

# **Atlantic Wealth Holdings Limited**

**Directors' report and audited financial statements for the year ended 31 December 2015**

**Registered Number: 3335368**



**Atlantic Wealth Holdings Limited**  
**Company Information**

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**Directors**

R. G. H. Ellis  
G. J. Proudfoot

**Secretary**

G. J. Proudfoot

**Independent auditor**

PricewaterhouseCoopers LLP  
7 More London Riverside  
London  
SE1 2RT

**Registered office**

Perpetual Park  
Perpetual Park Drive  
Henley-on-Thames  
Oxfordshire  
RG9 1HH

## **Atlantic Wealth Holdings Limited**

### **Directors' Report for the year ended 31 December 2015**

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The directors present their annual report on the affairs of Atlantic Wealth Holdings Limited ("the company"), together with the financial statements and auditor's report for the year ended 31 December 2015. The company is a subsidiary of Invesco Ltd. In these financial statements, Invesco Ltd. and its subsidiaries are referred to as "the group".

In accordance with the exemption provisions within S414B of the Companies Act 2006, the company has not included a strategic report for the year ended 31 December 2015 because the company is entitled to prepare financial statements for the year in accordance with the small companies regime.

The company is a private company limited by shares. The company is incorporated and domiciled in the United Kingdom.

#### **Principal activity**

The principal activity of the company is that of a holding company. The company is dormant. The name of the company's subsidiary and its principal activity is set out in note 4.

#### **Principal risks and uncertainties**

The group has a robust risk governance structure and framework which is considered appropriate to the size, nature and complexity of the business. These arrangements are characterised by a matrix management model across functions and regions. The risk management framework is supported by an established risk and control self-assessment programme, which informs functional and regional senior management and the Board on the risks managed by the business. These are reviewed by the appropriate Risk Management Committees that have been established to monitor the risks within the business and report to the group and/or local representative Board.

The risk management framework for the company is driven by the group and there are no specific risk management procedures for the company.

#### **Results and dividends**

The company was dormant throughout the current and preceding financial year. Accordingly no statement of comprehensive income has been presented. There were no interim dividends paid during the year (2014: £nil). The directors do not propose the payment of a final dividend (2014: £nil).

#### **Going concern**

The directors consider that the company has sufficient financial resources to continue to operate for the foreseeable future, which is a period not less than one year from the date of signing of these financial statements. The company has not traded during the period and the directors do not expect that the company will commence trading in the foreseeable future. The company has no financial obligations external to the group and the directors do not anticipate any such obligations will arise given the trading status of the company. Although the company does not have its own cash account, any existing intra-group obligations of the company are expected to be managed through the settlement of existing intra-group debtor balances. Accordingly, the directors have continued to adopt the going concern basis in the preparation of the financial statements.

### **Directors and employees**

The directors who served throughout the year were as follows:

R. G. H. Ellis - appointed 31 July 2015  
M. S. McLoughlin - resigned 31 July 2015  
G. J. Proudfoot

The company has no employees.

### **Directors' liabilities**

Invesco Ltd., the ultimate parent company, has taken out indemnity insurance for all of the directors of the company in connection with their roles and responsibilities as director and in accordance with the requirements and limitations of Section 234 of the Companies Act 2006. This indemnity is in force at the date of signing of these financial statements.

### **Provision of information to auditor**

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

### **Adoption of FRS 101 – Reduced disclosure framework**

Following the introduction of new UK financial accounting standards, which became mandatory from 1 January 2015, the company has chosen to implement FRS 101 – Reduced disclosure framework (FRS 101). This standard follows the measurement, recognition and disclosure principles of EU adopted IFRS with reduced disclosures for qualifying entities.

**On behalf of the Board,**



G. J. Proudfoot  
Secretary  
25 July 2016

## **Atlantic Wealth Holdings Limited**

### **Statement of Directors' Responsibilities**

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The directors are responsible for preparing the Directors' 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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Atlantic Wealth Holdings Limited**  
**Independent Auditor's Report to the Members of Atlantic Wealth Holdings Limited**

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**Report on the financial statements**

**Our opinion**

In our opinion, Atlantic Wealth Holdings Limited's (the company) financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**What we have audited**

The financial statements, included within the Strategic report, directors' report and audited financial statements (the "Annual Report"), comprise:

- the Statement of Financial Position as at 31 December 2015;
- the Statement of Changes in Equity; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Other matters on which we are required to report by exception**

**Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

**Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Sally Cosgrove (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP,  
Chartered Accountants and Statutory Auditors  
London

Date: 25 July 2016

**Atlantic Wealth Holdings Limited**  
**Statement of Financial Position as at 31 December 2015**

**Registered Number: 3335368**

	<b>Note</b>	<b>2015 £</b>	<b>2014 £</b>
<b>Fixed assets</b>			
Investments	4	3,500,000	3,500,000
<b>Current assets</b>			
Trade and other receivables	5	7,007	7,007
		<u>7,007</u>	<u>7,007</u>
<b>Total assets</b>		<u>3,507,007</u>	<u>3,507,007</u>
<b>Creditors : amounts falling due within one year</b>	6	(2,058)	(2,058)
<b>Total liabilities</b>		<u>(2,058)</u>	<u>(2,058)</u>
<b>Net assets</b>		<u><u>3,504,949</u></u>	<u><u>3,504,949</u></u>
<b>Equity</b>			
Share capital	7	3,500,002	3,500,002
Retained earnings		4,947	4,947
<b>Total equity</b>	8	<u><u>3,504,949</u></u>	<u><u>3,504,949</u></u>

The financial statements were approved and signed on behalf of the Board on 25 July 2016.



G. J. Proudfoot  
 Director

The accompanying notes are an integral part of this balance sheet:

**Atlantic Wealth Holdings Limited**  
**Statement of Changes in Equity for the year ended 31 December 2015**

	Share capital £	Retained earnings £'000	Total equity £'000
<b>31 December 2013</b>	<b>3500,002</b>	<b>4,947</b>	<b>3,504,949</b>
Profit and total comprehensive income for the year	-	-	-
<b>31 December 2014</b>	<b>3500,002</b>	<b>4,947</b>	<b>3,504,949</b>
Profit and total comprehensive income for the year	-	-	-
<b>31 December 2015</b>	<b>3500,002</b>	<b>4,947</b>	<b>3,504,949</b>

**Atlantic Wealth Holdings Limited**  
**Notes to the financial statements for the year ended 31 December 2015**

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**1. Accounting policies**

A summary of the principal accounting policies, all of which have been applied consistently throughout the current and the preceding year, is set out below.

*a) Basis of accounting*

These financial statements are the first financial statements in which the company has adopted Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). The company meets the definition of a qualifying entity under Financial Reporting Standard 100 (FRS 100) issued by the Financial Reporting Council. Accordingly, in the year ended 31 December 2015 the company has undergone transition from reporting under UK GAAP as issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 as issued by the Financial Reporting Council. This transition is not considered to have had a material effect on the financial statements. Disclosures have been amended to comply with the reporting requirements of FRS 101.

The estimates at 1 January 2014 and 31 December 2014 are consistent with those made at the same dates in accordance with previous GAAP. There are no previous GAAP to FRS 101 transition adjustments requiring the reconciliation of previous GAAP to FRS 101 financial statements.

The company has availed itself of a number of exemptions from the disclosure requirements of IFRS in the preparation of these financial statements, in accordance with FRS 101. In accordance with FRS 101, paragraph 8, the company has claimed an exemption from the following paragraphs of IFRS:

- The requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share-based Payment, (paragraph 8a);
- The requirements of IFRS 7 "Financial Instruments: Disclosure" (paragraph 8d);
- The requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated (paragraph 8e);
- The requirements of paragraph 79(a)(iv) of IAS 1 "Presentation of Financial Statements" (paragraph 8f(ii));
- The requirements of paragraphs 10(d), 10(f), 16, 38A-D, 40A-D, 111 and 134-136 of IAS 1 "Presentation of Financial Statements" (paragraph 8g);
- The requirements under IAS 7 "Statement of Cash Flows" (paragraph 8h);
- The requirements of paragraph 17, IAS 24 "Related Party Disclosures" and the requirement under IAS 24 to disclose transactions between wholly owned members of a group (paragraphs 8j and 8k); and
- The requirement to disclose standards in issue which have yet to become effective.

Except for the adoption of FRS 101, no new standards have been adopted during the year. Where required, the equivalent disclosures have been included in the consolidated financial statements of Invesco Ltd. The consolidated financial statements of Invesco Ltd. can be obtained as set out in note 9.

The company is exempt from the requirements to produce consolidated financial statements, in accordance with section s400 to s402 of the Companies Act 2006, UITF abstract 43 and the Seventh Directive, because it is a wholly owned subsidiary undertaking of Invesco Ltd., a company incorporated in Bermuda that publishes consolidated financial statements that incorporates the results of the company and its subsidiary undertakings in accordance with US Generally Accepted Accounting Practice.

**1. Accounting policies (continued)**

*b) Basis of preparation*

The financial statements have been prepared on a going concern basis and under the historic cost convention and in accordance with Companies Act 2006, as applicable to companies applying FRS 101.

The preparation of financial statements requires management to make estimates and judgements that affect the amounts reported in the financial statements and accompanying notes.

*c) Significant estimates and judgements*

There are no significant accounting estimates or judgements used in preparing these financial statements.

*d) Functional currency*

The functional currency of the company is Sterling (£), reflecting the primary currency in which the underlying transactions are undertaken, which is also the presentation currency.

*e) Format of the primary statements*

The terminology used in respect of the primary statements complies with the prescribed Companies Act 2006 formats.

*f) Statement of comprehensive income and statement of changes in equity*

During the current and preceding financial year the company received no income and incurred no expenditure. Consequently the company made neither a profit nor loss in the current or prior financial year. Accordingly no statement of comprehensive income or statement of changes in equity has been prepared.

*g) Investments*

Investments in subsidiaries are carried at cost less provisions for impairment.

*h) Loans and receivables*

The intragroup loan balances are classified as loans and receivables and are held at amortised cost.

**2. Auditor's remuneration**

There is no charge for auditor's remuneration in the financial statements of the company. The auditor remuneration for the audits of the UK subsidiaries of the ultimate parent, Invesco Ltd., is borne by Invesco UK Limited and is not recharged to the company. The portion of the aggregate auditor remuneration of the group, relating to the audit of the company is £5,284 (2014: £3,721). There were no other services provided to the company by the auditor (2014: none).

**3. Directors' remuneration and staff costs**

There were no employees of the company during the year (2014: nil). Staff costs including pension contributions, of all group employees who provide services to the company are borne by Invesco UK Limited and are not recharged to the company.

The three directors (2014: two) who held office during the year received no remuneration from the company (2014: £nil). All directors' remuneration is borne by Invesco UK Limited and the proportion of directors' remuneration relating to services provided to the company is not able to be separately identified. Therefore, no recharge has been made to the company.

**4. Investments**

	2015 £	2014 £
Investments in subsidiary undertaking	<u>3,500,000</u>	<u>3,500,000</u>

The subsidiary of the company at 31 December 2015 was as follows:

Name	Country of incorporation	Principal activity	Description of shares	% owned
Atlantic Wealth Management Limited	England and Wales	Holding company	Ordinary	100%

The directors believe that the carrying value of the investments is supported by their underlying net assets.

The company listed below is owned by the operating subsidiary:

Name	Country of incorporation	Principal activity	Description of shares	% owned
CM Investment Nominees Limited	England and Wales	Nominee company	Ordinary	100%

**5. Trade and other receivables**

	2015 £	2014 £
Amounts owed by parent undertakings	7,005	7,005
Other debtors	<u>2</u>	<u>2</u>
	<u>7,007</u>	<u>7,007</u>

The amounts owed by other group undertakings are unsecured, interest free and repayable on demand. The carrying value of debtors approximates fair value.

**6. Creditors: amounts falling due within one year**

	2015 £	2014 £
Amounts owed to subsidiary undertakings	<u>2,058</u>	<u>2,058</u>

The amounts owed to other group undertakings are unsecured, interest free and repayable on demand. The carrying value of creditors approximates fair value.

**Atlantic Wealth Holdings Limited**  
**Notes to the financial statements for the year ended 31 December 2015 (continued)**

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7.	Called up share capital	2015 £	2014 £
	<i>Allotted, called up and fully paid</i>		
	3,500,002 ordinary shares of £1 each	<u>3,500,002</u>	<u>3,500,002</u>

**8. Risks and uncertainties**

*a) Credit risk*

The amounts owed by parent undertakings are not considered to be past due, are repayable on demand and have not been impaired. The maximum exposure to credit risk at the reporting date is the carrying value of the receivable in note 5. The company does not hold any collateral as security.

*b) Liquidity risk*

The company manages liquidity risk through the intercompany receivables due with other subsidiary companies. The liabilities are repayable on demand at the value stated in note 6. All balances are non-interest bearing and unsecured.

*c) Capital management*

Atlantic Wealth Holdings Limited considers its capital to be the total equity shown in notes 7 and 8. The company's objectives when managing capital are:

- to safeguard the company's ability to continue as a going concern, so that it can protect shareholder value; and
- to maintain a strong capital base.

**9. Ultimate controlling party, ultimate and immediate parent company**

The company's ultimate controlling party, ultimate parent company and the parent undertaking of the only group of undertakings for which consolidated financial statements are drawn up and of which the company is a member is Invesco Ltd. which is registered in Bermuda. The company's immediate parent company is Invesco UK Limited. Copies of the group consolidated financial statements can be obtained from Two Peachtree Pointe, 1555 Peachtree Street, N.E. Atlanta, Georgia, 30309, U.S.A.

**10. Capital commitments and contingent liabilities**

The company does not have any capital commitments or contingent liabilities at 31 December 2015 (2014: £nil).

**11. Events following the year-end**

On 23 June 2016, the UK electorate voted to leave the European Union. There will be a resulting period of uncertainty for the UK economy with increased volatility expected in financial markets. This does not impact the fair value of assets and liabilities reported at the balance sheet date of 31 December 2015.