

Primetime Retirement Limited

Company number 6950170

Report and Financial Statements

Year Ended

31 December 2018

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Primetime Retirement Limited

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

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Directors

Kim Lerche-Thomsen
Simon Thompson
William Hale
Robert Scott

Registered office

Baines House
Midgery Court
Fulwood
Preston
PR2 9ZH

Company number

6950170

Independent auditors

PricewaterhouseCoopers LLP, No 1 Spinningfields, Hardman Square, Manchester, M3 3EB

Primetime Retirement Limited

Directors' report for the year ended 31 December 2018

The Directors present their report together with the audited financial statements for the year ended 31 December 2018.

Results and dividends

The Statement of Comprehensive Income is set out on page 6 and shows the loss for the year.

The Directors do not propose the payment of a dividend.

Given the loss-making position of the company and anticipated future cash flows, management have taken the decision to prepare these accounts on a break-up basis awaiting imminent sale of the books after which the Company will cease.

Principal activities

The principal activity of the Company is the provision of fixed term annuities. The Company is authorised and regulated by the Financial Conduct Authority.

Directors' and officers' insurance

The Company's ultimate parent company, Theo Topco Limited, maintains cover with respect to Directors' and officers' indemnity insurance. This insurance covers them in their roles as Directors of this Company.

Directors

The Directors of the Company who served during the year and up to the date of signing the financial statements are:

Kim Lerche-Thomsen
Simon Thompson
William Hale
Robert Scott

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 of the profit or loss of the company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

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.

Primetime Retirement Limited

Directors' report for the year ended 31 December 2018 *(Continued)*

Disclosure of information to auditors

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


Independent auditors

The audit was put out to tender in 2018 as a result of which PricewaterhouseCoopers LLP were appointed to replace our previous auditors, BDO LLP.

The auditors, PricewaterhouseCoopers LLP, were appointed and will continue in office and a resolution concerning their re-appointment will be proposed at the annual general meeting.

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies' regime within Part 15 of the Companies Act 2006. As such, the Company is exempt from preparing a strategic report.

On behalf of the board



R Scott
Director

Date: 31 July 2019

**Independent auditors' report to the members of
Primetime Retirement Limited**

Report on the audit of the financial statements

Opinion

In our opinion, Primetime Retirement Limited's financial statements:

- give a true and fair view of the state 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 (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2018; the Statement of Comprehensive Income and 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 applicable 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 audit 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.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 1 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

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 assurance thereon.

**Independent auditors' report to the members of
Primetime Retirement Limited
(Continued)**

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 also 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 31 December 2018 is consistent with the financial statements and has been prepared in accordance 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 set out on page 1, 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 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.

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.

Independent auditors' report to the members of
Primetime Retirement Limited
(Continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept 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.

Other required reporting

Companies Act 2006 exception reporting

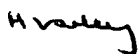
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not 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 take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Heather Varley (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
31 July 2019

Primetime Retirement Limited

Statement of Comprehensive Income for the year ended 31 December 2018

	Note	2018 £	2017 £
Turnover	3	571,233	1,240,750
Administrative expenses		(1,114,582)	(798,594)
Other operating income		-	11
Operating profit before amortisation, depreciation & exceptionals		(107,570)	442,167
Exceptional administrative expenses		(435,779)	-
Operating (loss)/profit	4	(543,349)	442,167
Finance income	6	-	5
(Loss)/profit before taxation		(543,349)	442,172
Tax on (loss)/profit	7	-	-
(Loss)/profit for the financial year		(543,349)	442,172

There are no items of other comprehensive income in the current or prior year other than those recorded in the Statement of Comprehensive Income.

The notes on pages 9 to 12 are an integral part of these financial statements.

Primetime Retirement Limited

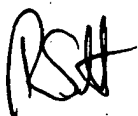
Statement of Financial Position as at 31 December 2018

	Note	2018 £	2018 £	2017 £	2017 £
Current assets					
Debtors	8	685,267		562,875	
Cash at bank and in hand		<u>70,685</u>		<u>229,947</u>	
		755,952		792,822	
Creditors: amounts falling due within one year	9	<u>(663,882)</u>		<u>(157,403)</u>	
Net current assets			92,070		635,419
Net assets			<u>92,070</u>		<u>635,419</u>
Capital and reserves					
Called up share capital	10		344,828		344,828
Share premium account			279,172		279,172
Profit and loss account			<u>(531,930)</u>		<u>11,419</u>
Total equity			<u>92,070</u>		<u>635,419</u>

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

The notes on pages 9 to 12 are an integral part of these financial statements.

The financial statements on pages 6 to 12 were approved by the Board of Directors and authorised for issue on 31 July 2018 and were signed on its behalf by:



R Scott
Director

Company registration no: 6950170

Primetime Retirement Limited

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

	Note	Share capital £	Share premium £	Retained earnings £	Total equity £
Balance at 1 January 2017		344,828	279,172	(430,753)	193,247
<i>Comprehensive income</i>					
Profit and total comprehensive income for the year		-	-	442,172	442,172
Balance at 31 December 2017 and at 1 January 2018	10	344,828	279,172	11,419	635,419
<i>Comprehensive expense</i>					
Loss and total comprehensive expense for the year		-	-	(543,349)	(543,349)
Balance at 31 December 2018	10	344,828	279,172	(531,930)	92,070

The notes on pages 9 to 12 are an integral part of these financial statements.

Primetime Retirement Limited

Notes to the Financial Statements for the year ended 31 December 2018

1 Basis of preparation

Primetime Retirement Limited is a private company limited by shares and incorporated in the United Kingdom and registered in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the Company's operations and its principal activities are set out in the Directors' report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. These financial statements are prepared under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

Going concern

The directors have taken the decision to wind down the operations of the business and therefore the financial statements have been prepared on a basis other than going concern.

2 Principal accounting policies

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 presented, unless otherwise stated.

Financial reporting standard 102 – reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 paragraph 1.12:

- the requirement to prepare a Statement of Cash Flows (paragraph 3.17(d) and section 7);
- disclosures in respect of the Company's financial instruments (paragraphs 11.41(b), 11.41(c), 11.41(d), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c));
- disclosures in respect of the aggregate remuneration of the key management personnel (paragraph 33.7).

This information is included in the consolidated financial statements of Theo Topco Limited as at 31 December 2018 and these financial statements may be obtained from Companies House.

Turnover

Turnover is derived from distribution fees earned on the sale of retirement products and is recognised over the life of the product from the date the fund is invested.

Taxation

The charge for taxation is based on the profit for the year and taking into account taxation deferred.

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the date of the Statement of Financial Position.

Primetime Retirement Limited

Notes to the Financial Statements for the year ended 31 December 2018 (Continued)

2 Principal accounting policies (continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed by the date of the Statement of Financial Position except for deferred tax assets which are only recognised to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Reserves

The Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Share premium account represents the premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from the share premium.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

3 Turnover

Turnover is wholly attributable to the principal activity of the Company and arises solely within the United Kingdom.

4 Operating (loss)/profit

Auditors' remuneration

Fees payable to the Company's auditors for the audit of Primetime Retirement Limited are borne by KRS Services Limited, a fellow subsidiary company. In the Directors' opinion a reasonable allocation of the audit fee to Primetime Retirement Limited would be £3,250 (2017: £1,050).

5 Directors' remuneration

No Directors received any remuneration from the Company during the current or prior year.

The emoluments of the directors are paid by the parent company which makes no recharge to the company. The directors are directors of the parent company and a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, the above details include no emoluments in respect of the directors. Their total emoluments are included in the aggregate of directors' emoluments disclosed in the financial statements of the parent company.

6 Finance income

	2018 £	2017 £
Bank interest receivable	-	5
	<u>-</u>	<u>5</u>

Primetime Retirement Limited

Notes to the Financial Statements for the year ended 31 December 2018 (Continued)

7 Tax on (loss)/profit

	2018 £	2017 £
Taxation on (loss)/profit	-	-
The tax assessed for the year is higher (2017: higher) than the standard rate of corporation tax in the UK. The differences are explained below:		
	2018 £	2017 £
(Loss)/profit before tax	(543,349)	442,172
Tax on (loss)/profit at the standard rate of corporation tax in the UK of 19.00% (2017: 19.25%)	(103,236)	85,118
Effects of:		
Group relief claimed	103,236	(51,663)
Adjust opening deferred tax to average rate of 19.25%	-	(3,903)
Deferred tax not recognised	-	(29,552)
Total tax charge	-	-

Deferred tax

No deferred tax asset has been recognised in respect of losses carried forward of £Nil (2017: £Nil) due to the uncertainty as to the availability of future taxable profits.

8 Debtors

	2018 £	2017 £
Trade debtors	205	450
Amounts owed by Group undertakings	684,130	561,493
Other debtors	932	932
	685,267	562,875

All amounts shown under debtors fall due for payment within one year. Amounts owed by Group undertakings are unsecured, interest free and are repayable on demand.

Primetime Retirement Limited

Notes to the Financial Statements for the year ended 31 December 2018 (Continued)

9 Creditors: amounts falling due within one year

	2018 £	2017 £
Amounts owed to Group undertakings	3,575	2,975
Other taxation and social security	-	125
Accruals and deferred income	660,307	154,303
	<u>663,882</u>	<u>157,403</u>

Amounts owed to Group undertakings are unsecured, interest free and are repayable on demand.

10 Called up share capital

Issued and fully paid

	2018 £	2017 £
3,448,275 (2017: 3,448,275) ordinary shares of £0.10 each	344,828	344,828
	<u>344,828</u>	<u>344,828</u>

11 Related party transactions

The Company's parent undertaking, Primetime Retirement Group Limited, provided services to the Company in respect of management charges, totalling £590,000 (2017: £800,000). At 31 December 2018 the balance outstanding on the amounts due from Primetime Retirement Group Limited totalled £684,130 (2017: £561,493). The loan is unsecured, interest free and repayable on demand.

At 31 December 2018, the Company owed £3,575 (2017: £2,975) to Key Retirement Solutions Limited, a fellow subsidiary company.

12 Ultimate parent company

At 31 December 2018 the Company's immediate parent company was Primetime Retirement Group Limited and the Company's ultimate parent company was Theo Topco Limited.

Theo Topco Limited is the parent of the smallest and largest group of which the Company is a member and for which consolidated financial statements are prepared. Copies of the consolidated financial statements can be obtained from Baines House, Midgery Court, Fulwood, Preston, PR2 9ZH.

There is no ultimate controlling party by virtue of a majority shareholding of Theo Topco Limited, although Partners Group have de facto control of the Group due to the constraints imposed on the Group and executive directors through the investment agreement.