Company Number: 04651821

RA LEGACY LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30th JUNE 2015

RA Legacy Limited

Directors

David J. Burlison
Brent W. De Jong
Eugene I. Davis
Matthew A. Doheny
William B. Mollison
Matthew C. Turner
Khalil E. Nooruddin

Registered Office

8 Baden Place, Crosby Row, London SE1 1YW

Company No.

04651821

Auditors

Moore Stephens LLP
150 Aldersgate Street, London EC1A 4AB

Report of the Directors

The directors present their report and the audited financial statements for the year ended 30th June 2015.

Principal Activity

The principal activity is the provision of financial advisory services, namely investment management.

Business Review

The profit for the year ended 30th June 2015 ("2015"), amounted to £1,466,423 compared to a profit of £26,925 for the year ended 30th June 2014 ("2014").

In 2015 there has been a reduction in all discretionary costs with a successful implementation of cost saving measures primarily in staffing and facility costs.

Key Performance Indicators

Indicator	2015	2014
Total liabilities (£)	26,375,223	35,023,490
Total liabilities excluding amounts due to group (£)	325,453	1,588,248
Total revenue (£)	3,362,004	3,500,000
Total operating expenses excl. exchange gain/(loss) (£)	1,215,724	3,224,134
Profit after tax (£)	1,466,423	26,925

RA Legacy Limited

Report of the Directors (Continued)

Statement as to Disclosure of Information to Auditors

Each of the persons who are directors at the time when this report is approved has confirmed that:

(a) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware; and

(b) each director has taken all the steps that ought to have been taken as a director, in order to be aware of any relevant information and to establish that the Company's auditors are aware of that information.

This report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime of the Companies Act 2006.

By Order of the Board on 30/08/2021

Matthew C. Turner
Director

RA Legacy Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Report of the Directors 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union and applicable law. The financial statements must, in accordance with IFRS as adopted by the European Union, present fairly the financial position and performance of the company; such references in the UK Companies Act 2006 to such financial statements giving a true and fair view are references to their achieving a fair presentation. Under the company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view.

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;
- state whether the financial statements have been prepared in accordance with IFRS as adopted by the European Union; 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 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 RA Legacy Limited

We have audited the financial statements of RA Legacy Limited for the year ended 30th June 2015 which are set out on pages 6 to 19 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities 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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1(b) to the financial statements concerning the company's ability to continue as a going concern. At 30th June 2015 the company's liabilities exceeded its total assets by £25,507,969. These conditions, along with the other matters explained in note 1(b). to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include adjustments that would result if the company was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the Members of RA Legacy Limited (Continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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
- 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 in preparing the directors' report and take advantage of the small companies' exemption from the requirement to prepare a strategic report.

Richard Moore, Senior Statutory Auditor

For and on behalf of Moore Stephens LLP, Statutory Auditor
150 Aldersgate Street
London
EC1A 4AB

Date: 31 March 2016

RA Legacy Limited

Statement of Comprehensive Income

For the year ended 30th June 2015

	Note	2015 £	2014 £
Revenue			
Management advisory fees	1(c)	3,362,004	3,500,000
Other income		7,000	-
Operating Expenses			
Staff costs	3	815,366	1,898,554
General and administration expenses		400,358	1,195,477
Allowances for credit losses		-	130,103
Exchange loss		686,857	248,941
		1,902,581	3,473,075
Profit Before Taxation	2	1,466,423	26,925
Taxation	4	-	-
Profit for the Year		1,466,423	26,925

The Company has no items of other comprehensive income.

The results were derived from continuing operations

Company Number: 04651821

RA Legacy Limited

Statement of Financial Position as at 30th June 2015

	Note	30th June 2015 £	30th June 2014 £
Current Assets			
Trade and other receivables	6	429,274	7,669,803
Cash and cash equivalents		437,980	379,295
		867,254	8,049,098
Total Assets		867,254	8,049,098
Current Liabilities			
Trade and other payables	7	325,453	1,588,248
Amounts due to group company	11	26,049,770	33,435,242
Total Liabilities		26,375,223	35,023,490
Equity			
Share capital	8	1	1
Accumulated deficit		(25,507,970)	(26,974,393)
Total Equity		(25,507,969)	(26,974,392)
Total Equity and Liabilities		867,254	8,049,098

The financial statements were approved and authorised for issue by the Board on 30/03/2016
and signed on its behalf by

Matthew C. Turner

Director

RA Legacy Limited

Statement of Changes in Equity
For the year ended 30th June 2015

	Share Capital £	Accumulated Deficit £	Total Equity £
Balance at 1st July 2013	1	(27,001,318)	(27,001,317)
Profit for the year	-	26,925	26,925
Balance at 30th June 2014	1	(26,974,393)	(26,974,392)
Profit for the year	-	1,466,423	1,466,423
Balance at 30th June 2015	1	(25,507,970)	(25,507,969)

RA Legacy Limited

Statement of Cash Flows
For the year ended 30th June 2015

	2015 £	2014 £
Cash Flows from Operating Activities		
Profit for the year	1,466,423	26,925
Adjustment for:		
Depreciation	-	7,008
Loss on disposal of property, plant and equipment	-	28,971
Decrease in trade and other receivables	7,240,529	2,310,309
(Decrease)/increase in trade and other payables	(1,262,795)	1,349,951
Net Cash provided by Operating Activities	7,444,157	3,723,164
Cash Flows from Investing Activities		
Disposal of property, plant and equipment	-	7,963
Net Cash provided by Investing Activities	-	7,963
Cash Flows from Financing Activities		
Repayment of advances from group companies	(7,385,472)	(4,740,841)
Net Cash used in Financing Activities	(7,385,472)	(4,740,841)
Increase/(Decrease) in Cash and Cash Equivalents	58,685	(1,009,714)
Cash and Cash Equivalents at Beginning of Year	379,295	1,389,009
Cash and Cash Equivalents at End of Year	437,980	379,295

RA Legacy Limited

Financial Statements for the year ended 30th June 2015

Notes

1. **Accounting Policies**

(a) Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

The financial statements are stated in Pound Sterling ("£"), being the functional currency of the Company. The principal accounting policies adopted are set out below.

(b) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, management 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 estimates. The following summarises the judgements, estimates and assumptions that may cause amounts recognised or disclosed to change in following reporting periods:

Going concern

The financial statements have been prepared on the going concern basis, which contemplates the realisation of assets and settlement of liabilities in the ordinary course of business.

At 30th June 2015, the Company reported net liabilities of £25,507,969 (2014: £26,974,392). The Company is dependent upon the continued financial support of its ultimate parent company, RA Holding Corp. The directors believe that the going concern basis is applicable because the ultimate parent company has indicated its current intention to continue to provide financial support for a period of at least 12 months from the date of these financial statements.

As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to be believe it will not do so.

Allowances for credit losses

The Company reviews its individual significant receivables at each reporting date to assess whether an allowance should be made for recoverability. In determining this allowance, judgement by management is required in the estimation of the amount and timings of future cash flows. Such estimations are based on assumptions of a number of factors and actual results may differ, resulting in future changes to the allowance.

Liquidity

The Company monitors its liquidity through consideration of the maturity profile of its assets and liabilities. The exercise of judgement is required in determining the maturity of assets and liabilities.

1. **Accounting Policies (Continued)**

(c) Revenue and expenses

Deal structuring, advisory and investment service fees are recognised on the date of closure of the contract, when services are rendered in accordance with IAS 18. Expenses are recognised on the accruals basis.

(d) Foreign currencies

Transactions in foreign currencies are recorded in Pound Sterling using the exchange rate prevailing on the transaction date. Monetary assets and liabilities in foreign currencies are translated into Pound Sterling at the rates of exchange prevailing at the reporting period date. Any gains or losses are taken to the statement of comprehensive income.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current accounts maturing within 3 months of deposit.

(f) Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method less appropriate allowances for the estimated irrecoverable amounts. Deterioration in the counterparty's financial conditions may affect allowances for credit losses.

(g) Operating lease rentals

Operating lease rentals are charged to the statement of comprehensive income on a straight line basis over the lease term.

(h) Taxation

Current tax is provided for based on results for the period. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The current tax liability is calculated using tax rates that have been enacted by the reporting period date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates that are expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. Profit Before Taxation

Profit before taxation is stated after charging the following:

		2015 £	2014 £
Depreciation		-	7,008
Loss on disposal of property, plant and equipment		-	28,971
Auditors' remuneration	- statutory audit	12,000	12,000
	- tax compliance	3,360	3,000
	- tax consultancy	13,267	2,504
Operating lease rentals	- premises	99,114	398,223

3. Staff Costs

	2015 £	2014 £
Staff salaries	-	1,185,927
Social security costs	-	83,359
Pension costs	-	25,973
Directors fees	815,366	556,185
Other employee costs	-	47,110
	815,366	1,898,554

Included in staff salaries is compensation to directors of £Nil (2014: £41,526) in respect of short term benefits. No director received benefits accruing under a defined contribution scheme (2014: nil).

Directors fees of £205,790 (2014: £139,046) was payable to the highest paid director.

The average monthly number of persons employed by the Company during the year was:

Number	Number
-	3

RA Legacy Limited

Financial Statements for the year ended 30th June 2015

Notes (Continued)

4. **Taxation**

(a) Tax charge for the year

	2015 £		2014 £
Current tax charge (note 4b)	-		-
Deferred tax credit (note 4c)	-		-
	£ -		£ -

(b) Tax reconciliation

The tax charge for the year is based on the weighted average standard rate of UK corporation tax of 20.75% (2014: 21.5%). A reconciliation is provided below:

	2015 £	2014 £
Profit before taxation	1,466,423	26,295
Tax on profit before tax at 20.75% (2014: 21.5%)	304,283	5,789
Non-allowable expenses	13,184	(814,604)
Short term timing differences	-	1,495
Losses carried forward	-	807,320
Losses brought forward set against current profits	(317,467)	-
Current tax charge	£ -	£ -

(c) Deferred taxation

At the reporting period date, there is a deferred tax asset of £4,518,243 (2014: £5,073,595) which has not been recognised on the grounds of uncertainty over future recoverability.

RA Legacy Limited

Financial Statements for the year ended 30th June 2014

Notes (Continued)

5. Property, Plant and Equipment

		Equipment		Furniture		Fixtures		Total
2015								
Cost at 30th June 2015	£	-	£	-	£	-	£	-
Accumulated depreciation At 30th June 2015	£	-	£	-	£	-	£	-
Net book value At 30th June 2015	£	-	£	-	£	-	£	-
2014								
Cost								
At 1st July 2013		692,078		1,692,445		2,223,831		4,608,354
Disposal		(692,078)		(1,692,445)		(2,223,831)		(4,608,354)
At 30th June 2014	£	-	£	-	£	-	£	-
Accumulated depreciation								
At 1st July 2013		671,141		1,692,283		2,200,988		4,564,412
Charge for the year		5,275		44		1,689		7,008
Disposals		(676,416)		(1,692,327)		(2,202,677)		(4,571,420)
At 30th June 2014	£	-	£	-	£	-	£	-
Net book value At 30th June 2014	£	-	£	-	£	-	£	-

6. Trade and Other Receivables

	2015	2014
	£	£
Trade receivables	250,000	7,416,667
Due from directors	38,142	-
Amount due from a fellow subsidiary	15,486	19,353
Other receivables	125,646	233,783
	429,274	7,669,803

The amount due from a fellow subsidiary is unsecured, interest free and repayable on demand.

The amount due from directors is unsecured, interest free and repayable on demand.

RA Legacy Limited

Financial Statements for the year ended 30th June 2015

Notes (Continued)

7. **Trade and Other Payables**

	2015 £	2014 £
Accruals	-	721,435
Other taxation	325,453	866,813
	325,453	1,588,248

Included within accruals is £Nil (2014: £556,185) for directors fees.

8. **Share Capital**

	2015 £	2014 £
Authorised, allotted and fully paid 1 ordinary share of £1	1	1

9. **Operating Lease Commitments**

Total commitments under non-cancellable operating leases for land and buildings are as follows:

	2015 £	2014 £
Within one year	-	131,298

10. **Parent Company and Ultimate Controlling Undertaking**

The Company's immediate parent company is RA Holdco 3 Limited, a company incorporated in the Cayman Islands.

The Company's ultimate parent and controlling undertaking is RA Holding Corp., a company incorporated in the Cayman Islands.

RA Legacy Limited

Financial Statements for the year ended 30th June 2015

Notes (Continued)

11. **Related Party Transactions**

The Company had the following related party transactions in the year:

		2015		2014
Advisory fees				
Companies with common directors:				
EI Ventures Limited		-		625,000
Freightliner Group Limited		-		105,000
	£	-	£	730,000

Balances

The balance of £26,049,770 (2014: £33,435,242), defined as amount due to group company, is due to the parent company RA Holdco 3 Limited . The balance is unsecured, interest free and repayable on demand.

12. **Financial Instruments**

(a) Financial Risk Factors

The Company's activities expose it to a variety of financial risks including market risk (interest rate risk and currency risk), credit risk and liquidity risk. The directors monitor the financial risk of the Company and takes such measures as considered necessary from time to time to minimise such financial risks. The Company's overall risk management programme seeks to minimise potential adverse effects on the Company's financial performance. The financial risks to which the Company is exposed are described below:

Interest Rate Risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to any significant interest rate risk as no material assets or liabilities are interest bearing.

Liquidity Risk

Liquidity risk is the risk that an entity will be unable to meet its liabilities when they fall due under normal and stress circumstances. Prudent liquidity risk management implies maintaining a sufficiently liquid position. The Company monitors and maintains a level of liquidity deemed adequate to finance the Company's operations and closely monitors periodic cash forecasts, which take into account the Company's maturity profile.

The Company has no finance from external banking institutions. Total loan borrowings from RA Holdco 3 Limited are £26,049,770 (2014: £33,435,242) at the reporting period date, and there is no set date of maturity.

12. **Financial Instruments (continued)**

(a) **Financial Risk Factors (continued)**

Currency Risk

Currency risk is the risk of loss due to changes in exchange rates. The Company does not use derivative financial instruments to hedge against the volatility associated with foreign currency transactions. The Company monitors the currency position on the overall currency exposure.

The loan with RA Holdco 3 Limited is denominated in US Dollars. Sensitivity analysis indicates that at 30th June 2015, had the Pound Sterling increased against the US Dollar by 10%, equity and profit by would have increased by $4,100,000 (2014: $5,690,000) and a decrease of 10% in the exchange rate would have reduced equity and profit by the same amount.

Credit Risk

Credit risk is the risk that a counterparty will fail to discharge its obligations and cause a financial loss. The Company is exposed to credit risk to the extent of unsettled amounts due from trade and other receivables, and cash and cash equivalents. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept from individual counterparties.

Concentrations of credit risk exist to the extent that as at 30th June 2015 a total amount of £250,000 (2014: £7,416,667) was due from just one company (2014: two). Allowances are made for losses that have been incurred by the reporting period date. With respect to trade receivables, the directors are of the opinion the credit risk is moderate as the fees are consistent with past practice, accrued until the sale of the portfolio companies, at which time the proceeds of the sale should be sufficient to settle the receivables.

Credit allowances and reversal of credit allowances made in respect of the management advisory fees and disbursements, were as follows:

	2015	2014
	£	£
EI Ventures Limited	-	130,103

Cash and cash equivalents include cash at bank and deposits with one bank (2014: one bank) with a credit rating of A-2 by Standard & Poor's.

RA Legacy Limited

Financial Statements for the year ended 30th June 2015

Notes (Continued)

12. **Financial Instruments (Continued)**

(b) Categories of Financial Instruments

	2015 £	2014 £
Financial Assets		
Loans and receivables (including cash and cash equivalents)	867,254	8,049,098
Financial Liabilities		
Financial liabilities at amortised cost	26,375,223	34,302,055

Fair Values

The fair values of financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments.

(c) Capital Risk Management

The Company manages its capital to enable it to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns to shareholders; and to enable the Company to respond quickly to changes in market conditions and to take advantage of opportunities.

Capital comprises of share capital of £1 plus borrowings of £26,049,770 (2014: £33,435,242), defined as amounts due to group company.

13. **Recent Accounting Pronouncements**

(a) New interpretations and revised standards effective for the year ended 30th June 2015

The Company has adopted the new interpretations and revised standards effective for the year ended 30th June 2015. The adoption of these interpretations and revised standards had no impact on the disclosures and presentation of the financial statements during the year.

(b) Standards and interpretations in issue but not yet effective

A number of new standards and amendments to existing standards have been published which are mandatory, but are not effective for the year ended 30th June 2015. The directors do not anticipate that the adoption of these revised standards and interpretations will have a significant impact on the figures included in the financial statements in the period of initial application other than the following:

13. Recent Accounting Pronouncements (Continued)

(b) Standards and interpretations in issue but not yet effective (continued)

IFRS 9: *Financial Instruments*

The standard makes substantial changes to the recognition and measurement of financial assets and financial liabilities and derecognition of financial assets. There will only be three categories of financial assets whereby financial assets are recognised at either fair value through profit and loss, fair value through other comprehensive income or measured at amortised cost. On adoption of the standard, the Company will have to re-determine the classification of its financial assets based on the business model for each category of financial asset. This is not considered likely to give rise to any significant adjustments.

The principal change to the measurement of financial assets measured at amortised cost or fair value through other comprehensive income is that impairments will be recognised on an expected loss basis compared to the current incurred loss approach. As such, where there are expected to be credit losses these are recognised in profit or loss. For financial assets measured at amortised cost the carrying amount of the asset is reduced for the loss allowance. For financial assets measured at fair value through other comprehensive income the loss allowance is recognised in other comprehensive income and does not reduce the carrying amount of the financial asset.

Most financial liabilities will continue to be carried at amortised cost, however, some financial liabilities will be required to be measured at fair value through profit or loss, for example derivative financial instruments, with changes in the liabilities' credit risk recognised in other comprehensive income.

The standard is effective for periods beginning on or after 1 January 2018, but is yet to be endorsed by the EU.

IFRS 15: *Revenue from contracts with customers*

The standard has been developed to provide a comprehensive set of principles in presenting the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is based around five steps in recognising revenue:

1. Identify the contract with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price
5. Recognise revenue when a performance obligation is satisfied

On application of the standard the disclosures are likely to increase. The standard includes principles on disclosing the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers, by providing qualitative and quantitative information.

The Company has not as yet evaluated the full extent of the impact that the standard will have on its financial statements, however the effect is not considered likely to be material.

The standard is effective for periods beginning on or after 1 January 2017, but is yet to be endorsed by the EU.