

SANLAM WEALTH PLANNING HOLDINGS UK LIMITED

Annual Report and Financial Statements for the year ended 31 December 2018



Directors

J P Gibson

J C Polin

J D White

D J Mason

Secretary

J P Gibson

Auditors

Ernst & Young LLP The Paragon Counterslip Bristol BS1 6BX

Registered Office

St Bartholomew's House Lewins Mead Bristol BS1 2NH

Registered Number

03882013

Strategic Report

The directors have pleasure in submitting their Strategic Report for the year ended 31 December 2018.

Principal activity, review of the business and future developments

The principal activity of the Company is that of a strategic holding company for its subsidiary, Sanlam Wealth Planning UK Limited, whose principal activity is the provision of restricted financial planning advice.

The Company acquired Astute Wealth Management Limited, a financial planning firm based in Preston, on 20 December 2018.

Incorporation

The Company was incorporated in England and Wales.

Principal risks and uncertainties

The Company's trading results are affected by consumer confidence, industry changes and economic conditions. These risks continue in the current market conditions and for the foreseeable future. The Company is exposed to the operational risk that it's subsidiary fails to meet its contractual and regulatory obligations.

Results

The loss for the year, after taxation, amounted to £2,705,250 (2017: loss of £2,941,489). The decreased loss was due to turnover recognised in relation to a one off settlement for a break of ex adviser covenants of £267,710 during the year.

The directors do not recommend a dividend this period (2017: £ nil).

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By Order of the Board

J P Gibson Director

22 July 2019

Directors' Report

The directors have pleasure in submitting their Directors' Report and audited Financial Statements for the year ended 31 December 2018.

Directors, directors' interests and directors' qualifying third party indemnity provisions

The directors throughout the year were:

J P Gibson A J F Morley (Resigned 8 March 2019) J D White J C Polin D J Mason (Appointed 10 July 2018)

None of the directors have any interests in the shares of the Company.

In accordance with the requirements of section 234 of the Companies Act 2006, qualifying third party indemnity provisions are in force for the benefit of the directors of the Company and its associated companies.

A review of the business including likely future developments is included within the Strategic Report.

Risk Management

As noted in the Strategic Report, the main risks are that the Company's trading results are affected by consumer confidence, industry changes and economic conditions. The Company is also exposed to the operational risk that it's subsidiary fails to meet its contractual and regulatory obligations. The Company manages its risks through a process and control framework supplemented by proactive compliance and risk monitoring.

Directors' Report (continued)

Going concern

The Company's business activities, together with the factors likely to affect its future development, its financial position, risk management strategy and its key risk exposures are described in the Strategic Report and above. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. A letter of support has also been provided by Sanlam UK Limited highlighting that they will continue to support the business for the 12 months from the date on which the accounts are signed. Accordingly, the directors continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the Company's auditor is unaware.

Having made enquiries of the other directors and the Company's auditor, each director has taken all steps that a director might reasonably be expected to have taken to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Elective regime

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In accordance with Section 485 of the Companies Act 2006, a resolution proposing the re-appointment of Ernst & Young LLP will be put to the annual general meeting.

By Order of the Board

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J P Gibson Director

22 July 2019

Statement of Directors' responsibilities in respect of the Financial Statements

The directors are responsible for preparing the Strategic Report, 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 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 to 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 judgments 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; 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 member of Sanlam Wealth Planning Holdings UK Limited

Opinion

We have audited the financial statements of Sanlam Wealth Planning Holdings UK Limited for the year ended 31 December 2018 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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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 below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- the directors' use of the going concern basis of accounting in the 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.

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

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As explained more fully in the directors' responsibilities statement set out on page 5, 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 Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

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.

Richard Page (Senior Statutory Auditor)

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for and on behalf of Ernst & Young LLP, Statutory Auditor

Bristol

22 July 2019

Profit and Loss account for the year ended 31 December 2018

| | Notes | 2018 £ | 2017 £ |
|---|-------|-------------|-------------|
| Other income | r | 267,710 | - |
| Administrative expenses | | (2,972,960) | (2,941,489) |
| Loss on ordinary activities before taxation | 2 | (2,705,250) | (2,941,489) |
| Tax on ordinary activities | 4 | | |
| Loss for the financial year after taxation/Total comprehensive loss | • | (2,705,250) | (2,941,489) |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

The accompanying notes form an integral part of these financial statements.

Balance Sheet as at 31 December 2018

Registered Company Number: 03882013

| | Notes | 2018 £ | 2017 £ |
|---|--------|---|---|
| Fixed assets Intangible assets Investments | 5 6 | 5,948,600 3,017,643 8,966,243 | 6,270,456 2,950,010 9,220,466 |
| Debtors - more than one year | 7 | 932,367 | - |
| Current assets | | | |
| Debtors | 8 | 219,590 | 1,000,000 |
| Cash at bank | | 25,223 | |
| Total Current assets | • | 244,813 | 1,000,000 |
| Current liabilities | | | |
| Amounts falling due within one year | 9 | (15,642,277) | (13,014,070) |
| Net current liabilities | | (15,397,464) | (12,014,070) |
| Net liabilities | | (5,498,854) | (2,793,604) |
| Capital and reserves Called up share capital Share premium account Profit and loss account Equity shareholders' funds | 10 | 526,843 7,687,474 (13,713,171) (5,498,854) | 526,843 7,687,474 (11,007,921) (2,793,604) |

Approved by the Board 22 July 2019

J P Gibson Director

The accompanying notes form an integral part of these financial statements.

Statement of Changes in Equity for the year ended 31 December 2018

Registered Company Number: 03882013

| | Share capital | Share premium | Profit and loss account | Total shareholders' funds |
|---|---------------|---------------|-------------------------|---------------------------------|
| | £ | £ | £ | £ |
| Balance at 31 December 2016 Loss for the year | 526,843 | 7,687,474 | (8,066,432) | 147,885 |
| after taxation/Total comprehensive loss | - | - | (2,941,489) | (2,941,489) |
| Balance at 31 December 2017 | 526,843 | 7,687,474 | (11,007,921) | (2,793,604) |
| Loss for the year after taxation/Total comprehensive loss | - | - | (2,705,250) | (2,705,250) |
| Balance at 31 December 2018 | 526,843 | 7,687,474 | (13,713,171) | (5,498,854) |

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

1. Accounting policies

These financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. (FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*).

Fundamental Accounting Concept

Notwithstanding net current liabilities of £15,397,464 (2017: £12,014,070) and a loss of £2,705,250 (2017: loss of £2,941,489), the directors have presented the financial statements on a going concern basis. It is in their opinion that Sanlam UK Limited will provide funding necessary to support the business going forward in order that the Company meets its financial obligations. This opinion is based on the continued support from Sanlam UK Limited since the balance sheet date and a formal letter of support received covering at least twelve months from the date of approval of these financial statements. The directors are satisfied that Sanlam UK Limited has the ability to provide such support. As with any company placing reliance on group entities, the directors acknowledge that there can be no certainty that this support will continue, although at the date of the approval of these financial statements, they have no reason to believe that it will not do so.

Other income

Other income represents income received in relation to a settlement payment by a third party firm for a breach of ex-adviser covenants.

Currency

The Company's functional currency and presentational currency is UK sterling (GBP).

Administrative expenses

Administrative expenses represent amounts in respect of general overheads as well as intangible asset amortisation.

Investments

Investments are recognised at the lower of cost and net realisable value.

Notes to the Financial Statements (continued)

Deferred taxation

In accordance with FRS 102 Section 29 *Income Tax*, deferred tax is recognised on a full provision basis.

Deferred tax assets are recognised only to the extent that the directors consider it is more likely than not that there will be taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Leasing

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Rentals on operating leases are charged to the Profit and Loss Account in the years in which they fall due.

Intangible assets

The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets assessed as having finite lives are amortised over their useful economic life in equal annual instalments. When there is no reliable estimate for the life of the asset it is limited to 5 years. An annual impairment review is undertaken or whenever there is any indication that the intangible asset may be impaired, and any resulting adjustment to the intangible assets value is made as required. The amortisation expense on intangible assets is recognised within administrative expenses within the profit or loss account. Where there is a deferred or contingent element a liability is also recognised.

Taxation

Corporation tax payable is provided on taxable profits at the prevailing corporation tax rate. No liability to UK corporation tax arose on ordinary activities for the period ended 31 December 2018.

Cash flow statement

The Company has taken advantage of the exemption given by FRS 102 Section 7 Statement of Cash Flows.

A cash flow statement is prepared by the ultimate parent undertaking that includes the cash flows of the Company. Details of the ultimate parent undertaking are given in note 12 to the Financial Statements.

Notes to the Financial Statements (continued)

Business Combinations

Acquisitions are accounted for using the acquisition method. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities assumed and the equity interests issued by the company. The consideration transferred also includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities recognised and assumed in a business combination are measured initially at their fair value at the acquisition date. Any contingent consideration to the transferred, whether in cash or as a convertible loan note, is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised either in profit and loss or as a charge in other comprehensive income. Contingent consideration that is classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

Consolidation

Consolidated financial statements are not presented as the Company has availed itself of the exemption provisions under s401 of the Companies Act 2006.

2. Loss on ordinary activities before taxation

| • | 2018 £ | 2017 £ |
|---|-----------|-----------|
| The loss on ordinary activities before taxation is stated after charging: | | _ |
| Depreciation of owned fixed assets | - | 8 |
| Amortisation of intangible fixed assets (Note 5) | 2,958,546 | 2,930,480 |
| Auditor's remuneration - Audit fees | 14,413 | 11,000 |

3. Directors' emoluments

The directors are employed by, and receive their emoluments from, Sanlam UK Limited. Their total remuneration paid by Sanlam UK Limited for the year was £1,521,102 (2016: £1,469,104). The services to the Company provided by the directors holding office during the year were considered to be incidental to their other duties within the Sanlam UK Group and accordingly no remuneration has been apportioned to the Company for these directors during 2018.

Notes to the Financial Statements (continued)

4. Taxation

| · | 2018 £ | 2017 £ |
|---|-----------|-----------|
| Analysis of change in period | | |
| Current tax: | , | |
| UK corporation tax on profits of the period | - | - |
| Foreign Corporation Tax on profits for the year | - | |
| Adjustment in respect of prior periods | - | - |
| Total current tax | - | - |
| Deferred tax: | | |
| Origination and reversal of timing differences | - | - |
| Adjustment in respect of prior periods | - | · - |
| Impact of change in tax rate | - | - |
| Total deferred tax | - | - |
| Tax on profit on ordinary activities | _ | - |

Reconciliation of tax charge

The difference between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

| | 2018 £ | 2017 £ |
|---|-------------|-------------|
| Loss on ordinary activities before tax | (2,705,250) | (2,941,489) |
| Loss on ordinary activities multiplied by the standard rate of corporation tax 19% (2017: 19.25%) | (513,998) | (566,237) |
| Effects of: Unrecognised deferred tax Total tax charge for period | 513,998 | 566,237 |

Notes to the Financial Statements (continued)

4. Taxation (continued)

Tax rate changes

The tax rate for the current year is lower than the prior year, due to changes in the UK corporation tax rate, which decreased from 20% to 19% from 1 April 2017. Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. This will reduce the company's future current tax charge accordingly. Any deferred tax assets or liabilities recognised are reflective of these rates.

Deferred tax

The company has not recognised a deferred tax asset at the balance sheet date as it is not considered probable that future taxable profit will be available against which timing differences and carried forward losses can reverse. Specifically, a deferred tax asset has not been recognised in respect of the following items:

| | 2018 £ | 2017 £ |
|---|--------------------------|-------------------|
| Fixed asset timing differences | (5,026) | (5,026) |
| Intangible assets timing differences Tax losses carried forward | (14,743) (14,409,004) | - (11,718,497) |
| Total | (14,428,773) | (11,723,523) |

Notes to the Financial Statements (continued)

5. Intangible assets

| Client Databases | 2018 £ |
|---|---------------------------------------|
| Cost At 1 January 2018 | 16,749,469 |
| Additions At 31 December 2018 | 2,648,690 19,398,159 |
| Amortisation At 1 January 2018 Provided during the year At 31 December 2018 | 10,479,013 2,970,546 13,449,559 |
| Net book value At 31 December 2018 At 31 December 2017 | 5,948,600 6,270,456 |

The additions during the year relate to the acquisition of client database assets from Astute Wealth Management Limited ("AWM") (£2,479,226) which were acquired on 20 December 2018 and the Matt Eason Database Acquisition (£169,464) which was acquired on 1 August 2018.

6. Investments

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| | 2018 £ |
|---------------------------------------|---------------------|
| At 1 January 2018 Change in valuation | 2,950,010 67,633 |
| At 31 December 2018 | 3,017,643 |

The additional £67,633 is the difference between the value of the subordinated loan at cost and the present value of these loans. Further detail is provided in note 7.

In the opinion of the directors, the aggregate value of the Company's investment in subsidiary undertakings is not less than the underlying value of the business.

Notes to the Financial Statements (continued)

6. Investments (continued)

| Subsidiary undertakings | Country of incorporation | Equity & votes held | Type of business |
|---------------------------------------|--------------------------|---------------------|-----------------------|
| Sanlam Wealth Planning UK Limited | England & Wales | 100% | Financial Planners |
| Buckles Limited | England & Wales | 100% | Dormant |
| Snowdonia Asset Management Limited | England & Wales | 100% | Dormant |
| Astute Wealth Management Limited | England & Wales | 100% | Financial Planners |

All shares held are 'A' ordinary shares

7. Debtors: more than one year

| e de la companya de l | 2018 £ | 2017 £ |
|--|--------------------|-----------|
| Amounts owed by subsidiary | 932,367 932,367 | - |

During 2015 two subordinated loans (totalling £1,000,000) were issued which were repayable by 31 December 2018 and on which there was no interest, in 2017 these loans were shown in note 8 below. In 2018 these loans have been extended to be repayable by 31 December 2020. As these loans are now due after one year they are included above. The amount included is the present value of the discounted cash flows of these loans which have been discounted at 3.5%. The difference between the original value of these loans and the present value is included within investments (note 6).

8. Debtors: due within one year

| | 2018 £ | 2017 £ |
|--|-------------------|-----------|
| Amounts owed by subsidiary Prepayments | 175,000 44,590 | 1,000,000 |
| | 219,590 | 1,000,000 |

Notes to the Financial Statements (continued)

9. Creditors: amounts falling due within one year

| | 2018 £ | 2017 £ |
|---|---------------------------------------|--|
| Bank loans and overdrafts Accruals Contingent / deferred considerations Amounts owed to group companies | - 8,414 1,388,567 14,245,296 | 811,657 14,956 1,014,867 11,172,590 |
| | 15,642,277 | 13,014,070 |

Contingent / deferred considerations includes a deferred consideration on the purchase of Astute Wealth Management Limited of £90,876 (2017: £Nil) payable in January 2022.

10. Share capital

| Chare capital | | | 2018 £ | 2017 £ |
|--|------------|------------|-----------|-----------|
| Authorised: Ordinary shares at £1 | each | 1,0 | 00,000 | 1,000,000 |
| | 2018 No | 2017 No | 2018 £ | 2017 £ |
| Allotted, issued and fully paid: Ordinary shares at £1 each | 526,843 | 526,843 | 526,843 | 526,843 |

Notes to the Financial Statements (continued)

11. Other financial commitments

The total of future minimum lease payments is set out below:

| Land and buildings | 2018 £ | 2017 £ |
|---|------------------|-----------|
| Not later than one year Within two to five years | 36,000 68,942 | · - |

12. Related parties

The Company has taken advantage of the exemption given by FRS 102 Section 33 *Related Party Disclosures* to wholly owned subsidiary undertakings, by not disclosing information on related party transactions with entities that are part of the group, or investees of the group qualifying as related parties. The following information is showing the year end balances for all related parties.

| Group company name | 2018 £ | 2017 £ |
|---|--|-------------------------------|
| Sanlam UK Limited Sanlam Investment Holdings Limited Sanlam Wealth Planning UK Limited English Mutual | (9,888,768) (1,120,000) (2,304,161) 175,000 | (9,862,368) - (310,238) |
| | (13,137,929) | (10,172,606) |

Notes to the Financial Statements (continued)

13. Parent undertaking

The ultimate parent undertaking, Sanlam Limited is incorporated in South Africa and is the parent of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member.

Copies of its group financial statements are available on request from Sanlam Limited, 2 Strand Road, Bellville, South Africa (PO Box 1, Sanlamhof, 7532, South Africa).

The immediate parent undertaking is Sanlam UK Limited.

14. Post balance sheet events

The Company acquired the entire share capital of Blackett Walker Limited on 10 April 2019 for a total consideration of £7,993,372. Blackett Walker Limited is an independent financial planning and employee benefits firm, based in Newcastle.