Registered number: 07608319

# **FUTURE PROOF LIMITED**

# **UNAUDITED**

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021



# **COMPANY INFORMATION**

**Directors** 

J P Claridge A W J Cleanthi A H Cullen-Jones D M Mead

A W Mudd N Smythe C Westwood

**Company Secretary** St. James's Place Corporate Secretary Limited

Registered Number 07608319

**Registered Office** St. James's Place House

1 Tetbury Road Cirencester Gloucestershire GL7 1FP

# CONTENTS

	Page(s)
Directors' Report	1 - 2
Directors' Responsibilities Statement	3
Statement of Comprehensive Income	4
Statement of Financial Position	5
Statement of Changes in Equity	6
Notes to the Financial Statements	7 - 17

# DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and the financial statements for the year ended 31 December 2021.

### PRINCIPAL ACTIVITY

The Company is an Appointed Representative of St. James's Place Wealth Management plc, providing protection advice to its clients.

#### **RESULTS AND DIVIDENDS**

The loss for the year amounted to £480,394 (2020 - loss £390,410).

No dividends were paid during the year (2020 - £NIL).

The Directors do not recommend the payment of a final dividend (2020 - £NIL)

#### **DIRECTORS**

The Directors who served during the year and up to the date of signing the financial statements were:

J P Claridge A W J Cleanthi A H Cullen-Jones D M Mead A W Mudd N Smythe C Westwood

# **EMPLOYEES**

At 31 December 2021, the Company has 47 employees, including Directors (2020 - 41).

#### **FUTURE DEVELOPMENTS**

The Directors expect the Company to continue to support the St. James's Place Group as aligned with its principal activities.

### **CURRENT RISK ENVIRONMENT**

We continue to identify potential challenges ahead and recognise that significant risks remain in relation to COVID-19 variants and the economic consequences from the response to it, such as inflationary challenges in the short term and potential future changes to the tax landscape. We are also mindful of the potential for geopolitical tensions to escalate, which could have relevance to the Group through the impacts on financial markets and through heightened Cyber risk. Overall, we remain confident in the Group's ability to withstand further challenges that may or may not emerge from the current risk environment.

In addition to the impact of COVID-19, another issue of high importance to the wider Group is tackling climate change. The related risks affect all companies in different ways, and we have carefully considered how climate change could impact the wider Group to identify risks and opportunities. Further information is set out in the St. James's Place plc Annual Report and Accounts 2021.

## DIRECTORS' INDEMNITY AND INSURANCE

St. James's Place plc ("SJP"), the ultimate parent company, has taken out insurance covering Directors and Officers against liabilities they may incur in their capacity as Directors or Officers of SJP or its subsidiaries.

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

#### **AUDIT EXEMPTION**

The Directors have elected to take advantage of the exemption from statutory audit granted to wholly-owned subsidiary undertakings by section 479A of the Companies Act 2006. In accordance with section 479C, another Group company, St. James's Place plc (incorporated in England and Wales with registered number 03183415), has guaranteed all outstanding liabilities of Future Proof Limited as at 31 December 2021 and this guarantee has been filed at Companies House.

### **GOING CONCERN**

Going concern has been evaluated by the Directors of the Company. They concluded that it was reasonable to expect the Company to remain a trading company for a period of not less than 12 months from the date of signing the financial statements.

The Company made a loss during the period and has net current liabilities as at 31 December 2021 but another Group company, St. James's Place plc, has indicated that it will continue to provide financial support.

This report was approved by the Board of Directors on 21 February 2022 and signed on its behalf on the same date by:

A H Cullen-Jones

Director

# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law). 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;
- state whether applicable UK Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006.

# STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Turnover	3	1,529,870	1,124,772
Cost of sales		(50,297)	(51,711)
GROSS PROFIT		1,479,573	1,073,061
Administrative expenses		(2,055,157)	(1,542,225)
OPERATING LOSS	4	(575,584)	(469,164)
Interest receivable and similar income		•	92
Interest payable and similar expenses		(19,013)	(12,568)
LOSS BEFORE TAXATION		(594,597)	(481,640)
Income tax	7	114,203	91,230
LOSS AND TOTAL COMPREHENSIVE EXPENSE		(480,394)	(390,410)

All amounts relate to continuing operations.

The notes and information on pages 7 to 17 form part of these financial statements.

# FUTURE PROOF LIMITED REGISTERED NUMBER: 07608319

# STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2021

	Note		2021 £		2020 £
FIXED ASSETS					
Property, plant and equipment CURRENT ASSETS	8		55,130		61,157
RECEIVABLES: Amounts falling due within one year	9	327,462		206,108	
Cash and cash equivalents	10	95,192		80,584	
		422,654	_	286,692	
PAYABLES: Amounts falling due within one year	11	(1,264,902)		(668,463)	
NET CURRENT LIABILITIES			(842,248)		(381,771)
TOTAL ASSETS LESS CURRENT LIABILITIES		-	(787,118)	-	(320,614)
PROVISIONS FOR LIABILITIES					
Other provisions	14	(63,508)		(49,618)	
			(63,508)		(49,618)
NET LIABILITIES		-	(850,626)		(370,232)
EQUITY		_			- <del>-</del>
Share capital	15		18		18
Retained earnings			(850,644)		(370,250)
TOTAL SHAREHOLDERS' DEFICIT		-	(850,626)		(370,232)

Members have not required the Company to obtain and audit for the period in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements on pages 4 to 17 were approved by the Board of Directors on 21 February 2022, and signed on its behalf on the same date by:

A H Cullen-Jones

Director

The notes and information on pages 7 to 17 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2021	18	(370,250)	(370,232)
Loss and total comprehensive expense for the year	-	(480,394)	(480,394)
At 31 December 2021	18	(850,644)	(850,626)
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2020	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2020	18	20,160	20,178
Loss and total comprehensive expense for the year	-	(390,410)	(390,410)
At 31 December 2020	18	(370,250)	(370,232)

The notes and information on pages 7 to 17 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

#### 1, GENERAL INFORMATION

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

The address of the Company's registered office is St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

### 2. ACCOUNTING POLICIES

## 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, on a going concern basis and in accordance with Financial Reporting Standard 102 (FRS 102), 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland', and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The only area involving significant accounting estimate and judgement is the calculation of the clawback provision. Further details are given in note 14.

The principal accounting policies of the Company, which have been applied consistently throughout the year, are set out below.

## 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d);
- the requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26 (in relation to those cross-referenced paragraphs from which a disclosure exemption is available), 12.27, 12.29(a), 12.29(b), 12.29A and 12.30 provided disclosures equivalent to those required by this FRS are included in the consolidated financial statements of the Group in which the entity is consolidated; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of St. James's Place plc as at 31 December 2021 and these financial statements may be obtained from the Company Secretariat at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

#### 2.3 Turnover

Turnover represents fees and commission income received or receivable and is charged to the Statement of Comprehensive Income on an accruals basis.

A provision is recognised in respect of turnover received where the product provider has a right to clawback fees and commission if the policy lapses in its indemnity period. The amount of the provision is determined by reference to historic lapses.

## 2.4 Cost of sales

Cost of sales represents fees and commissions payable and is charged to the Statement of Comprehensive Income on an accruals basis, exclusive of Value Added Tax where applicable.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

# 2. ACCOUNTING POLICIES (continued)

#### 2.5 Administrative expenses

Administrative expenses represent costs incurred in the ordinary activities of the Company, recharges from a fellow Group company and other third-party expenses, charged to the Statement of Comprehensive Income on an accruals basis.

## 2.6 Interest payable and similar expenses

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.7 Income tax

Tax is recognised in the Statement of Comprehensive Income. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the United Kingdom, where the Company operates and generates income.

#### 2.8 Pensions

The Company operates a defined contribution pension scheme for its employees and the pension charge represents the amounts payable by the Company to the fund in respect of the year.

#### 2.9 Deferred taxation

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Differences that arise from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not provided for. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 2. ACCOUNTING POLICIES (continued)

#### 2.10 Property, plant and equipment

Property, plant and equipment under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Comprehensive Income during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. The estimated useful lives range as follows:

Office equipment
Computer equipment
Fixtures and fittings

30% reducing balance basis 30% reducing balance basis 20% straight-line basis.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within Administrative expenses in the Statement of Comprehensive Income.

## 2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 2.12 Provisions for income clawback

A provision is recognised on income receivable from policies to which the product provider has a right to clawback commission and fees if the policy lapses in its indemnity period. The amount of the provision is determined by reference to historic lapses.

## 2.13 Operating leases

Rentals under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the term of the relevant lease.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

## 2. ACCOUNTING POLICIES (continued)

#### 2.14 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

#### Financial assets

The Company classifies all of its financial assets held at amortised cost.

#### At amortised cost

Financial assets held at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carries at amortised cost using the effective interest rate method, less provision for impairment.

Financial assets held at amortised cost are impaired using on expected credit loss model. Expected credit losses are based on the historic levels of loss experienced for the financial assets, with due consideration given to forward looking information.

#### Financial liabilities

The Company classifies all of its financial liabilities at amortised cost.

### At amortised cost

Financial liabilities at amortised cost are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of Financial Position.

### 3. TURNOVER

All turnover arose within the United Kingdom.

## 4. OPERATING LOSS

The operating loss is stated after charging:

	2021	2020
	£	£
Depreciation of Property, plant and equipment	14,034	15,220
Defined contribution pension cost	23,125	15,681
Operating leases	126,056	126,056

つのつん

2024

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

#### 5. EMPLOYEES

Staff costs were as follows:

	2021 £	2020 £
Wages and salaries	1,404,613	1,015,437
Social security costs	146,348	100,894
Defined contribution pension costs	23,125	15,681
	1,574,086	1,132,012

The average number of employees during the year was 48 (2020 - 38)

Defined contribution personal pension plans are operated for employees. At 31 December 2021 the balance outstanding was £NIL (2020 - £2,785).

### 6. DIRECTORS' RENUMERATION

	2021 £	2020 £
Aggregated renumeration	183,600	204,700
Defined pensions contribution cost	2,627	4,379
	186,227	209,079

The highest paid Director received remuneration of £93,119 (2020 - £103,663). No share options were exercised for this Director (2020 - NIL).

During the year, in addition to the 2 (2020 - 2) Directors employed by the Company, there were Directors - 5 (2020 - 5) employed by St. James's Place Management Services Limited, a company which is part of the St. James's Place Group. These Directors receive no emoluments from the Company (2020 - Nil).

At 31 December 2020, the number of Directors to whom retirement benefits are accruing, including those receiving cash supplements in lieu of their defined contribution pension scheme, is 7 (2020 - 7), including the highest paid Director. Retirement benefits are accrued in money purchase schemes for 7 (2020 - 7) of those Directors at the year-end.

The number of Directors who exercised options over the shares in St. James's Place plc during the period while acting as Directors of this Company is 5 (2020 - 4). The number of Directors in respect of whose qualifying services shares were receivable under long-term incentive schemes is 5 (2020 - 5).

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 7. INCOME TAX

	2021 £	2020 £
Current tax		
UK corporation tax on loss for the year	(113,982)	(91,702)
Adjustments in respect of previous periods	4,220	3,907
Total current tax	(109,762)	(87,795)
Deferred tax		
Origination and reversal of timing differences	863	268
Effect of change in tax rate on opening balance	(1,828)	(344)
Adjustments in respect of prior periods	(3,476)	(3,359)
Total deferred tax	(4,441)	(3,435)
Taxation on loss	(114,203)	(91,230)

# Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Loss before taxation	(594,597)	(481,640)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)  Effects of:	(112,973)	(91,512)
Transfer pricing adjustments	(675)	(204)
Fixed asset differences	529	282
Adjustments to tax charge in respect of prior periods	744	548
Adjustment for change in tax rate	(1,828)	(344)
Total tax credit for the year	(114,203)	(91,230)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

# 7. INCOME TAX (continued)

# Future tax changes

In the UK budget of 3 March 2021, it was announced that the main rate of corporation tax will increase from 19% to 25% with effect from 1 April 2023. This change was substantively enacted on 24 May 2021 within the Finance Bill 2021 and as a result the relevant deferred tax balances have been remeasured.

# 8. Property, plant and equipment

Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
84,530	23,049	2,494	110,073
•	8,007	•	8,007
84,530	31,056	2,494	118,080
27,381	20,849	686	48,916
11,430	2,061	543	14,034
38,811	22,910	1,229	62,950
45,719 	8,146 	1,265 =	55,130
57,149	2,200	1,808	61,157
	84,530 - 84,530 - 27,381 11,430 - 38,811	fittings equipment £  84,530	fittings equipment £ equipment £  84,530 23,049 2,494 - 8,007 -  84,530 31,056 2,494  27,381 20,849 686 11,430 2,061 543  38,811 22,910 1,229

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

# 9. RECEIVABLES: Amounts falling due within one year

2021 £	2020 £
-	2,087
149,862	59,173
125,051	102,770
45,107	39,077
7,442	3,001
327,462	206,108
	£ 149,862 125,051 45,107 7,442

Amounts owed by Group undertakings are unsecured, interest-free and repayable on demand.

# 10. CASH AND CASH EQUIVALENTS

		2021 £	2020 £
	Cash at bank and in hand	95,192	80,584
11.	PAYABLES: Amounts falling due within one year		
		2021 £	2020 £
	Amounts owed to Group undertakings	1,264,902	650,979
	Accruals and deferred income	-	17,484
		1,264,902	668,463

Amounts owed to Group undertakings are a combination of interest-bearing (linked to Bank of England base rate plus a margin) and interest-free, repayable on demand and unsecured.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 12. DEFERRED TAX

The movement in deferred tax assets/(liabilities) during the year is as follows:

	Fixed asset timing differences £	Total £
At 1 January 2020	(434)	(434)
Credited to Statement of Comprehensive Income	~	-
Utilised and created in year	3,091	3,091
Impact of rate change	344	344
At 31 December 2020	3,001	3,001
Credited to Statement of Comprehensive Income	_	-
Utilised and created in year	(863)	(863)
Impact of rate change	1,828	1,828
Adjustments in respect of prior periods	3,476	3,476
At 31 December 2021	7,442	7,442

## 13. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2021 the Company had future minimum lease payments under non-cancelable operating leases as follows:

	2021 £	2020 £
Land and building		
Not later than 1 year	30,929	123,716
Later than 1 year and not later than 5 years	-	30,929
- -	30,929	154,645
	2021 £	2020 £
Other		
Not later than 1 year	2,340	2,340
Later than 1 year and not later than 5 years	4,680	7,020
·	7,020	9,360

During the year, the Group entered into a new property lease.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 14. PROVISIONS

			Clawback provision £
	At 1 January 2021		49,617
	Charged to Statement of Comprehensive Income		13,891
	At 31 December 2021	,	63,508
15.	SHARE CAPITAL		
		2021	2020
	Allotted, called up and fully paid	£	£
	18 (2020 - 18) Ordinary shares of £1.00 each	18	18

### 16. PARENT COMPANY GUARANTEE

On 21 February 2022, in accordance with section 479C of the Companies Act 2006, St. James's Place plc guaranteed all outstanding liabilities of Future Proof Limited as at 31 December 2021, until they are satisfied in full. This guarantee is enforceable against St. James's Place plc by any person to whom Future Proof Limited is liable in respect of those liabilities.

## 17. RELATED PARTY BALANCES

The Company's related parties include key management personnel and companies within the St. James's Place Group.

Transactions with key management personnel are exempt from disclosure.

There were no transactions with companies within the St. James's Place Group for which disclosure is required.

At 31 December 2021, the following amounts were outstanding:

	2021 £	2020 £
Intra-Group receivables, net of provisions		
St. James's Place Management Services Limited	149,862	59,173

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

	2021 £	2020 £
Intra-Group payables		
St. James's Place Acquisition Services Limited	553,500	78,500
St. James's Place Partnership Services Limited	711,402	512,479
St. James's Place Wealth Management plc	-	60,000
	1,264,902	650,979
	<del>=====</del> ==	

### 18. POST BALANCE SHEET EVENTS

After the year end, the Company entered into a new property lease. The details of the future minimum lease payments under non-cancellable operating leases as follows:

	t.
Land and buildings	
Not later than one year	123,716
Later than one year and not later than five years	92,787
	216,503
	·—_——

## 19. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company regarded by the Directors as the immediate parent company is St. James's Place Acquisition Services Limited, a company registered in England and Wales.

The company regarded by the Directors as the ultimate parent company is St. James's Place plc, a company registered in England and Wales. It is also the parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up and of which the Company is a member.

Copies of the consolidated financial statements of St. James's Place plc may be obtained from the Company Secretariat at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

In the opinion of the Directors, St. James's Place plc is considered to be the ultimate controlling party.