

Registration number: 6477512

**Ranmore Fund Management Limited**  
Annual Report and Financial Statements

for the Year Ended 31 December 2022

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**Ranmore Fund Management Limited**  
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**Ranmore Fund Management Limited**  
**Company Information**

<b>Directors</b>	Sean Peche Hywel Bevan
<b>Registered office</b>	Coveham House Downside Bridge Road Cobham Surrey KT11 3EP
<b>Independent Auditors</b>	Haines Watts 46, High Street Esher Surrey KT10 9QY

## **Ranmore Fund Management Limited**

### **Strategic Report for the Year Ended 31 December 2022**

#### **Introduction**

The directors are pleased to present their strategic report for the year ended 31 December 2022.

#### **Principal activity**

The principal activity of Ranmore Fund Management Ltd (the "Company") is the provision of professional investment management services. During the year-ended 31 December 2022, this related to managing the assets of two Undertakings for Collective Investment in Transferable Securities ("UCITS") funds. One fund is authorised and regulated by the Central Bank of Ireland and the other by the Financial Conduct Authority. The Company ceased providing services to the latter fund on 30 November 2022.

#### **Business review**

The Company provides professional investment management services to the Ranmore Global Equity Fund plc ("the Fund"), a collective investment scheme constituted as an Undertaking in Collective Investment in Transferable Securities (UCITS). The Company provides a Value-based investment approach. In the year-ended 2022, investors in the Fund received a 1.9% return on their investment (when measured in the Fund's base currency of United States dollar). The Fund outperformed its benchmark, the MSCI World Index, by 20 percentage points as it fell 18.1% (measured in USD). Despite the performance, the Fund received net redemptions during the year. As a result, although shareholders in the Fund benefited from a 1.9% improvement in net asset value/share, the net asset value of the Fund fell 31%, from \$86.1m to \$59.4m.

In the Business review section of last year's accounts, we noted that we could be witnessing a turning point in the sentiment of equities investors: Growth stocks (those typically trading on price-to-earnings multiples above equity market averages) had outperformed their Value peers for several years, but we felt that could be changing and that a rotation into Value shares could be underway. That proved to be the case in 2022. According to Morningstar data\* to 31/12/2022, the Fund's performance places it in the first quartile of peer group fund's over the following time periods: rolling 1 year, 2 years, 3 years, 5 years, 10 years and since the fund's inception. The directors remain confident that the Company's investment approach can see the Fund continuing to outperform both its benchmark and peer funds in 2023 and beyond.

Fund net redemptions during the year are disappointing. The Fund is daily dealing and underlying investors may redeem their shares at any point. Their motivation for doing so is beyond the Company's control. Although the Company does not manage underlying investor accounts (this is undertaken by the Fund's independent Administrator), the Company's understanding is that the majority of the redemptions emanated from one underlying investor. The directors are therefore cognisant of concentration risk and are active in taking steps to reduce it (please see 'Future developments' below).

As noted above, the Company ceased providing investment management services to the UK UCITS fund on 30 November 2022. Under the terms of the engagement, the Company received a fixed fee for the service, which began a little over three years before, on 1 September 2019. Although it means a loss of revenue to the Company, the services to the Irish UCITS fund materially make-up the majority of the Company's revenue and the Company's operational resources can now be focused on that fund. The directors are pleased that, at the time services ceased being provided, the UK UCITS's performance ranked it in the top quartile of funds in its Morningstar category\*\* over rolling 1 year, 2 year and 3 year time periods.

\*quartile ranking versus Morningstar's category 'EAA Fund Global Large-Cap Blend Equity', which is the performance of Europe/Africa/Asia-domiciled funds which invest principally in the equities of large-cap companies from around the globe and the blend style is assigned to funds where neither growth nor value characteristics predominate.

\*\*Morningstar category 'EAA Fund Global Flex-Cap Equity', which are Europe/Africa/Asia-domiciled funds invest in equities across the market-cap spectrum from around the globe.

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

##### Material fund redemptions

The Company's principal source of revenue is its remuneration from the Ranmore Global Equity Fund plc, which is based on a fixed percentage of the Fund's net asset value (NAV). Should the Fund experience material redemptions from its underlying investors, its NAV will decrease, and therefore the fee income of the Company will also decrease.

##### Significant equity market falls

In a similar effect to Fund redemptions, significant and prolonged equity market falls will cause a decrease in the NAV of the Fund, thereby reducing the fee income the Company will earn. For example, at one point in 2020, a combination of equity market pullbacks in February and March, combined with net investor redemptions, saw the Fund's Net Asset Value fall by 29% from its opening NAV at the start of the calendar year.

#### Loss of investment management mandate

The Company has been engaged to provide investment management services in relation to the assets of Ranmore Global Equity Fund plc. Should the board of Ranmore Global Equity Fund plc choose to terminate the engagement, the Company will lose its main source of income.

#### Foreign exchange

The Company's income is accrued in USD, but its reporting currency and the majority of its expenses are denominated in GBP. A weakening of USD versus GBP will result in a reduction in the Company's turnover, when measured in GBP, but less of a reduction in its expenses, thereby reducing the profitability of the Company.

#### COVID-19 and the effects of other geopolitical events on investor confidence

Most governments have now fully re-opened their countries to international travel and commerce. Extensive vaccination programmes and booster programmes are well established. However, any loss of investor confidence caused by any of: further lockdowns, lack of efficacy of vaccines or viral mutations could affect global stock markets, thereby reducing Fund NAV and Company revenue.

#### Brexit

The UK left the European Union on 31<sup>st</sup> January 2021 and ended its transitional period, during which it negotiated its future relationship with the EU, on 31<sup>st</sup> December 2021. By the end of the transition period, the UK and the EU had not reached an agreement with respect to financial services – UK financial services were not granted 'equivalent' status by the EU.

At present, UCITS constituted in the European Economic Area (EEA), such as Ranmore Global Equity Fund plc (constituted in Ireland), can appoint investment management firms constituted in third countries, such as the Company, subject to certain conditions. This arrangement is not expected to change, but should it, the Company will have to respond within any timeframe outlined. Similarly, EEA funds, previously permitted by the FCA to market in the UK, are permitted to continue marketing in the UK under the FCA's Temporary Permissions Regime, and the Fund has availed of that permission.

At the time of writing, legislation to review or revoke EU legislation (referred to as the retained EU law bill) before the end of 31 December 2023 is under review in the House of Commons. However, the legislation does not cover financial services and markets legislation, which it is proposed will be addressed in other legislation.

#### **Key performance indicators (KPIs)**

The underlying profitability of the Company is dependent on its assets under management (AUM), which is the NAV of the Ranmore Global Equity Fund plc. This is because the Company's fee income is based on a fixed percentage of the Fund's NAV. The Fund's NAV can fluctuate materially based on factors beyond the control of the Company, such as equity market downturns or rebounds, or material subscriptions or redemptions by investors in the Fund. The directors do not therefore consider the profitability of the Company to be a KPI in itself because of the operational leverage caused by changes in the Fund's NAV.

The directors therefore believe a more prescient financial key performance indicator is the extent to which the Company covers its regulatory capital and liquidity requirements. These are determined by the Company's regulator, the Financial Conduct Authority (FCA), and are designed to require a firm to maintain adequate financial resources.

The directors conclude that two key performance metrics are:

- 1.25 times the Company's 'Own funds requirement'. 'Own funds' is the Company's capital and, in the case of the Company, is its Common equity tier 1 capital (that portion of equity which is most capable of absorbing losses and largely comprises share capital and retained earnings). 'Own funds requirement' is the highest of three measures outlined in MIFIDPRU 4.3.2R. Essentially, the Company's KPI is that its share capital and retained earnings is 1.25 times that of the highest of the three measures stipulated by MIFIDPRU 4.3.2R.
- 1.25 times the Company's 'Basic liquid assets' requirement. This requirement states that a firm's 'Core liquid assets' (largely short-term deposits at authorised credit institutions) must exceed a formula stipulated in MIFIDPRU 6.2.1R.

Both metrics were met as at 31/12/2022.

#### Other key performance indicators

The Company provides investment management services to UCITS funds. As such, the Company must invest in accordance with the investment restrictions to which those UCITS are subject under EU law. The Company aims to have zero investment breaches.

Number of investment breaches during the year-ended 31<sup>st</sup> December 2022: Zero

### Section 172(1) statement

The directors are aware of their obligations under the Companies Act 2006 to act in ways they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to –

- the likely consequences of any decision in the long term,
- the interests of the company's employees,
- the need to foster the company's business relationships with suppliers, customers and others,
- the impact of the company's operations on the community and the environment,
- the desirability of the company maintaining a reputation for high standards of business conduct, and
- the need to act fairly as between members of the company.

The Company has been engaged to provide investment management services to a regulated investment fund. As such, the savings of underlying investors in the fund is at stake. The Company has policies and procedures, including remuneration procedures, that do not promote excessive risk-taking; rather, the directors are cognisant that equity markets can rise and fall, particularly over shorter measurement periods, and so the focus is investment performance over a medium to long-term time horizon. Ultimately, making global equities investment decisions that focuses on the savings of underlying investors also focuses on the long-term prospects of the Company and its employees. Furthermore, the directors are invested in the Ranmore Global Equity Fund plc on the same terms and conditions as other investors in the Fund, thereby aligning their interests with those of clients. The Company has a small number of relationships with financial services suppliers and many of those relationships have existed for a number of years. The Company operates within a small community and the directors are cognisant of the Company's role within the community, supporting the local economy and where possible, and within the constraints of remote working arrangements, supporting through charitable or other means, such as work experience placements. The directors seek to minimise the environmental impact of the Company's operations by undertaking business trips only if necessary and promoting working from home where operationally possible. The directors believe acting with integrity is crucial to the Company's culture. Integrity and regulatory compliance are conveyed to all employees through the firm's Compliance Manual, which all staff are required to read and the Manual covers the firm's policies on such matters as observing proper standards of market conduct, anti-bribery and corruption, and treating customers fairly. The directors are committed to the equal treatment of all members.

Approved by the Board on 13<sup>th</sup> February 2023 and signed on its behalf by:



.....  
Sean Peche  
Director

## **Ranmore Fund Management Limited**

### **Directors' Report for the Year Ended 31 December 2022**

The Company's Registration Number is 6477512.

The directors present their report and the financial statements for the year ended 31 December 2022.

#### **Directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law, regulations and United Kingdom Generally Accepted Accounting Practice.

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 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 apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on a 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.

#### **Future developments**

The Company is the appointed Distributor of Ranmore Global Equity Fund plc. This means it has been appointed by the board of the Fund to promote the Fund in the jurisdictions in which the Fund has been approved to market to citizens of those countries (UK and South Africa). The Company was very active in 2022, through: raising its profile via presentations to several wealth management firms in the UK and South Africa, and active media activities, including interviews, webinars, the launch of a YouTube channel and other social media. The Company will be continuing to raise the profile of its investment strategy over the next 12 months. The Company offers a Value-based style of active management. Value strategies have not been in favour in recent years as investors have instead favoured "Growth" approaches, but the outperformance of the Fund in 2022, the directors believe, will garner considerable interest, particularly when there are relatively few active global Value managers. Subscriptions into the Fund would raise its net asset value, thereby increasing the fee revenue of the Company.

In the latter part of 2021, the Company was pleased to announce that Andrew Lapping had agreed to act as an Investment Adviser to the Company. Mr Lapping is well-known within the investment community in South Africa, having started his investment career at Allan Gray Ltd in 2001. Mr Lapping was promoted to Chief Investment Officer of Allan Gray in 2015, before leaving in 2020, at which time Allan Gray managed \$35bn. Mr Lapping's input contributed to the Fund's performance in 2022 and the Company believes his presence will further attract investor interest in the Fund.

**Ranmore Fund Management Limited**  
**Directors' Report for the Year Ended 31 December 2022**

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As noted in the Principal risks and uncertainties section of the Strategic Report, material or prolonged declines in global stock markets or material redemptions by investors in the Fund to which the Company provides investment management services will impact the Company's profitability. However, as at the year-ended 31/12/2022, the Company is forecasted to be profitable over the next 12 months and the Fund's very strong performance has generated considerable investor interest. Against this backdrop, the directors believe the Company remains a Going Concern and the Company's financial statements have been prepared on a Going Concern basis. An entity is a Going Concern unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. The directors have no intention to liquidate the Company or cease trading and they deem the Going Concern basis to be appropriate because the business is well capitalised, solvent and the level of management fees generated from the Assets under Management of the Ranmore Global Equity Fund Plc are sufficient for the business to remain profitable. The directors have considered potential forward-looking impacts of a fall in assets under management on the resilience of its business model and the Going Concern assumption. This has involved the Company stress testing various scenarios and the likely impact they would have on the Company's profitability, regulatory capital requirements and solvency, and considering what mitigating actions might be taken in face of such scenarios materialising. On the basis of the results of the stress testing undertaken, the directors believe that their conclusion that the Company is a Going Concern is appropriate.

**Disclosures concerning greenhouse gas emissions, energy consumption and energy efficiency action by unquoted companies**

In accordance with The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, the Company consumed less than 40,000 kWh of energy in the United Kingdom during the year and therefore its energy consumption is below the threshold that requires further disclosure.

**Directors of the company**

The directors who held office during the year were as follows:

Sean Peche

Hywel Bevan

**Disclosures**

**MIFIDPRU disclosures**

In accordance with the Financial Conduct Authority ("FCA") Handbook, as at 31 December 2021 Ranmore Fund Management Ltd ("the Firm") was classified as a BIPRU firm under the FCA's prudential categorisation of regulated firms. BIPRU was the FCA's Prudential sourcebook for Banks, Building Societies and Investment Firms and it ceased to exist on 1 January 2022.

BIPRU was replaced on 1 January 2022 by MIFIDPRU, the new prudential sourcebook for investment firms.



**Ranmore Fund Management Limited**  
**Directors' Report for the Year Ended 31 December 2022**

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Chapter 11 of BIPRU required a BIPRU firm to publicly disclose the information laid out in BIPRU 11.5 (otherwise known as "Pillar 3 disclosure") and for it to have adopted a formal disclosure policy. The Firm's policy was that Pillar 3 disclosures would be made within the firm's annual accounts – such an approach was consistent with the FCA's expectation: BIPRU 11.3.10 allowed the firm to determine the appropriate medium to provide the required Pillar 3 disclosures and stated that if the disclosures were not to be included in the financial statements, a firm must indicate where they could be found. The information set out in BIPRU 11.5 had to be disclosed on at least an annual basis. As such, the Directors' Report section of the Annual Report and Financial Statement of the Company contained detailed Pillar 3 disclosures.

In contrast, MIFIDPRU chapter 8.1, entitled 'Disclosure', states: *A firm must publish the information required by this chapter in a manner* (MIFIDPRU 8.1.13R) and *...FCA's expectation is that a firm will use a website for the purpose of complying with MIFIDPRU 8.1.13R* (MIFIDPRU 8.1.17G). Therefore, disclosures required by the prudential sourcebook to which the Company is subject will no longer be made in the Company's Annual Report and Financial Statements. Instead, they will be published on its website ([www.ranmorefunds.com](http://www.ranmorefunds.com)). MIFIDPRU 8.1.10R states:

*As a minimum, a firm must publicly disclose the information specified in this chapter annually on:*

- (1) The date it publishes its annual financial statements; or*
- (2) Where it does not publish annual financial statements, the date on which its annual solvency statement is submitted to the FCA in accordance with requirements in SUP 16.12*

Point 2 does not apply to the Company because the publication of an annual solvency statement applies only to sole traders and partnerships (Note 4 of SUP 16.12.11R). Neither does point 1 apply: as a private limited company, the Company does not publicly publish its accounts (although it is required to file them with Companies House). Therefore, the directors conclude that the appropriate date on which its MIFIDPRU disclosures are publicly disclosed on its website is the date upon which its audited financial statements must be filed with the FCA, being 80 business days after its accounting reference date of 31 December (SUP 16.7A.8R).

**UK Stewardship Code Disclosure Statement**

Under COBS 2.2A.5 the Firm must comply with the rule in COBS 2.2.3R of the FCA Handbook which requires all relevant FCA authorised firms to make a public disclosure in relation to the nature of their commitment to the above Code ("the Code") which was published by the Financial Reporting Council ("FRC") in July 2010.

The Code aims to enhance the quality of engagement between institutional investors and the companies they invest in with the intention of improving long-term returns for shareholders and the efficient exercise of governance responsibilities. The FRC recognises that not all parts of the Code will be relevant to all institutional investors and that smaller institutions may judge some of the principles and guidance to be disproportionate. Firms may either comply with the Code or choose not to comply with certain aspects of the Code; in the latter case an explanation of non-compliance is required. If the firm does not commit to the Code, it must state in general terms its alternative investment strategy.

The firm provides investment management services, which involves buying and selling equities traded on recognised and respected stock exchanges around the world. As the firm's strategy involves investing in UK equities the Code is applicable to some aspects of the firm's trading.

Although the firm supports the Code's objectives, the firm has decided not to commit to the principles of the code. The current policy of the firm in engaging with issuers and their management is determined on a global basis. Therefore, the firm takes a consistent approach to engaging with the issuers and their management in all the jurisdictions in which the firm invests. Hence, it is not deemed appropriate to comply with any voluntary codes of practice in any individual jurisdictions.

For further details on any of the above information, please contact the directors.

## **Remuneration Disclosure**

### **Governance**

The purpose of the Remuneration Code is to ensure firms establish, implement and maintain remuneration policies, procedures and practices that are consistent with, and promote, sound and effective risk management.

The Remuneration Code applies to 'Remuneration Code Staff' ('Code Staff'). This includes senior management, risk takers, staff engaged in control functions and any employee receiving total remuneration that takes them into the same remuneration bracket as senior management and risk takers, whose professional activities have a material impact on the firm's risk profile.

Ranmore has considered the contribution that can be made by a remuneration committee. In order to take a proportionate approach given the size and non-complex nature of both the activities undertaken and the organisation, Ranmore has decided that the governing body will undertake the role which would otherwise be undertaken by a remuneration committee. The governing body will be responsible for setting Ranmore's policy on remuneration.

Ranmore's Remuneration Policy will be reviewed, at least annually by the governing body to ensure that it remains consistent with the Remuneration Code Principles, MiFID II requirements (as incorporated into UK law post-Brexit) and Ranmore's objectives. The governing body will use all information available to it in order to carry out its responsibilities under the code, for example, information on risk and financial performance. In addition, the Compliance Officer, as part of Ranmore's regulatory monitoring, will include a review of the implementation of this Policy by the firm.

### **Link between pay and performance.**

Remuneration at Ranmore is made up of fixed ('salary') and variable ('bonus') components.

Salary is set in line with the market at a level to retain, and when necessary, attract, skilled staff.

Any bonus paid is designed to both reflect the performance of a person in contributing to the success of the firm and their success in meeting, or exceeding, targets that have been set by the firm on an individual basis.

Where remuneration is performance-related, then in addition to the performance of the individual, Ranmore will also take into account the performance of the business unit concerned and the overall results of the firm. Performance assessment will not relate solely to financial criteria but will also include compliance with regulatory obligations and adherence to effective risk management. In keeping with Ranmore's long-term objectives, the assessment of performance will take into account longer-term performance and payment of any such performance related bonuses may need to be spread over more than one year to take account of the firm's business cycle.

The measurement of financial performance will be based principally on profits and not on revenue or turnover.

Awards will reflect the financial performance of Ranmore and as such variable remuneration may be contracted where subdued or negative financial performance occurs. Ranmore will not ordinarily make any variable remuneration awards should the firm make a loss. In exceptional circumstances such payments may need to be considered. In such cases the governing body, in conjunction with the Compliance Officer, will consider and document whether such an award would be in keeping with the Remuneration Code.

### **Quantitative remuneration information**

Ranmore is required to disclose aggregate information on remuneration in respect of its Code Staff, broken down by business area and by senior management and other Code Staff. The relatively small size and lack of complexity of the firm's business is such that Ranmore only has the one business area (investment management) and does not regard itself as operating, or needing to operate, separate 'business areas' and the following aggregate remuneration data should be read in that context.

#### **Aggregate Remuneration**

<b>Senior Management £</b>	<b>Others £</b>
Salary £265,600, Pension £7,968	£0

**Auditor**

The auditors, Haines Watts, will be proposed for re-appointment at the forthcoming AGM.

**Disclosure of information to auditor**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

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

Approved by the Board on 13th February 2023 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'S. Peche', written over a horizontal line.

.....  
Sean Peche  
Director

## **Report of the Independent Auditors to the Members of Ranmore Fund Management Limited**

### **Opinion**

We have audited the financial statements of Ranmore Fund Management Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position, Statement of Cash Flows, Notes to the Financial Statements, including a summary of significant accounting policies. 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- 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.

### **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 Auditors' 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 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**

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

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.

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

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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 this gives rise to a material misstatement in the financial statements themselves. 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 this regard.

### **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 Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

## **Report of the Independent Auditors to the Members of Ranmore Fund Management Limited**

### **Matters on which we are required to report by exception**

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 material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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.

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page five, 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 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.

### **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 a Report of the Auditors 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:

We gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company that were contrary to applicable laws and regulations, including fraud. We discussed with the Directors the policies and procedures in place regarding compliance with laws and regulations. We discussed amongst the audit team the identified laws and regulations, and remained alert to any indications of non-compliance.

During the audit we focussed on laws and regulations which could reasonably be expected to give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006 and UK tax legislation. In particular the company has to be registered with the FCA and comply with their requirements. We confirmed that the company continues to be authorised, reviewed any correspondence from the FCA and carried out a limited assurance review of their CASS requirements. No issues were noted. Our tests included agreeing the financial statement disclosures to underlying supporting documentation

Our procedures in relation to fraud included but were not limited to: inquires of management whether they have any knowledge of any actual, suspected or alleged fraud, and discussions amongst the audit team regarding risk of fraud such as opportunities for fraudulent manipulation of financial statements. We determined that the principal risks related to posting manual journal entries to manipulate financial performance and management bias through judgements in accounting estimates. We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

## Report of the Independent Auditors to the Members of Ranmore Fund Management Limited

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

### 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 a Report of the Auditors 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.



Paul Hodgett FCA BA (Hons) (Senior Statutory Auditor)  
for and on behalf of Haines Watts  
Chartered Accountants  
Statutory Auditor  
Aissela  
46 High Street  
Esher  
Surrey  
KT10 9QY  
Date: ..... 14 February 2023

# Ranmore Fund Management Limited

## Statement of Income and Retained Earnings for the Year Ended 31 December 2022

		2022	2021
	Note	£	£
Turnover	3	566,728	618,967
Administrative expenses		(612,378)	(626,815)
Operating Profit	4	(45,650)	(7,848)
Foreign currency gain / (loss)		19,070	4,654
(Loss)/Profit on ordinary activities before taxation		(26,580)	(3,195)
Tax on (loss)/profit on ordinary activities	7	4,835	545
(Loss)/Profit for the financial year		(21,746)	(2,650)
Retained earnings at the beginning of the year		265,373	268,023
(Loss)/Profit for the year		(21,746)	(2,650)
Dividends declared		-	-
Retained earnings at the end of the year	13	243,627	265,373

There were no recognised gains and losses for 2022 or 2021 other than those included in the Statement of Income and Retained Earnings.

All the activities above relate to continuing operations.

The notes on pages 16 to 22 form part of these financial statements.

**Ranmore Fund Management Limited (Company Number 6477512)**

**Statement of Financial Position at 31 December 2022**

		2022	2021
	Note	£	£
<b>Fixed assets</b>			
Tangible fixed assets	8	9,757	10,490
<b>Current assets</b>			
Debtors	9	67,929	68,552
Corporation tax receivable		543	543
Deferred tax asset		4,868	
Cash at bank		218,851	279,624
		292,191	348,719
<b>Current liabilities</b>			
Creditors: Amounts falling due within one year	10	(11,466)	(47,014)
Corporation tax payable		-	0
Net current assets		280,725	301,705
<b>Non-current liabilities</b>			
Provisions for Deferred tax liability		(1,854)	(1,821)
<b>Net assets</b>		<b>288,628</b>	<b>310,374</b>
<b>Capital and reserves</b>			
Called up share capital	12	45,001	45,001
Profit and loss account	13	243,627	265,373
<b>Shareholders' funds</b>		<b>288,628</b>	<b>310,374</b>

The financial statements have been prepared in accordance with the provisions of the Companies Act 2006 and in accordance with the provisions of FRS 102.

The financial statements were approved and authorised for issue by the board on 13<sup>th</sup> February 2023 and were signed on its behalf by:



.....  
Sean Peche  
Director

The notes on pages 16 to 22 form part of these financial statements.



**Ranmore Fund Management Limited**

**Statement of Cash Flows for the Year Ended 31 December 2022**

Statement of Cash Flows	2022	2021
	£	£
<b>Net (Loss)/Profit for reporting period</b>	(26,580)	(3,195)
Adjust for:		
Decrease/(Increase) in debtors	623	(11,425)
(Decrease)/Increase in creditors	(35,549)	19,048
Loss on disposal of fixed assets	0	0
Depreciation	2,365	2,150
<b>Cash from operations</b>	<b>(59,141)</b>	<b>6,578</b>
Corporation tax paid	0	(4,136)
Effects of currency translation on cash at bank	19,830	4,422
<b>Net cash generated/(used) in operating activities</b>	<b>(39,311)</b>	<b>6,864</b>
 <b>Cash flows from investing activities</b>		
Purchase of tangible assets	(1,633)	(1,939)
<b>Net cash from investing activities</b>	<b>(1,633)</b>	<b>(1,939)</b>
 <b>Change in cash and cash equivalents in the year</b>	<b>(40,943)</b>	<b>4,925</b>
Cash and cash equivalents brought forward	279,624	279,121
Effects of currency translation on cash at bank	(19,830)	(4,422)
<b>Cash and cash equivalents carried forward</b>	<b>218,851</b>	<b>279,624</b>

The notes on pages 16 to 22 form part of these financial statements.

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

**1. Company Information**

Ranmore Fund Management Ltd is a company limited by shares and registered in England and Wales, registration number 6477512. The registered office is Coveham House, Downside Bridge Road, Cobham, KT11 3EP.

**2. Accounting Policies**

**Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The company's financial statements have been prepared on a Going Concern basis. The directors' basis for this conclusion is outlined in the Directors' Report section.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also enquires Company management to exercise judgment in applying the Company's accounting policies. The directors consider there to be no instances where material judgements have had to be made in the application of accounting policies. Similarly, the directors consider there to be no significant sources of estimation uncertainty.

The following principal accounting policies have been applied:

**Turnover**

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers. All turnover is attributable to geographical markets outside the United Kingdom.

**Depreciation**

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

<b>Asset class</b>	<b>Depreciation method and rate</b>
Office Equipment	33.33% straight line basis
Fixtures and fittings	10% straight line basis & 33.33% straight line basis

**Foreign currencies**

Assets, liabilities, revenues and costs expressed in foreign currencies are translated into sterling at rates of exchange ruling on the date on which the transactions occur, except for monetary assets and liabilities which are translated at the rate ruling at the balance sheet date.

**Contingent liabilities**

A contingent liability is either a possible but uncertain obligation or a present obligation that is not recognised because either it is not probable that it will be settled or the amount of the obligation cannot be estimated reliably. A contingent liability should not be recognised as a liability, except for provisions for contingent liabilities on an acquiree in a business combination.

**Pensions**

The company makes contributions into personal pension plans. The assets of such schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions paid by the company to the pension plans and amounted to £9,624 (2021: £9,972).

**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

..... *continued*

creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

**Judgements in applying accounting policies and key sources of estimation uncertainty**

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

In the opinion of the directors there are no accounting estimates or judgements with significant levels of uncertainty.

**3. Turnover**

During the year 87% of the company's turnover related to exports (2021: 88%).

**4. Operating profit**

Operating profit is stated after charging:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Auditor's remuneration - The audit of the company's annual accounts	6,000	5,880
Operating lease expenses	47,710	42,200
Depreciation of tangible fixed assets	<u>2,365</u>	<u>2,150</u>

**5. Staff Costs**

The average number of employees, including directors, was:

	<b>2022</b>	<b>2021</b>
Investment management	2	2
Operations	2	2
	<u>4</u>	<u>4</u>

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

..... *continued*

Staff costs, including directors' remuneration, during the period amounted to:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Salaries	320 800	368 900
Social security costs	36 402	42 038
Other pension costs - money purchase schemes	9 624	9 972
	<u>366 826</u>	<u>420 910</u>

Key Management Personnel remuneration:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Key Management Personnel emoluments	265 600	309 400
Employer's National Insurance Contributions	34 536	37 044
Pension costs - money purchase schemes	7 968	8 532
	<u>308 104</u>	<u>354 976</u>

**6. Directors and employees**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Directors' emoluments	200 800	235 500
Pension costs - money purchase schemes	6 024	6 660
	<u>206 824</u>	<u>242 160</u>

The aggregate of emoluments of the highest paid director was £128,800 (2021: £150,000) and Company pension contributions on behalf of the highest paid director were £3,864 (2021: £4,500).

Two directors (2021: two) were accruing retirement benefits under money purchase schemes.

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

..... continued

**7. Taxation**

Tax (income)/expense included in profit or loss

	2022	2021
	£	£
UK corporation tax (receivable)/payable	-	(543)
Adjustments in respect of previous periods	-	-
Overseas taxation	-	-
<b>Total current tax</b>	<b>0</b>	<b>(543)</b>
Deferred taxation: origination and reversal of timing differences	(4,835)	(2)
Deferred taxation: changes in tax rates	-	-
<b>Tax on loss on ordinary activities</b>	<b>(4,835)</b>	<b>(545)</b>

**Reconciliation of tax charge**

The tax assessed for the year differs from the standard rate of corporation tax in the United Kingdom at 19% (2021: 19%). The difference is explained as follows:

	2022	2021
	£	£
(Loss)/Profit on ordinary activities before tax	(26,580)	(3,195)
(Loss)/Profit on ordinary activities multiplied by standard rate of corporation tax in the United Kingdom of 19% (2021: 19%)	(5,050)	(607)
Expenses not deductible for tax purposes	665	470
Capital allowances	(482)	(406)
Deferred tax liabilities (capital allowances in excess of depreciation)	33	(2)
Adjustments in respect of previous periods	-	-
<b>Tax on loss on ordinary activities</b>	<b>(4,835)</b>	<b>(545)</b>

A deferred tax liability of £1,854 at the end of the period is the result of a timing difference between the book value of the Company's Fixed Assets and their tax base value.

On the assumption that there is no capital expenditure and no change to the tax rates enacted, the directors expect a reversal of the deferred tax liability amounting to £449 during the year beginning after 31 December 2022.

The remainder of the deferred tax liability is expected to fully reverse when the timing difference between the book value of the Company's Fixed Assets and their tax base value has been extinguished.

A deferred tax asset at the end of the period is the result of unused tax losses. This is expected to be reversed when used against taxable profits earned in future periods.

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

..... continued

**8. Tangible fixed assets**

	Fixtures and Fittings £	Office equipment £	Total £
<b>Cost or valuation</b>			
At 1 January 2021	19,458	23,781	43,239
Additions	-	1,633	1,633
Disposals	-	-	-
At 31 December 2022	<u>19,458</u>	<u>25,414</u>	<u>44,872</u>
<b>Depreciation</b>			
At 1 January 2021	10,955	21,794	32,749
Charge for the year	1,195	1,171	2,365
Disposals	-	-	-
At 31 December 2022	<u>12,150</u>	<u>22,965</u>	<u>35,114</u>
<b>Net book value</b>			
At 31 December 2022	<u>7,308</u>	<u>2,449</u>	<u>9,757</u>
At 31 December 2021	<u>8,503</u>	<u>1,987</u>	<u>10,490</u>

**9. Debtors**

	2022 £	2021 £
Accrued income	50,746	53,788
Other debtors	<u>17,183</u>	<u>14,764</u>
	<u>67,929</u>	<u>68,552</u>

**10. Creditors: Amounts falling due within one year**

	2022 £	2021 £
Trade creditors	3 348	2 426
Other taxes and social security	1 379	23 025
Other creditors	<u>6 739</u>	<u>21 563</u>
	<u>11 466</u>	<u>47 014</u>

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

..... *continued*

**11. Financial instruments**

The Company has the following financial instruments

	2022	2021
	£	£
<b>Carrying amount of financial assets</b>		
Debt instruments measured at amortised cost	50 746	53 788
Financial assets held at amortised cost are comprised of Sundry Debtors only.	<u>50 746</u>	<u>53 788</u>
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	10 087	23 989
Financial liabilities held at amortised cost are comprised of trade creditors and accruals.	<u>10 087</u>	<u>23 989</u>

**12. Share capital**

**Allotted, called up and fully paid shares**

	2022		2021	
	No.	£	No.	£
Ordinary Share Capital of £1 each	<u>45 001</u>	<u>45 001</u>	<u>45 001</u>	<u>45 001</u>

**13. Reserves**

	Profit and loss account £
At 1 January 2022	265,373
Profit for the year	(21,746)
At 31 December 2022	<u>243,627</u>

**Ranmore Fund Management Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2022**

*..... continued*

**14. Operating leases**

The Company had no minimum lease payments under non-cancellable operating leases as set out below:

The Company has entered into one contract with Bloomberg for the use of a Bloomberg terminal. The contract runs for two years. The contract can be terminated early by the Company, subject to the payment of a portion of the remainder of the term of the contract. As at the period-end, the cost of terminating the contract would have been £12,227.

**15. Related party transactions**

There were no related party transactions (2021 £nil).

**16. Post-Balance Sheet Events**

Post-Balance Sheet Events may be classified as Adjusting or Non-Adjusting events. Adjusting are those events where there was evidence of conditions as at the Balance Sheet Date. Non-Adjusting are those where conditions were not in existence at the Balance Sheet date but are material. The impact of non-adjusting events after the end of the reporting period is that amounts recognised in the financial statements shall not be adjusted.

The Directors are not aware of any Adjusting or Non-Adjusting events after the Balance Sheet date.

**17. Disclosure of control**

The company is controlled by Sean Peche.