Company Registered No: 02704700

ALLEN & OVERY (LEGAL ADVISERS) LIMITED

Annual Report and Financial Statements

For the year ended 30 April 2018

A7FPI8NK A08 02/10/2018 #227 COMPANIES HOUSE

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

CONTENTS	PAGE
OFFICERS AND PROFESSIONAL ADVISERS	1
DIRECTORS' REPORT	2-3
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALLEN & OVERY (LEGAL ADVISERS) LIMITED	4-6
INCOME STATEMENT	7
STATEMENT OF FINANCIAL POSITION	8
STATEMENT OF CHANGES IN EQUITY	9
NOTES TO THE FINANCIAL STATEMENTS	10-15

OFFICERS AND PROFESSIONAL ADVISERS FOR THE YEAR ENDED 30 APRIL 2018

Directors

A M Ballheimer R W L Cranfield W M G C Dejonghe

Registered office

One Bishops Square London E1 6AD

Independent auditors

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Waterfront Plaza 8 Laganbank Road Belfast BT1 3LR

Registered Number

02704700

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2018

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

Principal activities, business review and future developments

The principal activity of the company is to act as an intermediate holding company. The company's controlling party and the parent undertaking of the company is Allen & Overy LLP.

During the year the company received interim dividends of £7,500,000 from a subsidiary company and subscribed to 575,000 ordinary shares of £1 each in Allen & Overy Legal Services for consideration of £575,000. The company subsequently impaired its investment in Allen & Overy Legal Services by £575,000.

During the year the company subscribed to an additional 8,000 ordinary shares of £1 each in Fleetside Legal Representative Services Limited for consideration of £8,000. The company subsequently impaired its investment in Fleetside Legal Representative Services Limited by £7,328.

The directors are satisfied with the level of activity of the company and do not expect any significant changes in the short term.

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent, Allen & Overy LLP. The directors have received confirmation that Allen & Overy LLP intends to support the company for at least one year after these financial statements are signed.

Financial risk management

As the company is funded by Allen & Overy LLP the financial risks are borne and managed by Allen & Overy LLP and are disclosed in the publicly available financial statements of Allen & Overy LLP.

Results and dividends

The results of the company for the year ended 30 April 2018 are set out in the income statement on page 7 and the statement of financial position on page 8.

On 27 October 2017 a dividend of £6,919,135 was paid to the company's ordinary shareholder (2017: £5,669,994).

Donations and political contributions

The company did not make charitable or political contributions during the year (2017: £Nil).

Directors

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

A M Ballheimer R W L Cranfield W M G C Dejonghe

Qualifying third party indemnity provisions

The ultimate parent entity, Allen & Overy LLP, has entered into qualifying third party indemnity arrangements for the benefit of all of the company's directors in a form and scope which comply with the requirements of the Companies Act 2006. These arrangements were in place during the financial year and they are in place as at the date of approval of this Directors' Report.

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2018 (CONTINUED)

Statement of directors' responsibilities in respect of 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 the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 which are sufficient to show and explain the company's transactions, disclose with reasonable accuracy at any time the financial position of the company and to enable the directors to ensure that the financial statements comply with the Companies Act 2006. The directors 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.

Disclosure of information to auditors

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 ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Independent auditors

The independent auditor, PricewaterhouseCoopers LLP, has indicated its willingness to be reappointed.

Approved by the board and signed on their behalf on 25 September 2018 by W M G C Dejonghe.

W M G C Dejonghe **Director**

Independent auditors' report to the members of Allen & Overy (Legal Advisers) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Allen & Overy (Legal Advisers) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2018 and of its profit for the y earthen ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in a ccordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 30 April 2018; the income statement for the year then ended; the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and a pplicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our a u dit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

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

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Independent auditors' report to the members of Allen & Overy (Legal Advisers) Limited

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of a ssurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us a lso to report certain opinions and matters as described below.

Directors'Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 30 April 2018 is consistent with the financial statements and has been prepared in a coordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for a ssessing the company's a bility to continue as a going concern, disclosing as a pplicable, matters related to going concern and using the going concern basis of a ccounting 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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in a ccordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, a ccept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Independent auditors' report to the members of Allen & Overy (Legal Advisers) Limited

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Brenda Heenan (Senior Statutory Auditor)
for and on behalf of Pricewaterhouse Coopers LLP
Chartered Accountants and Statutory Auditors

Belfast September 2018

ALLEN & OVERY (LEGAL ADVISERS) LIMITED COMPANY REGISTERED NUMBER: 02704700

INCOME STATEMENT FOR THE YEAR ENDED 30 APRIL 2018

	Note	2018 £	2017 £
Impairment of investments	7	(582,328)	(3,805,864)
Foreign exchange gain/(loss)		32	-
Dividend income	7	7,500,000	9,500,000
Profit before interest and tax	-	6,917,704	5,694,136
Tax on profit	6	-	-
Profit for the financial year and total comprehensive profit for the financial year		6,917,704	5,694,136

All results derive from continuing operations. There were no gains or losses in the current or previous year other than those included in the above income statement; accordingly no statement of comprehensive income is presented.

ALLEN & OVERY (LEGAL ADVISERS) LIMITED COMPANY REGISTERED NUMBER: 02704700

STATEMENT OF FINANCIAL POSITION AS AT 30 APRIL 2018

	Note	2018 £	2017 £
Fixed assets Investments	7	7,369	8
Current assets Other receivables	8	2	2
Creditors: amounts falling due within one year	9	(14,657)	(5,865)
Net current liabilities		(14,655)	(5,863)
Net liabilities		(7,286)	(5,855)
Equity Ordinary shares Accumulated losses	. 10	10 (7,296)	10 (5,865)
Total shareholders' deficit		(7,286)	(5,855)

The notes on pages 10 to 15 are an integral part of these financial statements.

The financial statements have been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

The financial statements on pages 7 to 15 were authorised for issue by the board of directors on 25 September 2018 and were signed on its behalf by W M G C Dejonghe.

W M G C Dejonghe

Director

ALLEN & OVERY (LEGAL ADVISERS) LIMITED COMPANY REGISTERED NUMBER: 02704700

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2018

	Called up share capital £	Retained earnings	Total £
Balance as at 1 May 2016	10	(30,007)	(29,997)
Profit for the year	-	5,694,136	5,694,136
Transactions with owners:			
Dividend payment	-	(5,669,994)	(5,669,994)
Balance as at 1 May 2017	10	(5,865)	(5,855)
Profit for the year	-	6,917,704	6,917,704
Total comprehensive profit for the year	-	6,917,704	6,917,704
Transactions with owners:			
Dividend payment	-	(6,919,135)	(6,919,135)
Balance as at 30 April 2018	10	(7,296)	(7,286)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

1. GENERAL INFORMATION

The principal activity of the company is to act as an intermediate holding company.

The company is a wholly owned subsidiary of Allen & Overy LLP. The address of its registered office is One Bishops Square, London, El 6AD.

The company is a limited company, incorporated in England and Wales and tax resident in the UK.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101. The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006. The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years represented, unless otherwise stated.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of International Financial Reporting Standards ("IFRS") have been applied in the preparation of these financial statements, in accordance with FRS 101, on the basis that it is a qualifying entity and its ultimate parent, Allen & Overy LLP, includes each of the below in its own consolidated financial statements:

- Paragraph 38 of International Accounting Standard ("IAS") 1, 'Presentation of financial statements' comparative information requirements in respect of:
 (i) paragraph 79(a)(iv) of IAS 1;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - -10(d), (statement of cash flows)
 - 16 (statement of compliance with all IFRS), and
 - 111 (cash flow statement information);
- IAS 7, 'Statement of cash flows';
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation); and
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the company's ultimate parent Allen & Overy LLP. The directors have received confirmation that Allen & Overy LLP intends to support the company for at least one year after these financial statements are signed.

Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates (the **functional currency**). The financial statements are presented in GBP 'Pounds Sterling' (£), which is also the company's functional currency.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Other receivables

Other receivables are initially measured at fair value and are subsequently carried at amortised cost and reduced for estimated irrecoverable amounts.

Other payables

Other payables are initially measured at fair value and subsequently carried at amortised cost and reduced for discounts given by suppliers.

Share capital

Ordinary shares are classified as equity.

Fixed asset investments

Fixed asset investments are stated at their cost less provision for impairment. Investments are considered to be impaired when their carrying value is greater than their estimated recoverable amount.

Taxation

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements under FRS 101 requires management to make estimates and assumptions that affect the reported amounts of turnover, expenses, assets and liabilities. The estimate and judgements are based on historical experience and other factors including expectations of future events that are believed to be reasonable and constitute management's best judgement at the date of the financial statements. In the future, actual outcomes could differ from those estimates.

Further details are set out in each of the relevant accounting policies and notes to the financial statements. Management will continue to review assumptions used against actual experience and market data and adjustments will be made in future periods where appropriate.

4. DIRECTORS AND EMPLOYEES

None of the directors received any remuneration for their services as directors of the company in the current year or the prior year. There were no employees of the company in the current year or the prior year.

5. AUDIT FEES

Fees payable to the company's auditors for the audit of the company's annual financial statements have been borne by the parent undertaking for the years ended 30 April 2018 and 30 April 2017 and are not recharged. The fees borne by the parent undertaking were £1,000 for the years ended 30 April 2018 and 30 April 2017.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

6. TAX ON PROFIT

7.

Tax expense included in profit or loss	2018 ••••••••••••••••••••••••••••••••••••	
Current tax: UK Corporation tax charge on losses for the year Total current tax	<u> </u>	
Tax on profit		
The current year UK tax charge is lower (2017: lower) than the effective rate derived from the standard UK tax rate of 19% (2017 explained below:		
	2018 £	
Profit before taxation	6,917,704	5,694,136
Taxation thereon at the standard rate in the UK of 19% (2017: 19.9%) Effects of:	1,314,364	1,134,082
UK dividend income Impairment	110,642	(1,892,083) 758,001
Exchange Total tax charge for the year		
INVESTMENTS		
		Total £
Cost At 1 May 2017 Additions		12,319,418 589,689
At 30 April 2018	_	12,909,107
Impairment At 1 May 2017 Charge for the year At 30 April 2018	=	12,319,410 582,328 12,901,738
Net book value at 30 April 2018		_7,369
Net book value at 30 April 2017	_	8

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

7. INVESTMENTS (CONTINUED)

On 1 September 2017, the Company established Allen & Overy Management Services Company Limited with registered capital of JPY 1,000,000.

On 27 October 2017, the company received an interim dividend of £7,500,000 from Allen & Overy Service Company Limited.

On 27 October 2017, the company subscribed to 575,000 ordinary shares of £1 each for a consideration of £575,000 in Allen & Overy Legal Services (an unlimited company). The company subsequently impaired its investment in Allen & Overy Legal Services by £575,000.

On 16 February 2018, the company subscribed to an additional 8,000 ordinary shares of £1 each in Fleetside Legal Representative Services Limited for consideration of £8,000. The company subsequently impaired its investment in Fleetside Legal Representative Services Limited by £7,328.

On 7 August 2017, the company liquidated its investment in AO Buro Destek Hizmetleri Limited Sirketi (LLC).

The company has the following direct subsidiaries:

Name	% ownership at 30 April 2018	Registered office	Activity
Fleetside Legal Representative Services Limited	100%	One Bishops Square, London, E1 6AD	Holding company
Allen & Overy Service Company Limited	100%	One Bishops Square, London, E1 6AD	Service company
Allen & Overy (Holdings) Limited	100%	One Bishops Square, London, E1 6AD	Supply of legal services
Allen & Overy Legal Services	100%	One Bishops Square, London, E1 6AD	Supply of legal services
A&O (Legal Advisers) Limited	100%	One Bishops Square, London, E1 6AD	Dormant
Allen & Overy Management Services Company Limited	100%	38F Roppongi Hills Mori Tower 6-10-1 Roppongi, Minato-ku, Tokyo,106- 6138, Japan.	Service company

The directors believe that the carrying value of the investments is supported by their underlying net assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2018

7. INVESTMENTS (CONTINUED)

The company has the following indirect subsidiaries:

	Name	% ownership at 30 April 2018	Registered office		Activity	
	Allen & Overy (Asia) Limited	100%	One Bishops Square, London, E1 6AD	Intermed	iate holding company	
	Allen & Overy (SSF) Limited	100%	One Bishops Square, London, E1 6AD	Servio	ce company	
8.	OTHER RECEIVABLES					
				2018 £	2017 £	
	Amounts owed by group ur	dertakings		2	2	
	Amounts owed by group undertakings are interest free, unsecured and repayable on demand.					
9.	9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR					
				2018 £	2017 £	
	Amounts owed to group un	dertakings	14	4,657	5,865_	
	Amounts owed to group undertakings are interest free, unsecured and repayable on demand.					
10. ORDINARY SHARES						
				2018 £	2017 £	
	Allotted and unpaid: 10 (2017:10) ordinary share	es of £1 each		<u> 10</u> _	10_	

11. ULTIMATE CONTROLLING PARTY AND PARENT UNDERTAKING

The ultimate controlling party and the ultimate parent undertaking is Allen & Overy LLP. Allen & Overy LLP is the parent undertaking of the smallest and largest group to which this company belongs and for which group financial statements are prepared. Copies of the consolidated financial statements of Allen & Overy LLP can be obtained from the Business Protection Unit, Allen & Overy LLP, 68 Donegall Quay, Belfast, BT1 3NL.