

Profit before tax	2018 £ 770,831	2017 £ 1,011,428
Profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2017: 19.25%)	146,458	194,649
Effects of: Adjustments to tax charge in respect of previous periods	-	(42,092)
Total tax charge	146,458	152,557

Difference in tax rates is due to tax rates changing from 20.00% to 19.00% (maintained in 2018) during 2017 per the Finance Act 2015.

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

8. **DIVIDENDS**

ο.	DIVIDENDS			
	Ordinary shares of £1 each		2018 £	2017 £
	Paid: Interim dividend for the year ended 31 December 2018 £0.44p (2017: sordinary share	£0.52p) per	850,000	1,000,000
9.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		2018	2017
	Trade debtors Amounts owed by group undertakings		4,712,150 28,631	£ 7,928,395
			4,740,781	7,928,395
10.	CURRENT ASSET INVESTMENTS		2018	2017
	Managers Box		<u></u>	£ 63,466
	The company's holdings were liquidated during the third quarter of 201	18.		
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	1	2018	2017
	Trade creditors Amounts owed to group undertakings Tax		£ 3,603,496 - 1,502	6,566,489 65,223 74,557
	Accruals and deferred income		316,789 3,921,787	234,559 6,940,828
12.	CALLED UP SHARE CAPITAL			
	A Nesteral Service and Caller metals			
	Allotted, issued and fully paid: Number: Class:	Nominal value:	2018 £	2017 £
	1,950,000 Ordinary	£1	1,950,000	1,950,000

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

13. ULTIMATE PARENT COMPANY

Lazard Limited (incorporated in Bermuda) is regarded by the directors as being the company's ultimate parent company and is the largest group which includes the company and for which group accounts are prepared. Lazard Ltd is also the ultimate controlling party of the company.

Copies of the Lazard Limited financial statements may be obtained from The Secretary, Lazard Limited, 30 Rockefeller Plaza, New York, NY 10020, USA.

The company's immediate controlling party is Lazard Asset Management Limited, a company incorporated in Great Britain and registered in England and Wales.

The parent company of the smallest group, which includes the company and for which group accounts are to be prepared, is Lazard Asset Management (UK) Holdings Limited a company incorporated in Great Britain and registered in England and Wales.

Copies of the Lazard Asset Management (UK) Holdings Limited financial statements may be obtained from The Secretary, Lazard Asset Management (UK) Holdings Limited, 50 Stratton Street, London W1J 8LL.

14. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, not to disclose related party transactions with wholly owned subsidiaries within the group.

The related party debtors and creditors, as at year end, have been disclosed within notes 9 and 11.

15. POST BALANCE SHEET EVENTS

There were no subsequent events or transactions since the statement of financial position date.