

INVESTEC FUND MANAGERS LIMITED

AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

(Registration number: 02392609)

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INVESTEC FUND MANAGERS LIMITED**DIRECTORS' RESPONSIBILITY STATEMENT FOR THE FINANCIAL STATEMENTS**

For the year ended 31 March 2018

The directors of Investec Fund Managers Limited ("the Company") are responsible for preparing the directors' report, strategic 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 they have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs).

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 estimates that are reasonable and prudent;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INVESTEC FUND MANAGERS LIMITED

DIRECTORS' REPORT

For the year ended 31 March 2018

The directors present their report and the audited financial statements for the year ended 31 March 2018.

Legal form and domicile

The Company is domiciled in the United Kingdom and its principal place of business is Woolgate Exchange, 25 Basinghall Street, London, EC2V 5HA, United Kingdom.

Share capital

Share capital is set out in the financial statements.

Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors

The directors of the Company at year end who, unless otherwise stated, held office throughout the year under review were:

D J Aird
A J Fletcher
J C Green
K M McFarland
J T McNab

Holding company

The holding and ultimate holding companies are Investec Asset Management Limited and Investec plc respectively. Both companies are incorporated in England & Wales.

Post balance sheet events

No material events or circumstances have occurred from the year end to the date the annual financial statements were approved.

By order of the board of directors:



M Slade
Secretary
6 June 2018

INVESTEC FUND MANAGERS LIMITED

STRATEGIC REPORT

For the year ended 31 March 2018

The Company is an asset management company and is engaged in the business of managing investment portfolios on behalf of mutual fund clients through collective investment schemes known as Open Ended Investment Companies (OEICs) and is the Alternative Investment Fund Manager of Temple Bar Investment Trust plc.

There are certain inherent risks from pursuing this objective, but the main risk is market price risk as in many cases the income derived from the Company's activities is based on the value of assets under management. To some extent, therefore, the income received by the Company is dependent on the collective value of the investment portfolios that it manages which in turn is influenced by the progress of global financial markets.

A further key risk facing the business is regulatory risk. This relates to the risk of censure or any other kind of action from a regulatory body that would have a detrimental impact upon the reputation of the Company and might as a result jeopardise its ability to deliver satisfactory levels of profit over the longer term. This is mitigated by the existence of comprehensive internal controls covering all aspects of the Company's business and operations, including a fully staffed international compliance team, based in the United Kingdom, which reports directly to the board.

Both the level of business and the year end financial position are satisfactory, and the Company is expected to continue to pursue its current activities for the foreseeable future. The Company is authorised and regulated by the Financial Conduct Authority.

OEIC assets under management increased over the year from £11.4 billion to £11.6 billion. Assets under management for Temple Bar Investment Trust plc decreased over the year from £1.0 billion to £969 million. Subject to there being no significant setback in global financial markets, there is every prospect that the business will prosper in the coming year.

The results and dividends declared for the current and prior years are set out in the financial statements and require no further comment.

By order of the board of directors:



M Slade
Secretary
6 June 2018

INVESTEC FUND MANAGERS LIMITED**INDEPENDENT AUDITOR'S REPORT**

For the year ended 31 March 2018

To the member of Investec Fund Managers Limited

Opinion

We have audited the financial statements of Investec Fund Managers Limited ("the company") for the year ended 31 March 2018 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows, and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union;
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 1, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view. They are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INVESTEC FUND MANAGERS LIMITED

INDEPENDENT AUDITOR'S REPORT

For the year ended 31 March 2018

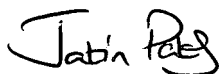
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Jatin Patel (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

6 June 2018

INVESTEC FUND MANAGERS LIMITED
STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2018

	<i>Notes</i>	2018 £'000	2017 £'000
Service fees		98,227	89,304
Interest income		23	36
Revenue		98,250	89,340
Investment and administration expenses		(88,006)	(78,622)
Foreign exchange losses		(15)	(23)
Profit from operations before tax	2	10,229	10,695
Income tax expense	3	(1,942)	(2,135)
Profit and total comprehensive income for the year		8,287	8,560

INVESTEC FUND MANAGERS LIMITED
STATEMENT OF FINANCIAL POSITION
At 31 March 2018

	Notes	2018 £'000	2017 £'000
Assets			
Trade receivables		9,754	9,639
Other receivables		93	112
Investments	5	153	153
Cash and cash equivalents	6	14,577	14,519
Amounts receivable from group companies	8	200	39
Subscription accounts receivable		40,038	61,842
Total current assets		64,815	86,304
Total assets		64,815	86,304
Equity			
Share capital	7	4,000	4,000
Retained earnings		3,341	3,479
Total equity		7,341	7,479
Liabilities			
Amounts payable to group companies	8	5,235	7,326
Trade and other payables		11,326	10,733
Income tax payable		4,081	2,139
Subscription accounts payable		24,688	42,313
Subscription cash		12,144	16,314
Total current liabilities		57,474	78,825
Total equity and liabilities		64,815	86,304

The financial statements were approved by the board of directors on 6 June 2018 and signed on its behalf by:


K M McFarland
Director


J C Green
Director

INVESTEC FUND MANAGERS LIMITED**STATEMENT OF CHANGES IN EQUITY**

For the year ended 31 March 2018

	Share capital £'000	Retained earnings £'000	Total equity £'000
2018			
Opening balance	4,000	3,479	7,479
Profit and total comprehensive income for the year		8,287	8,287
Dividends paid		(8,425)	(8,425)
Closing balance	4,000	3,341	7,341
2017			
Opening balance	4,000	10,309	14,309
Profit and total comprehensive income for the year		8,560	8,560
Dividends paid		(15,390)	(15,390)
Closing balance	4,000	3,479	7,479

INVESTEC FUND MANAGERS LIMITED**STATEMENT OF CASH FLOWS**

For the year ended 31 March 2018

	Notes	2018 £'000	2017 £'000
Cash flows from operating activities			
Profit from operations before tax		10,229	10,695
Adjusted for:			
Interest income		(23)	(36)
Foreign exchange losses		15	23
Operating profit before working capital changes		10,221	10,682
Working capital changes:			
Trade receivables		(115)	(1,433)
Other receivables		19	82
Amounts receivable from group companies		(161)	109
Subscription accounts receivable		21,804	2,061
Foreign exchange losses related to receivables and payables		(15)	(23)
Amounts payable to group companies		(2,091)	4,766
Trade and other payables		593	1,102
Subscription accounts payable		(17,625)	(1,036)
Subscription cash		(4,170)	(998)
Cash flow from operations		8,460	15,312
Interest received		23	36
Income tax paid		-	(9,685)
Balance at beginning of year		(2,139)	(9,689)
Current tax	3	(1,942)	(2,135)
Balance at end of year		4,081	2,139
Net cash flows from operating activities		8,483	5,663
Cash flows from investing activities			
Net disposal of investments		-	69
Net cash flows from investing activities		-	69
Cash flows from financing activities			
Dividends paid		(8,425)	(15,390)
Net cash flows from financing activities		(8,425)	(15,390)
Net change in cash and cash equivalents		58	(9,658)
Cash and cash equivalents at beginning of year		14,519	24,177
Cash and cash equivalents at end of year	6	14,577	14,519

INVESTEC FUND MANAGERS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 March 2018

1 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

Basis of preparation

The financial statements have been prepared on a going concern basis, in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs) and the requirements of the Companies Act 2006.

The financial statements are presented in pound sterling, which is the functional currency of the Company, and are prepared on the historical cost basis with the exception of investments which are measured at fair value. All financial information presented has been rounded to the nearest thousand pound sterling, unless otherwise indicated.

There were no judgements made by management in the application of IFRSs that have a significant effect on the financial statements.

Forthcoming requirements

There are new or revised Accounting Standards and Interpretations in issue that are not yet effective. These include the following Standards that are applicable to the business of the Company:

- IFRS 15 Revenue from contracts with customers applies two approaches to recognising revenue: at a point in time or over time. It includes a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The standard is effective for annual periods beginning on or after 1 January 2018. On implementation, the Company will apply the full retrospective approach. Key matters arising from management's assessment relate to the determination of when performance obligations are satisfied, but the impact is not expected to be significant.

- IFRS 9 Financial instruments changes the criteria for classification and the measurement bases of financial assets to amortised cost, fair value through other comprehensive income or fair value through profit or loss. It also replaces the incurred loss model in IAS 39 with a forward-looking expected credit loss (ECL) model defined as either the results of possible default within 12 months or all possible default events over the life of a financial instrument. The standard is effective for annual periods beginning on or after 1 January 2018. Based on its assessment, the Company does not expect the new classification requirements or the impact of expected credit losses to have a material impact on its financial instruments.

These standards will be adopted when effective.

Revenue

Revenue includes service fees (investment management fees and performance fees) and interest income. It excludes value added tax. Management fees are recognised as services are rendered. Performance fees are recognised when they become receivable. Interest income is recognised on an accrual basis.

Income tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Financial instruments*Recognition and de-recognition of financial instruments*

Financial instruments are recognised on the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the particular instrument. Financial assets are de-recognised when, and only when, the Company transfers substantially all risks and rewards of ownership. Financial liabilities are de-recognised when, and only when, the obligations under the contract are discharged, cancelled or expire.

Investments designated at fair value through profit or loss

Investments designated at fair value through profit or loss comprise seed capital. These investments are initially recognised at fair value and subsequently measured at fair value through profit or loss. Fair value is deemed to be the quoted net asset value per share as reported by the managers of such schemes.

Loans and receivables

Loans and receivables comprise trade receivables, cash and cash equivalents, amounts receivable from group companies and subscription accounts receivable and are stated at amortised cost using the effective interest rate method, less any impairment losses. Receivables with a short duration are not discounted.

Financial liabilities

Financial liabilities comprise amounts payable to group companies, trade and other payables, subscription accounts payable and subscription cash. All financial liabilities are measured at amortised cost using the effective interest rate method.

INVESTEC FUND MANAGERS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

Subscription accounts

As manager of a number of funds, the Company is responsible for the collection and payment of monies arising from the issue and redemption of shares in the funds. Such amounts are shown in these financial statements as subscription accounts receivable, subscription cash and subscription accounts payable. Subscription cash does not form part of the operating cash of the company and has not been included as cash and cash equivalents for the purposes of the cash flow statement.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the transaction date. Financial assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Gains and losses arising on translation are credited to or charged against profit or loss.

Impairment

The carrying amounts of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. At the reporting date, there was no indication of impairment.

	2018 £'000	2017 £'000
2 Profit from operations before tax		
is arrived at after taking into account:		
Investment advisory fee expense	35,800	31,825
Fees and commissions expense	<u>26,581</u>	<u>25,426</u>
3 Income tax expense		
Current tax - current year	<u>1,942</u>	<u>2,135</u>
Reconciliation of effective tax rate	%	%
Effective rate of taxation	<u>19.0</u>	<u>20.0</u>
United Kingdom standard tax rate	<u>19.0</u>	<u>20.0</u>
	£'000	£'000
4 Directors' remuneration		
Emoluments (including benefits in kind)	3,310	3,072
Pension contributions	<u>21</u>	<u>20</u>
	<u>3,331</u>	<u>3,092</u>
Highest paid director		
Emoluments (including benefits in kind)	<u>1,896</u>	<u>1,767</u>
The above directors' remuneration reflects the proportion of the total emoluments for directors who were accounted for and paid by Investec Asset Management Limited which relates to their services to the Company. The emoluments have been allocated on a time apportionment basis across the companies for which each was a director.		
5 Investments		
Seed capital investments	<u>153</u>	<u>153</u>
6 Cash and cash equivalents		
Current account (Citibank: A rated)	4,517	1,471
Investec Global Strategy Fund - Sterling Money Fund (AAAF rated)	<u>10,060</u>	<u>13,048</u>
	<u>14,577</u>	<u>14,519</u>

INVESTEC FUND MANAGERS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

	2018 £'000	2017 £'000
7 Share capital		
<i>Authorised, issued and fully paid</i>		
4,000,000 ordinary shares of £1 each (2017: 4,000,000)	<u>4,000</u>	<u>4,000</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

8 Related parties

Identity of related parties

The Company has a related party relationship with companies in the Investec Limited group, Investec plc group and with its directors.

Transactions with key management personnel

Directors are considered to be the only key management personnel. Compensation paid to directors is disclosed in note 4.

Transactions with the holding company

Dividends paid are disclosed in the statement of changes in equity. Other transactions with the holding company are as follows:

Investment advisory fee expense	(35,242)	(31,078)
Other investment and administration expenses	<u>(23,050)</u>	<u>(18,860)</u>

Transactions with fellow subsidiaries

Other investment and administration expenses	(27)	(65)
Investment advisory fee expense	<u>(558)</u>	<u>(747)</u>

Balances with related parties

Amount payable to holding company	(5,189)	(6,748)
Amounts receivable from fellow subsidiaries	200	39
Amounts payable to fellow subsidiaries	<u>(46)</u>	<u>(578)</u>

All amounts outstanding are unsecured, interest free, due on demand and will be settled through the normal operations of the Company.

9 Financial instruments

Financial risk management

The Company has exposure to credit risk, liquidity risk and market risk from its financial instruments.

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing risk.

The board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Investec Asset Management Risk Committee, which is responsible for developing and monitoring the Company's risk management policies, reports quarterly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The Risk Committee meets once every two months and risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Investec Asset Management Global Audit Committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Credit risk

Credit risk is the risk of financial loss to the Company if a client or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's loans and receivables. The maximum exposure to credit risk is represented by the carrying value of loans and receivables. All amounts are current.

Trade receivables: Fee income is collected from funds under management, mitigating a large portion of credit risk.

Cash and cash equivalents: Reputable financial institutions are used for investing and cash handling purposes.

Amounts receivable from group companies: In the context of the regulatory environments in which Investec group companies operate, the credit risk related to amounts receivable from group companies is not considered to be significant.

Subscription accounts receivable: Credit risk is mitigated by short settlement times and the spread of redemptions across a diversified range of funds.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The maximum exposure to liquidity risk is represented by current financial liabilities which are contractually due on demand. All amounts are unsecured and interest free.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

Currency risk: The Company is exposed to currency risk on portions of its trade payables, amounts payable to group companies and cash and cash equivalents. Outstanding amounts are regularly monitored and settled to mitigate currency exposures.

Interest rate risk: The Company adopts a policy of ensuring that its exposure to changes in interest rates is on a floating rate basis as virtually all such exposures are short term in nature. At year end the Company's only interest-bearing financial instruments were cash and cash equivalents as reflected on the statement of financial position, which are variable rate instruments. This was also the case at the previous year end.

Price risk: Price risk on seed capital investments is not deemed to be significant.

Cash flow sensitivity analysis for variable rate instruments:

Currency:

At year end, if the pound sterling had strengthened by 10%, profit before tax would have increased by £44,200 (2017: £14,100). A 10% weakening would have had the equal but opposite effect.

Interest rate:

An increase of 10 basis points in interest rates at year end would have increased profit before tax by £14,577 (2017: £14,519). A decrease of 10 basis points in interest rates at year end would have had the equal but opposite effect. This assumes that all other variables remain constant and the year end balance has been constant throughout the year. The analysis is performed on the same basis for the prior year.

Capital management

The capital of the Company is considered to be its total equity. The Company's policy is to retain sufficient capital on hand to meet the external minimum capital requirements of regulatory authorities, as these are considered relevant levels. The Company complies with these requirements at year end. Surplus capital is returned to shareholders on a regular basis. There were no changes in the Company's approach to capital management during the year.

Fair values

The fair values of all financial instruments are substantially similar to carrying values reflected in the statement of financial position as they are short term in nature, subject to variable, market related interest rates or stated at fair value in the statement of financial position. The fair values of seed capital investments are determined using quoted market prices (IFRS 13 level 1 valuation). There are no investments requiring IFRS 13 level 2 or level 3 disclosure in terms of the fair value hierarchy.