
MAN BLUESKY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014



MAN BLUESKY LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014**

The directors present their Directors' Report together with the audited financial statements of Man Bluesky Limited (the "Company") for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

During the year there were no significant changes to the principal activities of the Company, which consisted of those of a holding company.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to \$1,132 (2013: \$863).

During the year the Company did not declare or pay any dividends (2013: \$NIL). The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2014 (2013: \$NIL).

FUTURE DEVELOPMENTS

The directors expect the Company to be liquidated in the near future.

GOING CONCERN

The directors have the intention to cease all business activities of the Company within the foreseeable future. Accordingly, the financial statements have been prepared on a non-going concern basis of accounting and all assets and liabilities of the Company have been stated at their estimated realisable value and are classified as current.

DIRECTORS

The following individuals served as directors of the Company for the duration of the year and up to the date of approval of this report.

J Singh
G E R Wood

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

During the year the directors benefitted from a qualifying third party indemnity provision and this remains in force at the date of this report. The indemnity is provided by another company within the Group and covers, to the extent permitted by law, any third party liabilities which directors may incur as a result of their service on the Board.

MAN BLUESKY LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014**

FINANCIAL INSTRUMENTS

The directors consider the financial risks of the Company to be consistent with those identified at Group level and managed by the directors of Man Group plc. For this reason, the Company's directors believe that a discussion of the Company's financial risks would not be appropriate for an understanding of the development, performance or position of the Company's business. The principal financial risks of Man Group plc, which include those of the Company, are discussed in notes 14 and 27 of the Group's 2014 Annual Report on pages 92-93 and 109-11 respectively (which do not form part of this report).

AUDITOR

Deloitte LLP was formally appointed as auditor of the Company and the Group for the year ended 31 December 2014. Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

DISCLOSURE OF INFORMATION TO AUDITOR

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

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the Board and signed on its behalf.



E A Woods
Secretary

Date: 15 June 2015

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2014**

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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 accounting 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 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.

MAN BLUESKY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAN BLUESKY LIMITED

We have audited the financial statements of Man Bluesky Limited (the "Company") for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 AUDITORS

As explained more fully in the Directors' Responsibilities 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. 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 Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 December 2014 and of its profit 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.

EMPHASIS OF MATTER: FINANCIAL STATEMENTS PREPARED OTHER THAN ON A GOING CONCERN BASIS

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

MAN BLUESKY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAN BLUESKY LIMITED

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

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 preparing a Strategic Report.



Allee Bonnard (Senior Statutory Auditor)

for and on behalf of
Deloitte LLP

Chartered Accountants and Statutory Auditors
London

15 June 2015

MAN BLUESKY LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014**

	Note	2014 \$	2013 \$
Administrative expenses		(1,653)	(2,172)
Other operating income	2	(27)	15
OPERATING LOSS	4	(1,680)	(2,157)
Interest receivable and similar income	6	3,122	3,282
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,442	1,125
Tax on profit on ordinary activities	7	(310)	(262)
PROFIT FOR THE FINANCIAL YEAR	12	1,132	863

All amounts relate to operations that are expected to be discontinued. Any costs incurred in the dissolution of the Company are not expected to be significant and will be borne by Man Investments Holdings Limited.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and Loss Account.

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents.

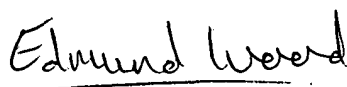
The notes on pages 8 to 12 form part of these financial statements.

MAN BLUESKY LIMITED
REGISTERED NUMBER: 5696703

BALANCE SHEET
AS AT 31 DECEMBER 2014

	Note	\$	2014 \$	\$	2013 \$
CURRENT ASSETS					
Debtors	8	178,283		178,261	
CREDITORS: amounts falling due within one year	10	(1,758)		(2,868)	
NET CURRENT ASSETS			176,525		175,393
NET ASSETS			176,525		175,393
CAPITAL AND RESERVES					
Called up share capital	11		2		738,234
Profit and loss account	12		176,523		(562,841)
SHAREHOLDERS' FUNDS	13		176,525		175,393

The financial statements were approved and authorised for issue by the Board and were signed on its behalf by:



G E R Wood
 Director

Date: 15 June 2015

The notes on pages 8 to 12 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

1. ACCOUNTING POLICIES

1.1 General Information

The Company was incorporated in the United Kingdom as a company limited by shares on 3 February 2006. The Company's registered office address is Riverbank House, 2 Swan Lane, London, EC4R 3AD.

The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 1.

1.2 Basis of preparation of financial statements

These financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom.

The directors have the intention to cease all business activities of the Company in the foreseeable future. As such, the financial statements have been prepared on a non-going concern basis of accounting and accordingly, all assets and liabilities of the Company have been stated at their estimated realisable value and are classified as current.

The principal accounting policies are set out below and have been applied consistently throughout the year.

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 1 (Revised 1996) ("FRS 1") "Cash Flow Statements".

1.4 Functional currency

The Company's principal business is transacted in US dollars and accordingly the Company's functional currency is US dollars and these financial statements have been prepared in that currency.

1.5 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into US dollars at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

1.6 Current asset investments

Current asset investments relate to a membership stake in a UK Limited Liability Partnership and are stated at net realisable value. Net realisable value is calculated by reference to the amount at which the asset could be disposed of.

MAN BLUESKY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

1. ACCOUNTING POLICIES (continued)**1.7 Taxation**

Current tax, including UK corporation tax, is recorded at amounts to be recovered or paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1.8 Financial instruments disclosure

The Company is a wholly owned subsidiary undertaking of Man Group plc which provides financial instruments disclosures that comply with the requirements of Financial Reporting Standard 29 ("FRS 29"), "Financial Instruments: Disclosures". Consequently, the Company has taken advantage of the exemption from preparing financial instruments disclosures in accordance with FRS 29.

1.9 Segmental reporting

The Company is a wholly owned subsidiary undertaking of Man Group plc which provides information that complies with the requirements of International Financial Reporting Standard 8 ("IFRS 8") "Operating Segments". Consequently, the Company has taken advantage of the exemption from preparing segmental information in accordance with Statement of Standard Accounting Practice 25 ("SSAP 25") "Segmental Reporting".

2. OTHER OPERATING INCOME

	2014	2013
	\$	\$
Foreign exchange difference - gain/(loss)	(27)	15
	<u> </u>	<u> </u>

3. AUDITOR'S REMUNERATION

	2014	2013
	\$	\$
Fees payable to the Company's auditor and its associates for the audit of the Company's annual accounts	1,448	2,172
	<u> </u>	<u> </u>

4. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	2014	2013
	\$	\$
Difference on foreign exchange	27	(15)
	<u> </u>	<u> </u>

5. STAFF COSTS

The Company has no employees other than the directors, who did not receive any remuneration (2013 - \$NIL).

MAN BLUESKY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

6. INTEREST RECEIVABLE

	2014	2013
	\$	\$
On outstanding balances owed by group undertakings	3,122	3,282

7. TAXATION

	2014	2013
	\$	\$
UK corporation tax charge on profit for the year	310	262

Factors affecting tax charge for the year

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%).

Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 24% to 23% (effective 1 April 2013) and to 21% (effective 1 April 2014) were substantively enacted on 3 July 2012 and 2 July 2013 respectively. The main rate of corporation tax for the year beginning 1 April 2014 reduced from 23% to 21%. This resulted in a weighted average rate of 21.5% for the year ended 31 December 2014 (2013: 23.25%).

A further reduction to 20% (effective from 1 April 2015) was also substantively enacted on 3 July 2013. This will reduce the company's future current tax rate charge accordingly.

8. DEBTORS

	2014	2013
	\$	\$
Amounts owed by group undertakings	177,863	177,811
Other debtors	420	450
	178,283	178,261

9. CURRENT ASSET INVESTMENTS

The Company holds a 5% membership stake in Bramdean Group LLP (a UK Limited Liability Partnership). The cost of the investment of \$703,080 has been provided for in full as the directors consider that it has a nil net realisable value (2013: \$NIL).

MAN BLUESKY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

10. CREDITORS:

Amounts falling due within one year

	2014	2013
	\$	\$
Amounts owed to group undertakings	1,448	2,606
Corporation tax	310	262
	<u>1,758</u>	<u>2,868</u>

11. SHARE CAPITAL

	2014	2013
	\$	\$
Allotted, called up and fully paid		
1 (2013 - 420,000) Ordinary share of £1	<u>2</u>	<u>738,234</u>

During the year, the Company reduced its issued share capital by cancelling 419,999 ordinary shares. The ordinary share capital was converted into US dollars at the exchange rate ruling at the time the shares were issued of \$1.7577 to £1.

12. RESERVES

	Profit and loss account \$
At 1 January 2014	(562,841)
Profit for the financial year	1,132
Reduction of ordinary share capital (note 13)	738,232
	<u>176,523</u>
At 31 December 2014	<u>176,523</u>

13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2014	2013
	\$	\$
Opening shareholders' funds	175,393	174,530
Profit for the financial year	1,132	863
Shares redeemed/cancelled during the year	(738,232)	-
Other movements in profit and loss reserve	738,232	-
	<u>176,525</u>	<u>175,393</u>
Closing shareholders' funds	<u>176,525</u>	<u>175,393</u>

Other movements in the profit and loss reserve comprise a capital reduction of \$738,232 due to a cancellation of 419,999 ordinary shares (Note 11).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

14. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under the provisions of Financial Reporting Standard 8 ("FRS 8"), "Related Party Disclosures" not to disclose transactions with other group companies since the Company is a wholly owned subsidiary of Man Group plc, the consolidated financial statements of which are publicly available. During the year there have been no transactions with related parties other than Group companies.

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard Man Group plc, a company registered in England and Wales, as the Company's ultimate parent company and controlling party. The immediate parent undertaking is Man Investments Holdings Limited, a company registered in England and Wales.

The smallest and largest group of undertakings of which the Company is a member that draws up group financial statements is that of Man Group plc.

The financial statements of Man Group plc are available from:

Riverbank House
2 Swan Lane
London EC4R 3AD
United Kingdom