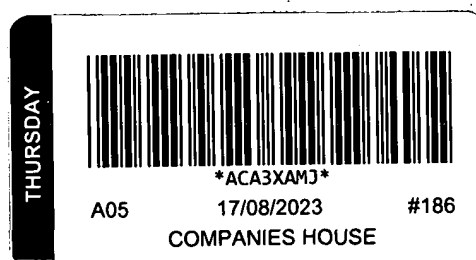


(Registration number: 2558025)

Threadneedle Navigator ISA Manager Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2022



Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

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Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Company Information

Director L Weatherup

Company secretary A Kaye

Registered office Cannon Place
78 Cannon Street
London
England
EC4N 6AG
United Kingdom

Independent Auditors PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London
SE1 2RT

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Strategic Report

The director presents her strategic report for Threadneedle Navigator ISA Manager Limited ("the Company") for the year ended 31 December 2022.

The Company is a subsidiary of TAM UK International Holdings Limited, a company registered in England and Wales and owned by Ameriprise Financial, Inc. ("Ameriprise"), the ultimate parent company. TAM UK International Holdings Limited and all its subsidiaries are referred to herein as "the Group".

Results and key performance indicators

The director assesses the performance of the Company based on its income and net assets. The statement of comprehensive income for the year is set out on page 13. The profit for the financial year was £11,264 (2021: £4,845). As at the statement of financial position date, the value of the net assets of the Company was £638,587 (2021: £627,323). The director consider the level of business and the financial position at the end of the year are satisfactory.

Principal activities

From 7 October 2022, the Company is no longer authorised and regulated by the Financial Conduct Authority ("FCA") and does not have external capital requirements that need to be met.

The company is non trading with limited activity.

Fair review of the business and future developments

The Company's only income is interest, mainly received from other group companies. The level of business and the financial position at the end of the year are considered to be satisfactory by the directors.

The results of companies within the Group are managed on a group and business stream basis. Business streams do not correspond directly with individual legal entities, and consequently performance indicators are not set for individual companies. No change is planned for the nature of this entity in the foreseeable future.

Significant volatility in the financial market emanating from Russia-Ukraine conflict, recent UK markets volatility against the background of macro- economic challenges (rising interest rates, inflation) and COVID-19 (also referred to as "coronavirus") continued to impact economies, financial markets and businesses around the world throughout 2022. As in the previous year, the Group coordinated responses to the pandemic and related restrictions regionally and globally to ensure continued delivery for clients, support employees and maintain business continuity. The Group maintained operational capacity utilising greater remote working than before the pandemic. In 2023, the Group continues to monitor and coordinate responses as required.

Statement by the director's in performance of their statutory duties in accordance with s172(1) Companies Act 2006

The Directors believe they perform their duties in a way which promotes good faith and the success of the Group for the benefit of its members (having regards to the stakeholders and matters set out in Section 172 (1) (a-f) of the Act) in the decisions taken during the year ended 31 December 2022. The Company aims to deliver positive outcomes that meet the needs of its stakeholders and is committed to always act responsibly, transparently and in the best interests of those who trust it to manage their investments. The Group's corporate responsibility strategy focuses on the core roles it plays: Responsible Partner to our clients; Responsible Investor; Responsible Employer; and Responsible Citizen.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Strategic Report (continued)

Statement by the Directors in performance of their statutory duties in accordance with Section 172(1) Companies Act 2006 (continued)

The Group's employees are fundamental to the success of the business, and during 2022 we continued to prioritise the health, safety and well-being of employees as we responded to COVID-19 and periods of remote working for the vast majority of employees. We provide a range of resources to support the physical and mental well-being of employees, including private healthcare; self-referral for physiotherapy; access to telephone GP appointments; a confidential counselling service and an online well-being hub. Flexible working remains an important component of our approach to maintaining an inclusive culture and healthy work-life balance.

The Company has a fiduciary duty to all its clients and end-customers as managers of their financial assets. Its aim is to provide clients and end-customers with value for money in terms of excellent risk-adjusted investment performance (after fees) and a level of service that meets or exceeds expectations. The Group's commitment to clients is reflected in its Values and in the Code of Conduct which all employees formally sign, acknowledging how they must act at all times.

The Group strives to be a responsible member of the community in which it operates and to influence positive change. During 2022 the wider Columbia Threadneedle group of companies published its first climate change report which details how the Group manages climate risks and opportunities in investment portfolios and across our business operations under the Task Force on Climate-related Financial Disclosures (TCFD) framework. In addition, The Group also set out its Net Zero Carbon Emissions targets, reaffirming its commitment to working in partnership with clients to reach net zero carbon emissions by 2050 or sooner across all assets under management, subject to internal, fund board, regulatory and client approvals. This disclosure was the first as a signatory of the Net Zero Asset Managers (NZAM) initiative. We acknowledge that reaching this aspiration depends on the mandates agreed with our clients and the wider regulatory environment. The Group maintains an Environmental Management System to provide measurable and auditable data for all its major environmental impacts and has achieved continuous ISO14001:2015 accreditation since 2007.

It is the Board's commitment to maintain the Company's reputation by continuing to operate in a responsible manner, within high standards of business conduct, good governance and operating within the regulatory framework of a business such as that of the Company. The Group's governance structure that sits below the Group's UK ultimate holding company Board includes a number of Board committees of that company, one of which is an Audit and Risk Committee. It also includes several management committees, headed by a Business Management Committee and a Risk and Controls Committee, which are chaired by the Group's Chief Executive Officer and Chief Risk Officer respectively. Below this, responsibility for running the business is overseen by a number of functional and other leadership teams. These teams are responsible for the day-to-day running of the business lines of the Group as well as strategy implementation. The Group's holding company believes that these governance arrangements enable the Group to deliver its business plans in a rigorously controlled manner.

The Directors are committed to fulfil the requirements of Section 172 of the Companies act including behaving in a responsible manner to promote the success of the Company for the benefit of its Shareholders, whilst having regard to various other stakeholder interests.

Principal risks and uncertainties

The principal risks and uncertainties are integrated with the financial risk management policies of the Company and are discussed in the Director's Report.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Strategic Report (continued)

This report was approved by the Board of directors on 5 July 2023 and signed on its behalf by:

LMWeatherup
LMWeatherup (Jul 5, 2023 12:05 GMT+1)

L Weatherup
Director

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Director's Report

The director presents her annual report and the audited financial statements ("the financial statements") of Threadneedle Navigator ISA Manager Limited ("the Company") for the year ended 31 December 2022.

The Company's registration number is 2558025.

Directors of the company

The directors, who held office during the year and up to the date of approving these financial statements, were as follows:

A Nicoll (resigned 11 November 2022)

L Weatherup

Director's liabilities

During the year and also at the date of approval of the financial statements the Company had in force a qualifying third party indemnity provision in favour of one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006.

Statement of Director's Responsibilities in respect of the financial statements

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, a director 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 the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 director is also 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.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Director's Report (continued)

Director's confirmations

In the case of each director in office at the date the director's report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Statement of disclosure of information to the auditors

The director has taken steps that she ought to have taken as a director in order to make herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The director confirms that there is no relevant information that she knows of and of which she knows the auditors are unaware.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position are set out in the Strategic Report on pages 3 to 5 and on pages 6 to 8 of the Director's Report.

The Company has remained profitable despite the significant volatility in the financial market emanating from Russia-Ukraine conflict, recent UK markets volatility against the background of macro- economic challenges (rising interest rates, inflation) on the financial markets and is expected to continue to generate positive cashflows in the future. It continues to participate in the Group's centralized treasury arrangements and so shares banking relationships with its parent and fellow subsidiaries, providing access to liquidity.

Taking into consideration the impact of business environment volatility emanating from Russia-Ukraine conflict, markets volatility against the background of macro-economic challenges (rising interest rates, inflation), based on the result of a stress test including a further market fall and a liquidity stress, the director has a reasonable expectation that the Company would remain adequately capitalised and maintain sufficient liquidity to meet its liabilities as they fall due and would therefore be able to continue to operate as a going concern.

External capital requirements

From 7 October 2022, the Company is no longer regulated by the Financial Conduct Authority (FCA) and hence does not have external capital requirements that need to be met.

Risk management

The Board of TAM UK International Holdings Limited, has established an Audit and Risk Committee (the "Committee"), which comprises representatives from Ameriprise and Non-Executive directors and which is chaired by a Non-Executive Board member.

The primary purpose of the Committee is to provide advice in order to assist the Board in carrying out its responsibilities as they relate to the risk management, internal control and the conduct of its business across Europe, the Middle East and Africa ("EMEA") in accordance with regulation, legislation and business best practice. The Committee is also responsible for review and approval of the EMEA risk management framework, in alignment with the Ameriprise Enterprise Risk Management policies. The Committee meets quarterly.

The principal credit risk lies in uncollectible receivables. The Company manages credit risk by only offering credit to reputable institutions and by operating strict credit control procedures. The director does not perceive any significant credit risk as the main concentration of trade debtors is with related parties.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Director's Report (continued)

Risk management (continued)

The Company is also exposed to non-financial or operational risk which includes the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. The Company has completed risk and control assessments to identify potential risks and ensure that adequate controls are in place to mitigate them.

Whilst COVID-19 (also referred to as "coronavirus") continued to impact economies, financial markets and businesses around the world throughout 2022 and to date to some extent, the Company believes the robust risk management framework in place is adequate under current circumstances as the Group continues its coordinated response across the entities in response to the ongoing pandemic and related restrictions regionally and globally to ensure continued delivery for clients, support employees and maintain business continuity.

Russian Ukraine conflict

During February and March 2022, the European Union, United States and United Kingdom placed sanctions on certain Russian companies and persons in retaliation of the Russian invasion of Ukraine on 24 February 2022. The Company does not have any direct holdings on its corporate balance sheet nor operations in Russia, Ukraine or Belarus. The Company continues to monitor the potential risks as the situation continues to evolve.

Reappointment of auditors

The independent auditors PricewaterhouseCoopers LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Dividends

The company did not pay an interim dividend during the year (2021: £Nil).

The director does not recommend the payment of a final ordinary dividend (2021: £Nil).

This report was approved by the Board of directors on 5 July 2023 and signed on its behalf:

LMWeatherup
LMWeatherup (Jul 5, 2023 12:05 GMT+1)

L Weatherup

Director

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Independent auditors' report to the members of Threadneedle Navigator ISA Manager Limited

Report on the audit of the financial statements

Opinion

In our opinion, Threadneedle Navigator ISA Manager Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the director with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The director is responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Independent auditors' report to the members of Threadneedle Navigator ISA Manager Limited (continued)

Reporting on other information (Continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Director's Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Director's report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Director's Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Director's Report.

Responsibilities for the financial statements and the audit

Responsibilities of the director for the financial statements

As explained more fully in the Statement of Director's Responsibilities in respect of the financial statements, the director is responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The director is 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.

In preparing the financial statements, the director is 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Independent auditors' report to the members of Threadneedle Navigator ISA Manager Limited (continued)

Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

• Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting of inappropriate journal entries. Audit procedures performed by the engagement team included:

- Discussions with the Board of Directors and with management (Finance, Internal Audit, Legal, Risk and Compliance), including consideration of their process for identifying and responding to the risk of fraud, and any known or suspected instances of fraud or non compliance with laws and regulations;
- Reading key correspondence in relation to compliance with laws and regulations;
- Reviewing relevant meeting minutes including those of the Board of Directors;
- Validating the appropriateness of journal entries identified based on our fraud risk criteria; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of director's remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Independent auditors' report to the members of Threadneedle Navigator ISA Manager Limited (continued)

We have no exceptions to report arising from this responsibility.



.....
Shujaat Khan (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP,
Chartered Accountants and Statutory Auditors
London

5 July 2023

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Statement of Comprehensive Income
for the year ended 31 December 2022

	Note	2022 £	2021 £
Finance income	6	<u>13,906</u>	<u>5,981</u>
Profit before tax	7	13,906	5,981
Income tax expense	8	<u>(2,642)</u>	<u>(1,136)</u>
Total comprehensive income for the financial year		<u>11,264</u>	<u>4,845</u>

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Statement of Financial Position

	Note	2022 £	2021 £
Current assets			
Trade and other receivables	10	638,296	625,513
Cash at bank and in hand		<u>5,000</u>	<u>5,000</u>
		643,296	630,513
Creditors: Amounts falling due within one year	11	<u>(4,709)</u>	<u>(3,190)</u>
Net assets		<u>638,587</u>	<u>627,323</u>
Capital and reserves			
Called up share capital	12	500,000	500,000
Profit and loss account		<u>138,587</u>	<u>127,323</u>
Total shareholders' funds		<u>638,587</u>	<u>627,323</u>

The financial statements on pages 13 to 27 were approved by the Board of directors on 5 July 2023 and signed on its behalf by:

LMWeatherup
LMWeatherup (Jul 5, 2023 12:05 GMT+1)

L Weatherup
Director

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Statement of Changes in Equity

	Called up share capital £	Retained earnings £	Total shareholders' fund £
At 1 January 2022	500,000	127,323	627,323
Profit for the year	-	11,264	11,264
Total comprehensive income	-	11,264	11,264
At 31 December 2022	500,000	138,587	638,587

	Called up share capital £	Retained earnings £	Total shareholders' fund £
At 1 January 2021	500,000	122,478	622,478
Profit for the year	-	4,845	4,845
Total comprehensive income	-	4,845	4,845
At 31 December 2021	500,000	127,323	627,323

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements

1 General information

The Company is a private company limited by share capital, incorporated in England and Wales and domiciled in United Kingdom.

The address of its registered office is Cannon Place, 78 Cannon Street, London, England, EC4N 6AG, United Kingdom.

The Company is a subsidiary of TAM UK International Holdings Limited, a company registered in England and Wales and owned by Ameriprise Financial, Inc. ("Ameriprise"), the ultimate parent company. TAM UK International Holdings Limited and all its subsidiaries are referred to herein as "the Group".

Principal activities

From 7 October 2022, the Company is no longer authorised and regulated by the Financial Conduct Authority (FCA") and does not have external capital requirements that need to be met.

The Company is non trading with limited activity.

2 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a Basis of preparation

These financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). The financial statements have been prepared on the going concern basis, under the historical cost convention except for certain financial instruments that have been measured at fair value, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The company's forecasts and projections, taking in to account of severe but plausible scenarios, show that it should be able to operate within the level of its forecast liquid resources. Having assessed the principle risks, the director considers it appropriate to adopt the going concern basis of accounting in preparing its financial statements.

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

2 Accounting policies (continued)

a Basis of preparation (continued)

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted-average exercise prices of share options, and how the fair value of goods and services received are determined).
- IFRS7, 'Financial instruments: Disclosures'.
- Paragraph 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- Paragraph 38 of IAS 1, 'Presentation of financial statements' 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; and
 - (iii) paragraph 118(e) of IAS 38, 'Intangible assets (reconciliation between the carrying amount at the beginning and the end of the period).
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows);
 - 10(f), (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - 16, (statement of compliance with all IFRS);
 - 38A, (requirement for minimum of two primary statements, including cash flow statements);
 - 38B-D, (additional comparative information);
 - 40A-D, (requirement for a third statement of financial position);
 - 111, (cash flow statement information); and
 - 134-136 (capital management disclosures).
- IAS 7, 'Statement of cash flows'.
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.
- Paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets' (assumptions involved in estimating recoverable amounts of cash generating units containing goodwill or intangible assets with indefinite useful lives and management's approach to determining these amounts).

b Finance income

Interest receivable is recognised using the effective interest method on an accruals basis.

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

2 Accounting policies (continued)

c Currency translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). These financial statements are presented in Pounds Sterling ("£"), which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates ruling at the statement of financial position date are recognised in the statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

d Value added tax

Irrecoverable value added tax is included with the expense on which it has been suffered. The basis on which it is calculated is the partial exemption method, using the proportion of non-taxable supplies to taxable supplies to determine the irrecoverable input tax.

e Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised in the other comprehensive income or directly in shareholder's funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholder's funds respectively.

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date, in the country where the Company operates and generates taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

2 Accounting policies (continued)

e Current and deferred tax (continued)

Deferred tax assets or liabilities are recognised on temporary differences that have originated but not reversed by the statement of financial position date and where transactions have occurred that will result in a right to pay less or more tax in the future. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax is calculated at the average rate at which it is expected that the tax will arise. Movements in deferred tax are recognised in other reserves for the year in which they arise.

f Trade and other receivables

Trade and other receivables are amounts due for services performed in the ordinary course of business, which generally have 30 day payment terms. Provision for specific doubtful debts is made when there is evidence that the Company will not be able to recover balances in full. Balances are written off when the receivable amount is deemed irrecoverable.

Trade and other receivables are initially recognised at fair value, normally equivalent to the invoice amount, and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Financial assets where 12 month expected credit losses are recognised are considered to be Stage 1; financial assets which are considered to have a significant amount of credit risk are in Stage 2; and financial assets which have defaulted or credit impaired are Stage 3.

The estimated credit loss is determined by projecting the probability of default, the loss in the event of a default and exposure at default for each future month and for each individual exposure. Movements between Stage 1 and Stage 2 are based on whether an instrument's credit risk as at the reporting date has increased significantly relative to the date it was initially recognised.

Where credit risk subsequently improves such that it no longer represents a significant increase in credit risk since origination, the asset's recoverability is reassessed.

g Cash and cash equivalents

Cash amounts represent cash in hand and on-demand deposits. Cash equivalents are short-term highly liquid investments with an original maturity of 90 days or less from the date of acquisition.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

2 Accounting policies (continued)

h Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

i Share capital

Ordinary shares issued by the Company are classified as equity.

3 Critical accounting judgements and key sources of estimation uncertainty

There are no critical accounting estimates or judgements considered applicable in the preparation of these financial statements.

4 Revenue

In 2021 the Company ceased to trade and has not done so since, the business activities are now managed by Threadneedle Investment Services Limited ("TISL"). In 2022, the company earned £Nil revenue (2021: £Nil).

5 Directors and employees

Employees

The average monthly number of persons (including directors), considered to be directly employed by the Company on a full time basis during the year was nil (2021: nil).

All contracts of service are held by a fellow subsidiary in the Group. The administration of the Company is performed by employees of fellow subsidiaries in the Group which also incur the associated costs. Staff costs and other costs are allocated to the Company based on internal assessments of the usage of the support functions by each company within the Group, such that the staff costs are not separately identifiable.

Threadneedle Navigator ISA Manager Limited
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Notes to the Financial Statements (continued)

5 Directors and employees (continued)

Directors' remuneration

The remuneration for the year was as follows:

	2022 £	2021 £
Remuneration	1,442,084	79,684
Pension contributions	-	262
	<u>1,442,084</u>	<u>79,946</u>

Directors' remuneration is met on behalf of the Company by another group entity.

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2022 No.	2021 No.
Received or were entitled to receive shares under long term incentive schemes	2	2
Accruing benefits under money purchase pension scheme	-	1

	2022 £	2021 £
In respect of highest paid director:		
Aggregate emoluments and amounts receivable under long-term incentive plans	1,408,267	47,300
Pension contributions	-	-
	<u>1,408,267</u>	<u>47,300</u>

The highest paid director received (2021: received) options or units in other companies of the Group under long-term incentive schemes in respect of qualifying services and exercised share options (2021: did) exercise share options in the current year.

6 Finance Income

	2022 £	2021 £
Intra-group interest receivable	<u>13,906</u>	<u>5,981</u>

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

7 Profit before tax

The audit fee for the Company of £20,557 (2021: £20,557) was borne by Threadneedle Asset Management Holdings Limited on behalf of the Company and was not recharged. Fees payable to the auditors for audit related services during the year under review were £nil (2021: £6,200).

8 Income tax expense

a) Income tax expense included in the statement of comprehensive income is as follows:

	2022 £	2021 £
Current taxation		
UK Corporation tax	<u>2,642</u>	<u>1,136</u>

b) Factors affecting the tax expense on profit before taxation

The differences are explained below:

	2022 £	2021 £
Profit / (loss) on ordinary activities before taxation	<u>13,906</u>	<u>5,981</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2021 19%)	<u>2,642</u>	<u>1,136</u>
Total tax charge	<u>2,642</u>	<u>1,136</u>

9 Dividends

The director do not recommend an interim or a final dividend for the year ended 31 December 2022 (2021 - £Nil) for approval by the board.

10 Trade and other receivables

	2022 £	2021 £
Debtors from related parties	<u>638,296</u>	<u>625,513</u>

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

10 Trade and other receivables (continued)

The amounts owed by group undertakings are unsecured, repayable on demand and subject to interest rates ranging from interest free to SONIA + 0.93% (2021: LIBOR + 0.90%).

11 Creditors: Amounts falling due within one year

	2022	2021
	£	£
Inter-company payable in relation to corporation tax	2,642	2,666
Amounts owed to group undertakings	<u>2,067</u>	<u>524</u>
	<u><u>4,709</u></u>	<u><u>3,190</u></u>

The amounts owed to group undertakings are unsecured, repayable on demand and subject to interest rates ranging from interest free to SONIA + 0.93% (2021: LIBOR + 0.90%).

Threadneedle Navigator ISA Manager Limited
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Notes to the Financial Statements (continued)

12 Called up share capital

Allotted, called up and fully paid shares

	No.	2022 £	No.	2021 £
Ordinary share of £1 each	<u>500,000</u>	<u>500,000</u>	<u>500,000</u>	<u>500,000</u>

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

13 Liquidity Risk

Liquidity risk is the risk that the Company may be unable to meet its payment obligations as they fall due.

The Company maintains sufficient cash and liquid investments such that liquidity and cash flow risks arising from trade and other payable or financial liabilities are negligible.

The Company is eligible for and has taken an exemption in accordance with FRS 101 paragraph 8(d) from IFRS 7's requirement to include a liquidity risk disclosure.

14 Parent and ultimate parent undertaking

The Company's immediate parent entity is Threadneedle Asset Management Holdings Limited, a company incorporated in England and Wales.

The ultimate parent entity is Ameriprise Financial, Inc.

The most senior parent entity producing publicly available financial statements is Ameriprise Financial, Inc. These financial statements are available upon request from The Corporate Secretary, Ameriprise Financial, Inc., 1098 Ameriprise Financial Center, Minneapolis, Minnesota, USA, 55474 or by visiting the Ameriprise website at www.ameriprise.com.

The ultimate controlling party is Ameriprise Financial, Inc.

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Ameriprise Financial, Inc., incorporated in Delaware, United States of America.

The address of Ameriprise Financial, Inc. is:
1098 Ameriprise Financial Center, Minneapolis, Minnesota, USA 55474

The consolidated financial statements of Ameriprise can be obtained by writing to the Corporate Secretary, Ameriprise Financial, Inc., 1098 Ameriprise Financial Center, Minneapolis, Minnesota, USA, 55474 or by visiting the Ameriprise website at www.ameriprise.com.

The parent of the smallest group in which these financial statements are consolidated is TAM UK International Holdings Limited, incorporated in England and Wales.

The address of TAM UK International Holdings Limited is:
Cannon Place, 78 Cannon Street, London, EC4N 6AG, England.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

15 Related party transactions

See note 5 for disclosure of directors' remuneration.

In all other respects, advantage has been taken of the exemptions from IAS 24 'Related party disclosures' provided by IFRS 101 8 (k) from disclosing details of transactions with Ameriprise and its wholly owned subsidiary undertakings.

16 New standards and amendments

(a) New standards, amendments and interpretations adopted by the Company

The Company adopted the following improvements to IFRS Standards 2018-2020 that were finalised effective 1 January 2022.

- IFRS 9 Financial Instruments - clarifies which fees should be included in the 10% test for derecognition of financial liabilities.
- IFRS 1 First-time Adoption of International Financial Reporting Standards - allows entities that have measured their assets and liabilities at carrying amounts recorded in their parent's books to also measure any cumulative translation differences using the amounts reported by the parent. This amendment will also apply to associates and joint ventures that have taken the same IFRS 1 exemption.

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the company's financial statements.

b) New IFRS standards, amendments and interpretations in issue but not yet effective

At the date of authorisation of these financial statements, the Company has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

- Amendments to IAS 1 (effective 1 January 2023) - Classification of liabilities as Current or Non-Current.
- Amendments to IAS 12 (effective 1 January 2023) - Deferred Tax related to Assets and Liabilities arising from a Single Transaction.

The notes on pages 16 to 27 form an integral part of these financial statements.

Threadneedle Navigator ISA Manager Limited
Annual Report and Financial Statements for the year ended 31 December 2022

Notes to the Financial Statements (continued)

16 New standards and amendments (continued)

Amendments to IAS 1 and IFRS Practice Statement 2 (effective 1 January 2023) - Disclosure of Accounting Policies.

The IASB amended IAS 1 to require entities to disclose their material rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

To support this amendment, the IASB also amended IFRS Practice Statement 2 Making Materiality Judgements to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

Amendments to IAS 8 (effective 1 January 2023) - Definition of Accounting Estimates.

The amendment to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

The Director does not expect that the adoption of the standards listed above will have a material impact on the financial statements of the Company in future periods.