

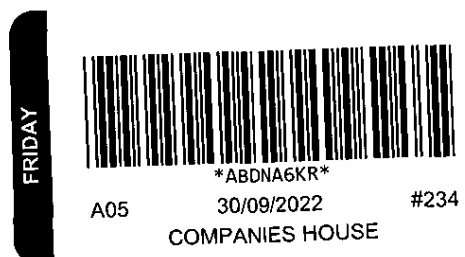
Registered number: 09805128

BAXTER HOLDING COMPANY LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021



BAXTER HOLDING COMPANY LIMITED

COMPANY INFORMATION

Directors	N Smythe C Westwood
Company Secretary	St. James's Place Corporate Secretary Limited
Registered Number	09805128
Registered Office	St. James's Place House 1 Tetbury Road Cirencester Gloucestershire GL7 1FP

BAXTER HOLDING COMPANY LIMITED

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BAXTER HOLDING COMPANY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their report and the financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITY

The Company is an investment holding company.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £670,474 (2020 - profit £4,189).

No dividends were paid during the year (2020 - £NIL).

The Directors do not recommend the payment of a final dividend (2020 - £NIL).

DIRECTORS

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

B C Galvin (resigned 31 December 2021)
N Smythe
C Westwood

FUTURE DEVELOPMENTS

The Company is expected to be voluntarily wound up and dissolved during 2022.

EMPLOYEES

The Company has no employees (2020 - NIL).

CURRENT RISK ENVIROMENT

We continue to identify potential challenges ahead and recognise that significant risks remain in relation to COVID-19 variants and the economic consequences from the response to it, such as inflationary challenges in the short term and potential future changes to the tax landscape. We are also mindful of the potential for geopolitical tensions to escalate, which could have relevance to the Group through the impacts on financial markets and through heightened Cyber risk. Overall, we remain confident in the Group's ability to withstand further challenges that may or may not emerge from the current risk environment.

In addition to the impact of COVID-19, another issue of high importance to the wider Group is tackling climate change. The related risks affect all companies in different ways, and we have carefully considered how climate change could impact the wider Group to identify risks and opportunities. Further information is set out in the St. James's Place plc Annual Report and Accounts 2021.

DIRECTORS INDEMNITY AND INSURANCE

St. James's Place plc ("SJP"), the ultimate parent company, has taken out insurance covering Directors and Officers against liabilities they may incur in their capacity as Directors or Officers of SJP or its subsidiaries.

AUDIT EXEMPTION

The Directors have elected to take advantage of the exemption from statutory audit granted to wholly-owned subsidiary undertakings by section 479A of the Companies Act 2006. In accordance with section 479C, another Group company, St. James's Place plc (incorporated in England and Wales with registered number 03183415), has agreed all outstanding liabilities of Baxter Holding Company Limited as at 31 December 2021 and this guarantee has been filed at Companies House.

BAXTER HOLDING COMPANY LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

GOING CONCERN

The Company is expected to be voluntarily wound up and dissolved during 2022.

This report was approved by the Board of Directors on 28 September 2022 and signed by order of the Board on the same date by:

A handwritten signature in black ink, appearing to read 'N. Smythe', written in a cursive style.

N Smythe
Director

BAXTER HOLDING COMPANY LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2021

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with 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 FRS102 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 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 also 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.

BAXTER HOLDING COMPANY LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £	2020 £
Administrative expenses		(670,473)	-
OPERATING (LOSS)/PROFIT		(670,473)	-
(LOSS)/PROFIT BEFORE TAXATION		(670,473)	-
Income tax	4	(1)	4,189
(LOSS)/PROFIT AND TOTAL COMPREHENSIVE (EXPENSE)/INCOME FOR THE YEAR		(670,474)	4,189

The notes and information on pages 7 to 12 form part of these financial statements.

BAXTER HOLDING COMPANY LIMITED
REGISTERED NUMBER: 09805128

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

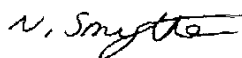
	Note	2021 £	2020 £
FIXED ASSETS			
Investments	5	2,550,328	3,220,800
		<u>2,550,328</u>	<u>3,220,800</u>
CURRENT ASSETS			
RECEIVABLES: Amounts falling due within one year	6	262,536	266,725
		<u>262,536</u>	<u>266,725</u>
PAYABLES: Amounts falling due within one year	7	(2,050,930)	(2,055,117)
NET CURRENT LIABILITIES		<u>(1,788,394)</u>	<u>(1,788,392)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>761,934</u>	<u>1,432,408</u>
NET ASSETS		<u>761,934</u>	<u>1,432,408</u>
EQUITY			
Share capital	8	1,000	1,000
Share premium		959,100	959,100
Retained earnings		(198,166)	472,308
TOTAL SHAREHOLDERS' FUNDS		<u>761,934</u>	<u>1,432,408</u>

Members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements on pages 4 to 12 were approved by the Board of Directors on 28 September 2022 and signed on its behalf on the same date by:



N Smythe
Director

The notes and information on pages 7 to 12 form part of these financial statements.

BAXTER HOLDING COMPANY LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Share capital £	Share premium £	Accumulated Losses £	Total equity £
At 1 January 2021	1,000	959,100	472,308	1,432,408
Loss and total comprehensive expense for the financial year	-	-	(670,474)	(670,474)
At 31 DECEMBER 2021	1,000	959,100	(198,166)	761,934

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Share capital £	Share premium £	Retained earnings £	Total equity £
At 1 January 2020	1,000	959,100	468,119	1,428,219
Profit and total comprehensive income for the financial year	-	-	4,189	4,189
At 31 DECEMBER 2020	1,000	959,100	472,308	1,432,408

The notes and information on pages 7 to 12 form part of these financial statements.

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. GENERAL INFORMATION

The Company is a private company limited by shares, incorporated and domiciled in United Kingdom.

The address of the Company's registered office is St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with *Financial Reporting Standard 102 (FRS 102)*, 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland', and the Companies Act 2006.

As the Company is expected to be voluntarily wound up and dissolved during 2022, the Company is not permitted to prepare the financial statements using the going concern basis. These financial statements have been prepared on a basis other than going concern. In practice, there is no difference between these two bases for this company.

The principal accounting policies, which have been applied consistently throughout the period, are set out below.

2.2 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 the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d);
- the requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26 (in relation to those cross-referenced paragraphs from which a disclosure exemption is available), 12.27, 12.29(a), 12.29(b) and 12.29A provided disclosures equivalent to those required by this FRS are included in the consolidated financial statements of the Group in which the entity is consolidated; and
- the requirements of paragraph 33.7.

This information is included in the consolidated financial statements of St. James's Place plc as at 31 December 2021 and these financial statements may be obtained from the Company Secretariat at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

2.3 Income Tax

Tax is recognised in the Statement of Comprehensive Income. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the United Kingdom, where the Company operates and generates income.

2.4 Investments

Investments in subsidiary companies are held at cost less accumulated impairment losses.

Impairment charges are recognised within 'Administrative expenses' in the Statement of Comprehensive Income.

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2. ACCOUNTING POLICIES (continued)

2.5 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as assets held at amortised cost.

At amortised cost

Financial assets held at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. other receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For other receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the other receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of Financial Position.

3. DIRECTORS REMUNERATION

During the year, no Director received any emoluments in respect of their services to the Company (2020 - £NIL).

At 31 December 2021, the number of Directors to whom retirement benefits are accruing, including those receiving cash supplements in lieu of their defined contribution pension scheme, is 3 (2020 - 3). Retirement benefits are accrued in money purchase schemes for 2 (2020 - 2) of those Directors at the year-end.

The number of Directors who exercised options over the shares in St. James's Place plc during the year while acting as Directors of this Company is 2 (2020 - 3). The number of Directors in respect of whose qualifying services shares were receivable under long-term incentive schemes is 3 (2020 - 3).

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

4. INCOME TAX

	2021 £	2020 £
CURRENT TAX		
UK corporation tax on (loss)/profit for the year	1	(4,189)
Total current tax	<u>1</u>	<u>(4,189)</u>

Factors affecting tax charge/(credit) for the year

The tax assessed for the year is higher than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
(Loss)/Profit before taxation	<u>(670,473)</u>	-
(Loss)/Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	<u>(127,390)</u>	-
Effects of:		
Expenses not deductible for tax purposes	127,390	-
Adjustments to tax charge in respect of prior periods	1	-
Transfer pricing adjustments	-	(4,189)
Total tax charge/(credit) for the year	<u>1</u>	<u>(4,189)</u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

5. INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2021	3,220,800
Impairment	(670,472)
	<hr/>
At 31 December 2021	2,550,328
Net book value	
At 31 December 2021	2,550,328
	<hr/>
At 31 December 2020	3,220,800
	<hr/>

In compliance with section 409 of the Companies Act 2006, a full list of subsidiary undertakings for the Company as at 31 December 2021 is detailed below. The registered office address for all of these subsidiary undertakings is St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

A full breakdown of the net book value above can be found in the Related Party Balances note 10.

Direct subsidiary undertakings

The Company directly holds a 100% of the voting rights in the following undertaking. Shareholdings refer to Ordinary shares. The related undertaking is incorporated in the UK:

Name	Holding	Principle activity
Baxter & Lindley Financial Services Limited	100%	Provision of financial services

The Directors believe that the carrying value of the investment is supported by its underlying net assets or, where this is not the case, its value in use.

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

6. RECEIVABLES: Amounts falling due within one year

	2021 £	2020 £
Amounts owed by Group undertakings	262,536	262,536
Other receivables	-	4,189
	<u>262,536</u>	<u>266,725</u>

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

7. PAYABLES: Amounts falling due within one year

	2021 £	2020 £
Amounts owed to Group undertakings	2,050,929	2,055,117
Other payables	1	-
	<u>2,050,930</u>	<u>2,055,117</u>

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

8. SHARE CAPITAL

	2021 £	2020 £
Authorised, allotted, called up and fully paid		
1,000 (2020 - 1,000) Ordinary shares of £1.00 each	<u>1,000</u>	<u>1,000</u>

9. PARENT COMPANY GUARANTEE

On 21 February 2022, in accordance with section 479C of the Companies Act 2006, St. James's Place plc guaranteed all outstanding liabilities of Baxter Holding Company Limited as at 31 December 2021, until they are satisfied in full. This guarantee is enforceable against St. James's Place plc by any person to whom Baxter Holding Company Limited is liable in respect of those liabilities.

BAXTER HOLDING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

10. RELATED PARTY BALANCES

The Company's related parties include key management personnel and companies within the St. James's Place Group.

Transactions with key management personnel are exempt from disclosure.

There were no transactions with companies within the St. James's Place Group for which disclosure is required.

At 31 December 2021, the investment in Group undertakings and amounts outstanding were as follows:

	2021 £	2020 £
Investments in Group undertakings, net of provisions		
Baxter & Lindley Financial Services Limited	<u>2,550,328</u>	<u>3,220,800</u>
	2021 £	2020 £
Intra-Group receivables, net of provisions		
Tring Financial Management Limited	<u>262,536</u>	<u>262,536</u>
	2021 £	2020 £
Intra-Group payables		
St. James's Place Acquisition Services Limited	2,034,072	2,034,072
Baxter & Lindley Financial Services Limited	16,857	21,045
	<u>2,050,929</u>	<u>2,055,117</u>

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company regarded by the Directors as the immediate parent company is Tring Financial Management Limited, a company registered in England and Wales.

The company regarded by the Directors as the ultimate parent company is St. James's Place plc, a company registered in England and Wales. It is also the parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up and of which the Company is a member.

Copies of the consolidated financial statements of St. James's Place plc may be obtained from the Company Secretariat at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire, GL7 1FP.

In the opinion of the Directors, St. James's Place plc is considered to be the ultimate controlling party.