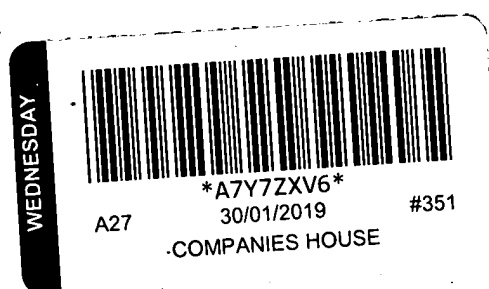


Company Registration No. 06023860

Ashurst Group Limited

Annual Report and Financial Statements

For the year ended 30 April 2018



Ashurst Group Limited

Annual Report and financial statements for the year ended 30 April 2018

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Ashurst Group Limited

Annual Report and financial statements for the year ended 30 April 2018

Officers and professional advisers

Directors

P A Jenkins
B J C Tidswell
A M Pearson (appointed 1 May 2018)
C Vigrass (resigned 30 April 2018)

Company Secretary

S D Beddow

Registered Office

Broadwalk House
5 Appold Street
London
EC2A 2HA

Bankers

National Westminster Bank Plc
P O Box No. 34
15 Bishopsgate
London
EC2P 2AP

Solicitors

Ashurst LLP
Broadwalk House
5 Appold Street
London
EC2A 2HA

Auditor

Deloitte LLP
Statutory Auditor
London, United Kingdom

Ashurst Group Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 April 2018. This report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

Principal activity and future developments

The company's principal activity is to act as a holding company for certain operations of Ashurst LLP. The directors do not expect any change in the principal activity in the future. As a result the directors expect the general level of activity to remain consistent with 2018 in the forthcoming year.

Results

The result for the year ended 30 April 2018 was a result after taxation of £nil (2017: £nil). An impairment charge of £46,000 (2017: £340,414) has been recognised in relation to the investment in Ashurst Holdings AB. This charge has been borne by Ashurst LLP and, accordingly, the net position has been recognised in the profit and loss account.

Events during the reporting period

On 15 June 2016 the decision was made by the Board of Ashurst LLP to close down the operations of the Swedish office. The announcement was made on 17 June 2016.

Principal risks and uncertainties

The company's management policy regarding liquidity risk is to ensure that it always has sufficient committed facilities available to meet its foreseeable needs.

The company's credit risk is primarily attributable to its debtor balance due from its parent undertaking, Ashurst LLP. Details of amounts owed by Ashurst LLP are given in note 6. The company manages this risk by continually monitoring the status of its debtors and receiving a written financial commitment from Ashurst LLP, as detailed below.

Going concern

The directors have considered the going concern assumption given the current economic climate and the net current liabilities of the company. Accordingly, the directors have reviewed the company forecasts and considered the financial commitment from its parent undertaking that they will provide sufficient funds to enable the company to pay creditors as they fall due for a period of at least 12 months from the date of signing these financial statements, which has been confirmed in writing.

After making enquiries and considering the above facts, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors

The directors who served during the year and thereafter unless otherwise stated are set out on page 1.

Ashurst Group Limited

Directors' report (continued)

Auditor

Each of the persons who is a director of the company at the date when this report was approved confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

A resolution to re-appoint Deloitte LLP as auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



B J C Tidswell

Director

20 November 2018

Ashurst Group Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 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.

Ashurst Group Limited

Independent auditor's report to the members of Ashurst Group Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Ashurst Group Limited:

- give a true and fair view of the state of the company's affairs as at 30 April 2018 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity;
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

We have nothing to report in respect of these matters

Other information

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

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

We have nothing to report in respect of these matters.

Ashurst Group Limited

Independent auditor's report to the members of Ashurst Group Limited (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Jeremy Black (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
20 November 2018

Ashurst Group Limited

Profit and loss account For the year ended 30 April 2018

	Notes	2018 £	2017 £
Administrative expenses		-	-
Operating result	3	-	-
Dividend income from investments		-	-
Result before taxation		-	-
Taxation	4	-	-
Result after taxation	9	-	-

All results are derived from continuing operations.

The company has no items of other comprehensive income for the current or preceding financial years other than the results above. Therefore no separate Statement of comprehensive income has been presented.

Ashurst Group Limited

Balance sheet As at 30 April 2018

	Notes	2018 £	2017 £
Fixed assets			
Investments	5	<u>1,170,000</u>	<u>1,216,000</u>
Current assets			
Debtors	6	411,540	365,540
Creditors: amounts falling due within one year	7	<u>(1,215,999)</u>	<u>(1,215,999)</u>
Net current liabilities		<u>(804,459)</u>	<u>(850,459)</u>
Total assets less current liabilities and net assets		<u>365,541</u>	<u>365,541</u>
Capital and reserves			
Called-up share capital	8	2	2
Profit and loss account		<u>365,539</u>	<u>365,539</u>
Shareholder's funds	9	<u>365,541</u>	<u>365,541</u>

These financial statements of Ashurst Group Limited (company no. 06023860) were approved by the Board of Directors and authorised for issue on 20 November 2018.

Signed on behalf of the Board of Directors



B J C Tidswell
Director

Ashurst Group Limited

Statement of changes in equity For the year ended 30 April 2018

	Called-up share capital £	Profit and loss account £	Total £
At 1 May 2016	2	365,539	365,541
Comprehensive income for the financial year	-	-	-
Dividends paid on equity shares	-	-	-
	<hr/>	<hr/>	<hr/>
At 30 April 2017	2	365,539	365,541
Comprehensive income for the financial year	-	-	-
Dividends paid on equity shares	-	-	-
	<hr/>	<hr/>	<hr/>
At 30 April 2018	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Ashurst Group Limited

Notes to the financial statements For the year ended 30 April 2018

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and prior year, are described below.

General information and basis of accounting

Ashurst Group Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 1. The nature of the company's operations and its principal activity are set out in the Directors' report on pages 2 and 3.

The financial statements have been prepared under the historical cost convention modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of the company is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

The company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The company is consolidated in the financial statements of its parent Ashurst LLP which are available to the public. Exemptions have been taken in these separate company financial statements in relation to financial instruments, related party transactions, remuneration of key management personnel and the presentation of a cash flow statement. As the company meets the definition of a qualifying entity under FRS 102 therefore an exemption has also been taken from preparing the consolidated financial statements.

After considering the financial commitment from the ultimate parent undertaking, which has been confirmed in writing, the directors have concluded that the company is a going concern and the financial statements have been prepared on that basis, as described in the Directors' Report.

Financial Instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Investments

Investments are stated at cost less provision for any impairment.

Ashurst Group Limited

Notes to the financial statements (continued) For the year ended 30 April 2018

1. Accounting policies (continued)

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Financial assets

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Ashurst Group Limited

Notes to the financial statements (continued) For the year ended 30 April 2018

1. Accounting policies (continued)

Taxation (continued)

Deferred tax assets and liabilities are offset only if: a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

2. Critical accounting judgments and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 1, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying the company's accounting policies

The following are the critical judgments which involve estimates that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Impairment of investments

The decision was made by the Board of Ashurst LLP to close the operations of the Swedish office on the 15th June 2016. In view of this, Management have considered whether there are any indications of impairment and have carried out an impairment review of the carrying amount of the investment on the basis of the net asset position.

3. Operating result

	2018	2017
	£	£
Auditor's remuneration – audit fees	4,600	4,466

Auditor's remuneration, in relation to the auditing of the financial statements, in 2018 has been borne by another Group entity.

Fees payable to Deloitte LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated financial statements of the parent company are required to disclose such fees on a consolidated basis.

The company had no employees in the current or prior year.

None of the directors received any emoluments for services to the company during the current or prior year.

Ashurst Group Limited

Notes to the financial statements (continued) For the year ended 30 April 2018

4. Tax charge on result

The tax charge comprises:

	2018 £	2017 £
Total current tax – UK corporation tax	-	-

The standard rate of tax applied to reported result/profit is 19 per cent (2017: 20 per cent).

The rate of corporation tax reduced from 20 per cent to 19 per cent from 1 April 2017, and will reduce from 19 per cent to 17 per cent from 1 April 2020.

The differences between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the result/profit before tax is as follows:

	2018 £	2017 £
Result before taxation	-	-
Tax on result at standard UK corporate tax rate of 19 per cent (2017: 20 per cent)	-	-
Effects of:		
Income not taxable in determining taxable result	-	-
Total current tax for period	-	-

Deferred taxation

A deferred tax asset has not been recognised in respect of excess management expenses as the company does not anticipate taxable profits to arise within the immediate future.

The estimated value of the deferred tax asset not recognised, measured at a standard rate of 19 per cent (2017: 19 per cent) is £8,455 (2017: £8,455).

5. Investments

	2018 £	2017 £
Cost and net book value		
At 1 May	1,216,000	1,315,542
Additions	-	240,872
Disposal	-	-
Impairment	(46,000)	(340,414)
At 30 April	1,170,000	1,216,000

An impairment charge of £46,000 (2017: £340,414) has been recognised in relation to the investment in Ashurst Holdings AB. This charge has been borne by Ashurst LLP and, accordingly, the net position has been recognised in the profit and loss account under administrative expenses.

Ashurst Group Limited

Notes to the financial statements (continued) For the year ended 30 April 2018

5. Investments (continued)

As at 30 April 2018 Ashurst Group Limited owns shares in the following subsidiaries:

Name	Nature of business	Country of incorporation or registration	Class of share	%
Ashurst Holdings AB (†)	Holding company	Sweden	Ordinary (A)	100%
Ashurst Holdings AB (†)	Holding company	Sweden	Ordinary (B)	100%
Ashurst Advokatbyrå (†)*	Provision of legal services	Sweden	Ordinary	100%

* Held directly by Ashurst Holdings AB.

The registered office of the entities marked with (†) is Broadwalk House, 5 Appold Street, London EC2A 2HA. This address is based in the United Kingdom.

Subsidiary undertakings have not been consolidated by Ashurst Group Limited as permitted by s.400 of the Companies Act 2006 as they are consolidated in the financial statements of Ashurst LLP.

6. Debtors: amounts falling due within one year

	2018 £	2017 £
Amount due from group undertaking	411,540	365,540
	<u>411,540</u>	<u>365,540</u>

The amounts due from the group undertaking are non-interest bearing and are repayable on demand.

7. Creditors: amounts falling due within one year

	2018 £	2017 £
Amount due to group undertaking	1,215,999	1,215,999
	<u>1,215,999</u>	<u>1,215,999</u>

The amounts due to group undertaking are non-interest bearing and are repayable on demand.

8. Called up share capital

	2018 £	2017 £
Called up, allotted and fully paid:		
2 ordinary shares of £1	2	2
	<u>2</u>	<u>2</u>

Ashurst Group Limited

Notes to the financial statements (continued) For the year ended 30 April 2018

9. Reconciliation of movements in shareholder's funds

	Share capital £	Profit and loss account £	Total £
At 1 May 2017	2	365,539	365,541
Retained result for the year	-	-	-
At 30 April 2018	2	365,539	365,541

10. Dividends

No dividends have been declared or paid during the year (2017: £nil).

11. Related party transactions

The company has taken advantage of the exemptions under FRS 102 – 33.1A, Related Party Disclosures not to disclose transactions with other wholly-owned entities in the Ashurst LLP group.

12. Ultimate controlling party

The directors regard Ashurst LLP, a limited liability partnership incorporated in the United Kingdom and registered in England and Wales, as the immediate and ultimate parent undertaking and the ultimate controlling party of the company. The only group in which the results of the company are consolidated is that headed by Ashurst LLP. Copies of the group financial statements can be obtained from Broadwalk House, 5 Appold Street, London, EC2A 2HA, which is the registered address.