

**CMS (Nominees) Limited**  
**Annual report and financial statements**  
**Year ended**  
**30 April 2019**

**Registration No: 02640284**



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**Officers and professional advisers**

Registered No: 02640284

**Directors**

P H Bekker

S S A Millar

S P Warne

**Company Secretary**

Mitre Secretaries Limited

Cannon Place

78 Cannon Street

London

EC4N 6AF

**Auditor**

Deloitte LLP

Statutory Auditor

London

United Kingdom

**Registered Office**

Cannon Place

78 Cannon Street

London

EC4N 6AF

## **Directors' Report**

### **Year ended 30 April 2019**

The Directors submit their report and the audited financial statements for the year ended 30 April 2019. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. The Company has also taken advantage of the small companies' exemption from preparing a strategic report.

#### **Principal activity**

The Company's principal activity during the year was to provide legal services through its branches in the United States of America and Israel. The Israeli branch was registered on 12 August 2018. The Company is also a partner in the Foreign Attorney Partnership, CMS Danışmanlık Hizmetleri Avukatlık Ortaklığı in Turkey.

#### **Results and dividends**

The Company made a loss of £12,000 for the year ended 30 April 2019 (2018: loss of £299,000), as set out in the profit and loss account on page 8. Net liabilities at 30 April 2019 were £690,000, an increase of £12,000 from 30 April 2018. No dividend has been paid/declared during the year (2018: Nil).

#### **Directors**

The Directors who served throughout the year and up to the date of the report were:

P H Bekker

D J Weston

S S A Millar

S P Warne

On 23 May 2019, D J Weston resigned as a director of the Company. All current and past Directors are members of CMS Cameron McKenna Nabarro Olswang LLP, a limited liability partnership registered in England and Wales, which is the ultimate parent undertaking of the Company.

#### **Financial risk management objectives and policies**

The Directors set out the Company's risk management philosophy.

The Company's overall financial risk management programme seeks to minimise potential adverse effects on the financial performance of the Company. The Company's activities are exposed to a number of financial risks such as market risk (foreign exchange risk) and liquidity risk.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risk.

The Company has not formed formal risk management policies; however, the risks are monitored by management on a continuous basis.

##### **a) Interest rate risk management**

As at the reporting date, there was no significant interest rate risk as there are no borrowings at year end.

**Directors' Report**  
**Year ended 30 April 2019**

**Financial risk management objectives and policies (continued)**

**b) Liquidity risk management**

The ultimate responsibility for liquidity risk management rests with the management. The Company manages liquidity risk by maintaining adequate reserves and continuously monitoring its cash flows. The Company aims, as far as possible, to ensure that the cash flows on its liabilities are matched by cash flows of equivalent maturity on its assets, denominated in the same currency.

**Future prospects**

The Directors intend to take advantage of opportunities as they arise so that we can drive growth and see good future prospects for the business.

**Going concern**

On the basis of the Company's position within the CMS Cameron McKenna Nabarro Olswang Group of companies and on the guaranteed support of CMS Cameron McKenna Nabarro Olswang LLP, the Directors, after making enquiries, have a reasonable expectation that the Company will receive adequate support to continue in operational existence in foreseeable future. Accordingly they consider it appropriate to adopt going concern basis in preparing the financial statements.

**Auditor**

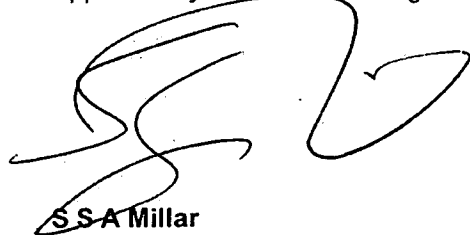
Each of the persons who is a director at the date of approval of this report confirms that:

- 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/she ought to have taken as a director in order to make himself/herself 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 provision of s4128 of the Companies Act 2006.

Deloitte LLP has expressed its willingness to continue in office as auditor and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an AGM.

Approved by the Board and signed on its behalf by:



**S. S. A. Millar**  
**Director**

Date **27** January 2020

## **Directors' responsibilities statement**

**Year ended 30 April 2019**

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable laws 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 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 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. 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.

**Independent auditor's report to the members of CMS (Nominees) Limited**  
**Year ended 30 April 2019**

**Report on the audit of the financial statements**

**Opinion**

In our opinion the financial statements of CMS (Nominees) Limited (the 'Company'):

- give a true and fair view of the state of the company's affairs as at 30 April 2019 and of its loss 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; and
- the related notes 1 to 8.

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.

**Independent auditor's report to the members of CMS (Nominees) Limited**  
**Year ended 30 April 2019**

**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.

**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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.



**Independent auditor's report to the members of CMS (Nominees) Limited**  
**Year ended 30 April 2019**

**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
- 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

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.



Peter Saunders (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom

27 January 2020

**Profit and Loss Account**  
**Year ended 30 April 2019**

	Notes	2019 £'000	2018 £'000
Turnover	1	752	184
<b>Total income</b>		<b>752</b>	<b>184</b>
Staff costs	4	(356)	(331)
Other expenses		(408)	(152)
<b>Operating loss</b>		<b>(12)</b>	<b>(299)</b>
<b>Loss before taxation</b>	3	<b>(12)</b>	<b>(299)</b>
Taxation	5	-	-
<b>Loss for the financial year attributable to the equity shareholders of the Company</b>		<b>(12)</b>	<b>(299)</b>

The Company has a 25% interest in 'CMS Danismanlik Hizmetleri Avukatlik Ortakligi, a partnership governed by Turkish law. No profit share was receivable by the Company in relation to the CMS Danismanlik Hizmetleri Avukatlik Ortakligi partnership in Turkey.

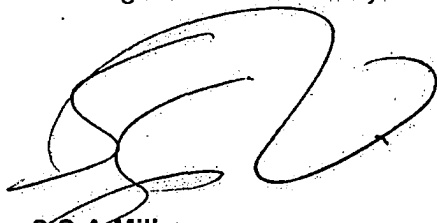
All results relate to continuing activities. The Company has no other comprehensive income other than those shown above and consequently has not prepared a separate statement of comprehensive income.

**Balance Sheet**  
**As at 30 April 2019**

	Notes	2019 £'000	2018 £'000
<b>Current assets</b>			
Cash at bank and in hand		23	22
		<u>23</u>	<u>22</u>
<b>Creditors: amounts falling due within one year</b>	6	(713)	(700)
<b>Net current liabilities</b>		<u>(690)</u>	<u>(678)</u>
<b>Net current liabilities and net liabilities</b>		<u>(690)</u>	<u>(678)</u>
<b>Capital and reserves</b>			
Share capital		-	-
Profit and loss account		(690)	(678)
		<u>(690)</u>	<u>(678)</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements of CMS (Nominees) Limited registered number 02640284, on pages 8 to 16, were approved by the Board of Directors and authorised for issue on 27 January 2020. They were signed on its behalf by:

  
S S A Millar  
Director

**Statement of Change in Equity**  
**Year ended 30 April 2019**

	<b>Called-up Share Capital £'000</b>	<b>Profit and Loss Account £'000</b>	<b>Total £'000</b>
<b>As at 1 May 2017</b>	-	(379)	(379)
Loss for financial year	-	(299)	(299)
<b>As at 30 April 2018</b>	-	(678)	(678)
Loss for financial year	-	(12)	(12)
<b>As at 30 April 2019</b>	-	(690)	(690)

## **Notes to the Financial Statements**

### **Year ended 30 April 2019**

#### **1. ACCOUNTING POLICIES**

The principal accounting policies are summarised below. They have all been applied consistently throughout the current year and in the preparation of the comparative figures.

##### **a. General information and basis of accounting**

CMS (Nominees) Limited ("the Company" is a limited liability private company, limited by shares, incorporated in the United Kingdom under the Companies Act and registered in England. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The particular accounting policies adopted are described below. These policies have been applied consistently throughout the current and prior period.

The Directors have determined that the Company's functional currency is Sterling as the Company acts as an extension of its parent undertaking CMS Cameron McKenna Nabarro Olswang LLP, whose functional currency is Sterling. The presentation currency is Sterling.

The Company meets the definition of a qualifying entity under FRS 102 and is effectively wholly owned by CMS Cameron McKenna Nabarro Olswang LLP and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

Under FRS 102 Section 33 "Related party disclosures" the Company is exempt from disclosing related party transactions with other group companies as it is a qualifying entity within the group headed by CMS Cameron McKenna Nabarro Olswang LLP. Group accounts are drawn up for CMS Cameron McKenna Nabarro Olswang LLP and a copy of these can be obtained from the address given above.

##### **b. Going concern**

As outlined in the Directors' Report the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**Notes to the Financial Statements**  
**Year ended 30 April 2019**

**1. ACCOUNTING POLICIES (continued)**

**c. 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 balance sheet 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.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some significant risks and rewards of ownership, has transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

## Notes to the Financial Statements

### Year ended 30 April 2019

#### 1. ACCOUNTING POLICIES (continued)

##### d. Taxation

Current tax, including US Federal, state and local taxes and 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.

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.

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.

##### e. Turnover

Turnover represents the fair value of legal and tax services provided during the year on client assignments. Fair value reflects the amount expected to be recoverable from clients and is based on time spent, expertise and skills provided and expenses incurred. Turnover is stated net of Value Added Tax. Internal expenses incurred and recharged in the course of providing services are included within turnover and the corresponding expenses recognised within operating expenses.

Legal services provided to clients during the year which, at the balance sheet date, have not been invoiced to clients, have been recognised as fee income in accordance with Section 23 Revenue of Financial Reporting Standard 102. Turnover recognised in this manner is based on an assessment of the fair value of the services provided by the balance sheet date as a proportion of the total value of the engagement.

##### f. Foreign currency

Transactions denominated in currencies other than the reporting currency are recorded at the rate of exchange ruling at the date of the transaction. All monetary and non-monetary assets and liabilities not denominated in the reporting currency at the balance sheet date are translated at the rates ruling at that date. Exchange differences arising on translation of the opening net assets and results of overseas operations are reported in other comprehensive income and accumulated in equity.

**Notes to the Financial Statements**  
**Year ended 30 April 2019**

**1. ACCOUNTING POLICIES (continued)**

**g. Foreign currency (continued)**

Other exchange differences are recognised through the profit and loss account in the period in which they arise except for exchange differences arising on gains or losses on non-monetary items which are recognised in other comprehensive income.

**2. CRITICAL ACCOUNTING JUDGEMENTS 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 judgements, 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.

In view of the members, there are no critical judgement or key sources of estimation uncertainty applicable to the current financial year.

**3. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION**

Auditor's remuneration of £3,700 (2018: £3,700) for the audit of the Company's annual accounts was borne without recharge by CMS Cameron McKenna Nabarro Olswang LLP, the ultimate parent undertaking.



**Notes to the Financial Statements**  
**Year ended 30 April 2019**

**4. STAFF COSTS**

The average number of people employed during the year was:

	<b>2019 Number</b>	<b>2018 Number</b>
Fee-earners	<u>1</u>	<u>1</u>

Staff costs incurred during the year in respect of employees were:

	<b>2019 £'000</b>	<b>2018 £'000</b>
Salaries	321	298
Social security costs	<u>35</u>	<u>33</u>
	<u>356</u>	<u>331</u>

No remuneration was paid to the Directors for their services to the Company (2018: Nil).

**5. TAXATION**

	<b>2019 £'000</b>	<b>2018 £'000</b>
<b>Current tax</b>		
United Kingdom corporation tax at 19% (2018: 19%) based on the loss for the year	<u>-</u>	<u>-</u>

Profits and losses for CMS Nominees are covered by the CTA09/SIBA Foreign Branches Exemption due to which CMS Nominees is exempt from filing a tax return.

	<b>2019 £'000</b>	<b>2018 £'000</b>
Loss on ordinary activities before tax	<u>(12)</u>	<u>(299)</u>
Taxation on loss on ordinary activities at standard UK corporation tax rate of 19% (2018: 19%)	2	57
Effects of:		
Tax losses not recognised	<u>(2)</u>	<u>(57)</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

**Notes to the Financial Statements**  
**Year ended 30 April 2019**

**6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2019</b>	<b>2018</b>
	<b>£'000</b>	<b>£'000</b>
Amounts due to group undertaking	703	662
Accruals and deferred income	10	38
	<u>713</u>	<u>700</u>

The amounts due to group undertaking are payable on demand and interest free.

**7. CALLED UP SHARE CAPITAL**

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Called up, allotted and fully paid:</b>		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

**8. IMMEDIATE AND ULTIMATE CONTROLLING PARTIES**

The Directors consider CMS Cameron McKenna Nabarro Olswang LLP to be the Company's immediate and ultimate parent undertaking and ultimate controlling party throughout the year to 30 April 2019. CMS Cameron McKenna Nabarro Olswang LLP heads the group of which the Company is a member and is the only entity for which consolidated financial statements are prepared which include the Company. CMS Cameron McKenna Nabarro Olswang LLP is a solicitors' practice whose principal place of business is currently Cannon Place, 78 Cannon Street, London, EC4N 6AF.