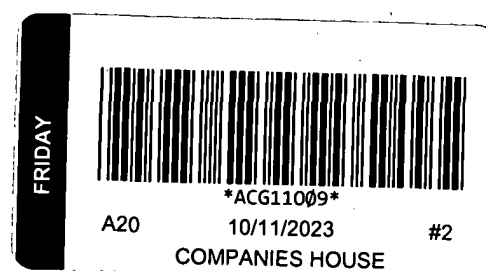


Open Trustees Limited

Annual report and financial statements

Registered number 2679647

Year ended 30 April 2023



Contents

Directors' report	1
Statement of directors' responsibilities in respect of The Directors' Report and the financial statements	3
Independent Auditor's report to the Members of Open Trustees Limited	4
Profit and loss account and Other Comprehensive Income	7
Balance sheet	8
Statement of changes in equity	9
Notes	10

Directors' report

The directors present their annual report and audited financial statements for the year ended 30 April 2023.

This directors' report has been prepared under the small company provisions of the Companies Act 2006 and accordingly no Strategic Report has been prepared.

Principal activity

The principal activity of the company is to undertake the trusteeship of pension schemes, including the provision of administration services where appropriate. The company is provided the services of the employees by its parent company and in consideration for the provision of services by the Company pays a service fee.

Business review

The results for the year are given in the profit and loss account on page 7. The directors expect a similar result in 2023.

Proposed dividend

Dividends of £464,598 were recognised during the year (2022: £466,919).

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2022:nil).

Going concern basis

The directors have considered the financial position of the company and its forecasted cash flows and have concluded that it will be able to meet its liabilities as they fall due. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and accordingly they continue to adopt the going concern basis of preparing financial statements. For these purposes the foreseeable future is taken to mean a period of at least 12 months from the date of approval of these accounts.

Directors

The directors in office during the year and to the date of this report were:

TP Matthews
NJ Boobier
JP Hazlett
CA Rankin

Directors' report

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and will therefore continue in office.

By order of the board



JP Hazlett
Director

Open Trustees Limited
Halo
Counterslip
Bristol
BS1 6AJ

Date: 30 October 2023

Statement of directors' responsibilities in respect of The Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) 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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Independent Auditor's report to the Members of Open Trustees Limited

Opinion

We have audited the financial statements of Open Trustees Limited ("the Company") for the year ended 30 April 2023 which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, and the Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of management and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud as well as whether they have knowledge of any actual, suspected, or alleged fraud.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue is generated entirely from the onward billing to end clients of work performed for the Company by its parent.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Company-wide fraud risk management controls.

We performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts involving turnover or cash as the corresponding entry.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with senior management (as required by auditing standards), and discussed with senior management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the financial statement items.

Secondly, the Company is subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety and data protection law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and

- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Matthew Britton (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
66 Queen Square
Bristol
BS1 4BE
Date: 31 October 2023

Profit and loss account and Other Comprehensive Income
for the year ended 30 April 2023

	Note	2023	2022
		£	£
Turnover	1	1,499,586	1,567,966
Cost of sales		(1,224,533)	(1,269,766)
Gross Profit		275,053	298,200
Administrative expenses		(73,259)	(26,112)
Operating Profit		201,794	272,088
Profit before taxation	2	201,794	272,088
Taxation	3	(39,335)	(51,697)
Profit for the financial year		162,459	220,391
Other comprehensive income		-	-
Total comprehensive income for the year		162,459	220,391

There was no other comprehensive income other than the profit for the financial year. All turnover and profits and losses arose from continuing operations.


The accompanying notes set out on pages 10 - 14 form part of these financial statements.

Balance sheet
at 30 April 2023

	Note	2023 £	2022 £
Current assets			
Debtors	4	418,099	207,013
Work in progress	5	151,362	156,718
Cash at bank and in hand		156,882	376,654
		<u>726,343</u>	<u>740,385</u>
Creditors: amounts falling due within one year	6	(681,787)	(393,690)
		<u>44,556</u>	<u>346,695</u>
Net assets			
Capital and reserves			
Called up share capital	7	2	2
Profit and loss account		44,554	346,693
		<u>44,556</u>	<u>346,695</u>
Shareholders' funds			
		<u>44,556</u>	<u>346,695</u>

The accompanying notes set out on pages 10 -14 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 30 October 2023 and were signed on its behalf by:



JP Hazlett
Director

Statement of changes in equity

	Share Capital	Profit and Loss Account	Total Equity
	Share Capital	Profit and Loss Account	Total Equity
	£	£	£
Balance at 1 May 2021	2	593,221	593,223
Total comprehensive income for the year	-	220,391	220,391
Dividends	-	(466,919)	(466,919)
Balance at 30 April 2022	2	346,693	346,695
	Share Capital	Profit and Loss Account	Total Equity
	£	£	£
Balance at 1 May 2022	2	346,693	346,695
Total comprehensive income for the year	-	162,459	162,459
Dividends	-	(464,598)	(464,598)
Balance at 30 April 2023	2	44,554	44,556

The accompanying notes set out on pages 10 - 14 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

Open Trustees Limited (the "Company") is a company limited by shares and incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102")*. The presentation currency of these financial statements is sterling.

The Company's parent undertaking, Osborne Clarke LLP includes the Company in its consolidated financial statements. The consolidated financial statements of Osborne Clarke LLP are prepared in accordance with FRS 102 and are available to the public. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

Open Trustees Limited, which is a 100% owned subsidiary of Osborne Clarke LLP, has relied on the exemption given by FRS 102 Section 33 not to separately disclose transactions between itself and its parent and other 100% owned subsidiaries within the group.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting convention.

Going concern

As the LLP provides services to the Company, going concern is contingent on the continuing existence of the LLP. The members of the LLP have prepared cash flow forecasts for at least 12 months from the date of signing which indicate that, taking into account the current trading environment and including severe but plausible downside scenarios, the LLP will continue to have sufficient funds to meet its liabilities as they fall due, and have therefore prepared the financial statements on a going concern basis.

Work in progress

Work in progress represents the cost of services performed by the LLP on behalf of the Company that the Company has not billed to their clients at the balance sheet date.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

1 Accounting policies (*continued*)

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of services to third party customers during the year. Turnover is recognised in the profit and loss when the right to consideration has been earned.

Amounts not billed at the year end in respect of income, where the right to consideration has been earned, are included in the balance sheet as "work in progress" to the extent that these amounts are considered recoverable.

Dividends

Dividends declared by the directors but not either approved by the members or paid are interim dividends and not a liability of the Company. Only dividends approved by the members or paid are recognised in the statement of changes in equity and, if applicable, as a liability of the Company if unpaid.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

2 Profit on ordinary activities before taxation

No remuneration was payable to the directors in the year (2022: £nil) in respect of their role as a director of the company and the company employed no staff in either year. All of the directors are members of the company's ultimate parent, Osborne Clarke LLP, and so receive a share of the LLP's profits for the year rather than a fixed level of emoluments. The company is also of the opinion that any such allocation would be immaterial.

	Year ended 30 April 2023 £	Year ended 30 April 2022 £
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Auditor's remuneration:		
Audit of these financial statements	6,000	3,000

Auditor's remuneration: The Company's auditor received £6,000 for the audit of these financial statements, the cost of which was borne by the Company's parent, Osborne Clarke LLP.

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Osborne Clarke LLP.

3 Taxation

	2023 £	2022 £
UK Corporation Tax		
Current tax on income for the year	39,335	51,697
	<u>39,335</u>	<u>51,697</u>

Reconciliation of effective tax rate

	2023 £	2022 £
Profit for the year	162,459	220,391
Total tax expense	39,335	51,697
Profit excluding taxation	<u>201,794</u>	<u>272,088</u>
Tax using UK corporation tax rate of 19.5% (2022: 19%)	39,350	51,697
Effects of transfer pricing adjustment	(15)	-
Total tax expense included in profit or loss	<u>39,335</u>	<u>51,697</u>

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly.

4 Debtors

	2023 £	2022 £
Trade debtors	414,907	207,013
Other debtors	3,192	-
	<u>418,099</u>	<u>207,013</u>

All debtors are due within one year

5 Work in progress

	2023 £	2022 £
Work in progress	151,362	156,718
	<u> </u>	<u> </u>

6 Creditors: amounts falling due within one year

	2023 £	2022 £
Amount owed to parent undertaking	265,688	121,505
VAT	46,566	37,579
Corporation tax creditor	39,429	51,697
Other Creditors	134,713	182,909
Dividend payable	195,391	-
	<u>681,787</u>	<u>393,690</u>

7 Called up share capital

	2023 £	2022 £
Authorised		
Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>

8 Ultimate controlling party

The company is a subsidiary undertaking of Osborne Clarke LLP, whose principal place of business is at One London Wall, London, EC2Y 5EB.