

F&C Equity Partners Holdings Limited

(Registered Number 2581594)

**Annual Report & Financial Statements
for the year ended
31 October 2017**

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F&C EQUITY PARTNERS HOLDINGS LIMITED

DIRECTORS AND ADVISERS

REGISTERED NUMBER:

2581594

DIRECTORS:

M F Mannix
D J Sloper
R A Watts

SECRETARY:

R D Burgin
95 Queen Victoria Street
London
EC4V 4HG

REGISTERED OFFICE:

Exchange House
Primrose Street
London
EC2A 2NY

SOLICITORS:

Norton Rose Fulbright LLP
3 More London Riverside
London
SE1 2AQ

Shepherd and Wedderburn LLP
1 Exchange Crescent
Conference Square
Edinburgh
EH3 8UL

AUDITOR:

KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

F&C EQUITY PARTNERS HOLDINGS LIMITED

STRATEGIC REPORT

The Directors present their Strategic Report for F&C Equity Partners Holdings Limited (the Company) for the year ended 31 October 2017.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as a holding company.

BUSINESS AND FINANCIAL REVIEW

Results

The Financial Statements show a loss for the 2017 financial year of £671 (2016: loss of £2,206).

Trading performance and future development of the business

Finance costs consisted of interest payable on a loan owed to a group subsidiary which continues to be based on the prevailing loan balance and interest rate level during the year. The Company's loss before tax of £833 for the year ended 31 October 2017 compared to a loss before tax of £2,758 in 2016 reflect finance costs of the same amount for both reporting periods.

As the Company's principal activity is to act as a holding company, the Company's Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors manage the risks of the Company as part of the overall risk management framework within the F&C Asset Management plc Group (F&C Group). Members of the F&C Group Executive Management Committee are responsible for identifying and evaluating key risks facing their areas of the business and procedures to control these risks, where possible, are reviewed and agreed. The principal risks and uncertainties facing the Company are broadly grouped as follows:

Financial risk

The F&C Group adopts a low risk approach to treasury management and financial risks in relation to shareholder equity, seeking to manage and preserve its capital.

Investment in subsidiary

The Company is exposed to financial risk in relation to the carrying value of its investment in subsidiary which represents a significant element of the Company's assets at the reporting date. Whilst any permanent reduction in the profits of the subsidiary could lead to an impairment in the value of the Company's investment and have a potentially significant impact on the Company's financial results, the Directors consider this risk to be low at the reporting date.

Market risk (interest rate risk)

The Company is exposed to interest rate risk through market fluctuations in the variable rate of interest, impacting interest payable on a loan owed to a group subsidiary which is subject to interest based on LIBOR rates.

F&C EQUITY PARTNERS HOLDINGS LIMITED

STRATEGIC REPORT (continued)

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Credit risk

The Company is exposed to credit risk in relation to loans and receivables which, at the reporting date, consists of group relief receivable. As the F&C Group's working capital is monitored on a group-wide basis, the risk of non-recovery of this receivable is considered minimal.


Liquidity risk

The treasury policy set by the F&C Group only allows financial assets attributable to equity holders to be invested in low risk deposits or money market instruments where the risk of capital loss is low, with prior Board approval required for any exception to this principle.

The overall cash position is monitored by the Treasury team within the F&C Group as a whole and each individual company within the F&C Group draws on the available cash balances to meet its working capital requirements.

While the Company has net current liabilities of £907,369 as at 31 October 2017 (31 October 2016: £906,698), it is recognised that these liabilities are all intra-group and liquidity risk is therefore considered to be low given the common overall ownership of the entities involved.

BY ORDER OF THE BOARD



R D Burgin
Secretary
16 May 2018

F&C EQUITY PARTNERS HOLDINGS LIMITED

REPORT OF THE DIRECTORS

The Directors present their Annual Report and audited Financial Statements for the Company for the year ended 31 October 2017.

RESULTS AND BUSINESS REVIEW

The Company's results for the year ended 31 October 2017 are shown in the Income Statement on page 8. A Strategic Report for the same period is set out on pages 2 and 3.

The Company recognised a loss for the 2017 financial year of £671 (2016: loss of £2,206).

DIVIDENDS

No dividends were approved or paid during the year ended 31 October 2017 (2016: £nil).

FUTURE DEVELOPMENTS

The Directors do not anticipate any major change in the principal activities of the business within the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The Directors of the Company during the financial year were as follows:

D Logan	(resigned 5 June 2017)
M F Mannix	(appointed 1 June 2017)
D J Sloper	(appointed 1 June 2017)
R A Watts	(appointed 1 June 2017)
F&C Asset Management plc	(resigned 5 June 2017)

There have been no appointments or resignations of Directors since 31 October 2017.

R D Burgin was appointed as Company Secretary on 1 June 2017. F&C Asset Management plc resigned as Company Secretary on 5 June 2017.

No individual Director has any beneficial interest in the share capital of the Company.

DIRECTORS' AND OFFICERS' LIABILITY

The F&C Group maintains insurance cover in respect of Directors' and Officers' liability.

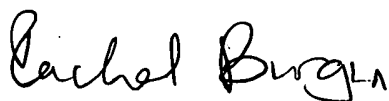
AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

ADEQUACY OF THE INFORMATION PROVIDED TO THE AUDITOR

The Directors who held office at the date of approving this Report of the Directors 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 in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

BY ORDER OF THE BOARD



R D Burgin
Secretary
16 May 2018

F&C EQUITY PARTNERS HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE REPORT OF THE DIRECTORS AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the Financial Statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 UK accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use 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.

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 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, and 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.

F&C EQUITY PARTNERS HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF F&C EQUITY PARTNERS HOLDINGS LIMITED

Opinion

We have audited the Financial Statements of F&C Equity Partners Holdings Limited ("the Company") for the year ended 31 October 2017 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies.

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities 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 Report of the Directors

The Directors are responsible for the Strategic Report and the Report of the Directors. 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 Report of the Directors 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 Report of the Directors;
- 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.

F&C EQUITY PARTNERS HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF F&C EQUITY PARTNERS HOLDINGS LIMITED (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the Financial Statements and for being satisfied that they give a true and fair view; 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.

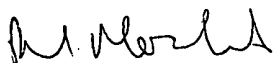
Auditor's responsibilities

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.



Philip Merchant (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Saltire Court
Edinburgh
16 May 2018

F&C EQUITY PARTNERS HOLDINGS LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2017

	Notes	2017 £	2016 £
OPERATING RESULT	3	-	-
Finance costs	5	(833)	(2,758)
LOSS BEFORE TAX		(833)	(2,758)
Tax income	6	162	552
LOSS FOR THE FINANCIAL YEAR		(671)	(2,206)

All amounts relate to continuing operations.

There are no items of comprehensive income which have not already been presented in arriving at the loss for the financial years presented. Accordingly the loss for the financial years presented is the same as the total comprehensive expense for that year.

The notes on pages 11 to 16 form an integral part of these Financial Statements.

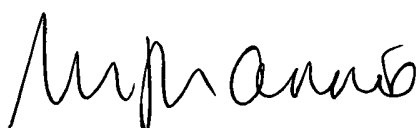
F&C EQUITY PARTNERS HOLDINGS LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2017

(Registered Number 2581594)

	Notes	31 October 2017 £	31 October 2016 £
ASSETS			
Non-current assets			
Investment in subsidiary	7	1,176,509	1,176,509
Current assets			
Other receivables	8	714	1,144
Cash and cash equivalents	9	-	1,678
Total current assets		<u>714</u>	<u>2,822</u>
TOTAL ASSETS		<u>1,177,223</u>	<u>1,179,331</u>
LIABILITIES			
Current liabilities			
Interest-bearing loans and borrowings	10	908,083	909,520
TOTAL LIABILITIES		<u>908,083</u>	<u>909,520</u>
EQUITY			
Share capital	11	32,295	32,295
Capital redemption reserve	12	11,268	11,268
Share premium account	12	41,790	41,790
Retained earnings	12	183,787	184,458
TOTAL EQUITY		<u>269,140</u>	<u>269,811</u>
TOTAL LIABILITIES AND EQUITY		<u>1,177,223</u>	<u>1,179,331</u>

The Financial Statements were approved by the Board of Directors and authorised for issue on 16 May 2018. They were signed on its behalf by:



M F Mannix
Director

The notes on pages 11 to 16 form an integral part of these Financial Statements.

F&C EQUITY PARTNERS HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 OCTOBER 2017

	Share capital £	Capital redemption reserve £	Share premium account £	Retained earnings £	Total equity £
At 1 November 2015	32,295	11,268	41,790	186,664	272,017
Loss for the financial year and total comprehensive expense	-	-	-	(2,206)	(2,206)
At 31 October 2016	32,295	11,268	41,790	184,458	269,811
Loss for the financial year and total comprehensive expense	-	-	-	(671)	(671)
At 31 October 2017	32,295	11,268	41,790	183,787	269,140

The notes on pages 11 to 16 form an integral part of these Financial Statements.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ENTITY INFORMATION

F&C Equity Partners Holdings Limited is a private company limited by share capital, incorporated and domiciled in England. The Company's registered office is Exchange House, Primrose Street, London, EC2A 2NY.

These Financial Statements present information about the Company as an individual undertaking and do not include information about its group.

The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group financial statements, as it is a wholly owned subsidiary of F&C Asset Management plc, which prepares consolidated Financial Statements. The results of F&C Equity Partners Holdings Limited are included in the consolidated Annual Report and Financial Statements of F&C Asset Management plc, which are available from 6th Floor, Quartermile 4, 7a Nightingale Way, Edinburgh, EH3 9EG.

The Company's Financial Statements are presented in pounds Sterling, the Company's functional and presentational currency.

2. ACCOUNTING POLICIES

The principal accounting policies set out below have been applied consistently for the years ended 31 October 2017 and 31 October 2016.

Basis of preparation

As the Company meets the definition of a qualifying entity under Financial Reporting Standard 100 *Application of Financial Reporting Requirements*, the Financial Statements have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

The Company has applied the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the European Union (EU-adopted IFRS), making amendments where necessary to comply with the requirements of the United Kingdom (UK) Companies Act 2006.

In the application of FRS 101, the Company has applied the following disclosure exemptions on the basis that equivalent disclosure is provided in the Annual Report and Financial Statements of its immediate parent company, F&C Asset Management plc:

- (a) Information regarding the entity's objectives, policies and processes for managing capital;
- (b) A Statement of Cash Flows and related notes;
- (c) Financial instruments disclosures;
- (d) The effects of new but not yet effective IFRSs;
- (e) Disclosures of key management personnel compensation; and
- (f) Disclosures in respect of related party transactions with wholly-owned subsidiaries.

Measurement convention

The Financial Statements are prepared under the historical cost convention.

Going concern

The Company has net assets that support the Directors' assessment that the Company has adequate resources to continue in business for the foreseeable future. Accordingly, the Financial Statements have been prepared on a going concern basis.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

Accounting estimates, assumptions and judgements

The preparation of financial statements necessitates the use of estimates, assumptions and judgements. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities, contingent assets and contingent liabilities at the reporting dates as well as the reported income and expenses for the reporting periods. While estimates are based on management's best knowledge and judgement using information and financial data available to them, the actual outcome may differ from these estimates.

No significant estimates or judgements have been applied in the preparation of these Financial Statements.

Summary of significant accounting policies

The Company has adopted the following improvements in these Financial Statements:

- Annual Improvements to IFRSs – 2012-2014 Cycle

The adoption of these improvements has not had a material impact on the Company.

(a) Finance costs

Finance costs comprise interest payable on a loan owed to a group subsidiary. These costs are recognised in the Income Statement on an effective interest rate (EIR) basis. The EIR is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to its net carrying amount.

(b) Income tax

The tax income disclosed on the face of the Income Statement represents current tax.

Current tax is the expected tax payable to, or receivable from, the taxation authorities on the taxable profit or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and includes any adjustment to tax payable in respect of previous years.

(c) Investment in subsidiary

The Company's investment in subsidiary is held at cost less any provision for impairment. The Company assesses the investment in subsidiary for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of its recoverable amount. Where the carrying amount of the investment exceeds its recoverable amount, the investment is considered impaired and is written down to its recoverable amount.

(d) Cash and cash equivalents

Cash and cash equivalents comprise cash balances held in a current account with a bank.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

(e) Financial instruments

i) Financial assets

Initial recognition and measurement

Financial assets have been classified, on initial recognition, as loans and receivables and are initially recognised at fair value plus directly attributable transaction costs.

Loans and receivables are recorded as current assets in the Statement of Financial Position according to their expected settlement dates and consist of other receivables and cash and cash equivalents.

Subsequent measurement

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the EIR method, less impairment. Gains and losses are recognised in the Income Statement when loans and receivables are derecognised or impaired, as well as through the amortisation process.

Derecognition

A financial asset or, where applicable, part of a financial asset, is derecognised when the rights to receive cash flows from the asset have expired.

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset is impaired. An impairment exists if one or more events that have occurred since the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset. If any such indication of impairment exists, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original EIR. The carrying amount of the asset is reduced and the amount of the loss is recognised in the Income Statement.

ii) Financial liabilities

Initial recognition and measurement

Financial liabilities have been initially recognised at fair value plus directly attributable transaction costs and consist of interest-bearing loans and borrowings.

Subsequent measurement

Subsequent to initial recognition, financial liabilities are measured at amortised cost using the EIR method.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

(f) Share capital

Share capital is recorded at the proceeds of issue after deducting directly attributable transaction costs.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. OPERATING RESULT

Audit fees of £3,023 for the year ended 31 October 2017 (2016: £3,023) were paid by F&C Asset Management plc, the Company's immediate parent company, and were not recharged to the Company.

Amounts receivable by the Company's auditor in respect of services to the Company, other than for the audit of the Company's Financial Statements, have not been disclosed as the information is disclosed on a consolidated basis in the Annual Report and Financial Statements of the Company's immediate parent company, F&C Asset Management plc.

The Company had no employees during the year ended 31 October 2017 (2016: nil).

4. DIRECTORS' REMUNERATION

No Director received any remuneration in respect of services to the Company for the year ended 31 October 2017 (2016: £nil).

5. FINANCE COSTS

	2017 £	2016 £
Financial liabilities recognised at cost using the EIR method:		
Interest payable on loan owed to group subsidiary	833	2,758

6. INCOME TAX

(a) Analysis of tax income in the year

The tax income recognised in the Income Statement is as follows:

	2017 £	2016 £
Current income tax:		
UK Corporation Tax		
Current tax on loss for the year	(162)	(552)
Tax income reported in the Income Statement	(162)	(552)

(b) Reconciliation of total tax income for the year

The tax assessed for the year ended 31 October 2017 is equal to the standard rate of Corporation Tax in the UK of 19.42% (2016: 20.00%) multiplied by the loss before tax for the year of £833 (2016: £2,758).

(c) Effective rate of tax and factors affecting future tax charges

The current Corporation Tax rate of 19.00% became effective from 1 April 2017, resulting in a statutory UK Corporation Tax rate of 19.42% for the year ended 31 October 2017 for the Company.

A future UK Corporation Tax rate reduction to 17.00% from 1 April 2020 was substantively enacted on 6 September 2016.

The reduction in the UK Corporation Tax rate will lead to a Company statutory UK Corporation Tax rate of 19.00% for 2018 and 2019, 17.83% for 2020, and 17.00% from 2021 onwards.

No additional rate changes have been substantively enacted since the reporting date.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. INVESTMENT IN SUBSIDIARY

	£
Cost and net book value:	
At 1 November 2015, 31 October 2016 and 31 October 2017	<u>1,176,509</u>

The Company holds 100% of the Ordinary share capital of F&C Equity Partners plc a company incorporated in England. F&C Equity Partners plc's registered office is Exchange House, Primrose Street, London, EC2A 2NY.

The Directors assess the Company's investment in subsidiary for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. In the opinion of the Directors, no such indicator of impairment has been identified in the reporting period.

8. OTHER RECEIVABLES

	31 October 2017 £	31 October 2016 £
Current:		
Group relief receivable	<u>714</u>	<u>1,144</u>

In the Directors' opinion there is no discernible difference between the carrying amount and fair value of the receivable balance disclosed due to the short-term maturity of this amount.

9. CASH AND CASH EQUIVALENTS

	31 October 2017 £	31 October 2016 £
Cash at bank	<u>-</u>	<u>1,678</u>

Cash and cash equivalents were held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. The fair value of cash and cash equivalents at the previous reporting date is as shown above.

10. INTEREST-BEARING LOANS AND BORROWINGS

	31 October 2017 £	31 October 2016 £
Current:		
Loan owed to group subsidiary	<u>908,083</u>	<u>909,520</u>

The loan is from F&C Treasury Limited. The loan is unsecured, repayable on demand and is subject to interest at the 3-month LIBOR minus 0.25% margin.

In the Directors' opinion there is no discernible difference between the carrying amount and fair value of the payable balance disclosed due to the short-term maturity of this amount.

F&C EQUITY PARTNERS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

11. SHARE CAPITAL

	31 October 2017 £	31 October 2016 £
Authorised:		
33,000 Ordinary shares of £1 each	33,000	33,000
Issued and fully paid:		
32,295 Ordinary shares of £1 each	32,295	32,295

The holder of Ordinary shares is entitled to receive dividends as declared from time to time, is entitled to capital distribution rights (including on a winding up), and is entitled to one vote per share at meetings of the Company. The Ordinary shares do not confer any rights of redemption.

12. RESERVES

The analysis of movements in reserves is disclosed within the Statement of Changes in Equity on page 10.

Nature and purpose of reserves:

Capital redemption reserve

The capital redemption reserve is used to maintain the capital of the Company when shares are bought back and subsequently cancelled without court approval. This reserve is non-distributable.

Share premium account

The share premium account is used to record the issue of share capital in excess of par value.

Retained earnings

Retained earnings comprise net profits and losses recognised through the Income Statement and dividend distributions.

13. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company's immediate parent company is F&C Asset Management plc which is registered in Scotland.

The smallest group of which the Company is a member and for which Group Financial Statements are prepared is F&C Asset Management plc. Copies of the F&C Asset Management plc Annual Report and Financial Statements can be obtained from its registered office at 6th Floor, Quartermile 4, 7a Nightingale Way, Edinburgh, EH3 9EG.

In the Directors' opinion the Company's ultimate parent company and controlling party is Bank of Montreal, a company incorporated in Canada. The consolidated accounts of Bank of Montreal are available from Bank of Montreal Public Affairs Department, P.O. Box 6002, Place d'Armes, Montreal, Quebec H2Y, Canada or Corporate Communications Department, BMO Financial Group, 28th Floor, 1 First Canadian Place, Toronto, Ontario, M5X 1A1.