

SAFE HARBOUR HOLDINGS UK LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018



SAFE HARBOUR HOLDINGS UK LIMITED

COMPANY INFORMATION

Directors Rodrigo Mascarenhas
Mark Brangstrup Watts
James Corsellis

Registered number 10348545

Registered office 20 Buckingham Street
London
WC2N 6EF

SAFE HARBOUR HOLDINGS UK LIMITED

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SAFE HARBOUR HOLDINGS UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The Directors present their report and the financial statements of Safe Harbour Holdings UK Limited ('the Company') for the year ended 31 December 2018.

Principal activities and review of the business

The principal activity of the Company is investment holding and is an inactive wholly-owned subsidiary of Safe Harbour Holdings plc, which is listed on the Alternative Investment Market of the London Stock Exchange.

There are no anticipated changes to the business conducted by the Company in the foreseeable future.

Going concern

The principal risks and uncertainties for the Company are that it incurs costs which the Company cannot recover as it has no significant sources of income. The financial position of the Company and its liquidity position are reflected on the statement of financial position. The Company has adequate resources to continue its operations for the foreseeable future. Consequently, the Directors believe that the Company is well placed to manage its business risks successfully. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors

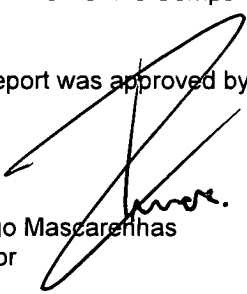
The Directors who served during the year and to the date of this report were:

Rodrigo Mascarenhas
Mark Brangstrup Watts
James Corsellis

Small companies note

In preparing this report, the Directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the Board on 11 June 2019 and signed on its behalf.



Rodrigo Mascarenhas
Director

SAFE HARBOUR HOLDINGS UK LIMITED
REGISTERED NUMBER: 10348545

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible fixed assets	7	826	1,475
Investments	8	1	1
		<u>827</u>	<u>1,476</u>
Current assets			
Debtors: amounts falling due within one year	9	8,829,181	8,701,627
Cash at bank and in hand	10	-	127,651
		<u>8,829,181</u>	<u>8,829,278</u>
Creditors: amounts falling due within one year	11	(21,233)	(71,234)
Net current assets		8,807,948	8,758,044
Net assets		<u><u>8,808,775</u></u>	<u><u>8,759,520</u></u>
Capital and reserves			
Called up share capital	12	83,333	83,333
Share premium	13	9,916,670	9,916,670
Profit and loss account	13	(1,191,228)	(1,240,483)
		<u><u>8,808,775</u></u>	<u><u>8,759,520</u></u>

For the year ended 31 December 2018 the Company was entitled to an exemption from audit under section 480 of the Companies Act 2006.

The 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 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 Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 June 2019.

Rodrigo Mascarenhas 
Director

The notes on pages 4 to 10 form part of these financial statements.

SAFE HARBOUR HOLDINGS UK LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 26 August 2016	-	-	-	-
Loss for the period	-	-	(1,240,483)	(1,240,483)
Shares issued during the period	83,333	9,916,670	-	10,000,003
At 1 January 2018	83,333	9,916,670	(1,240,483)	8,759,520
Profit for the year	-	-	49,255	49,255
At 31 December 2018	83,333	9,916,670	(1,191,228)	8,808,775

The notes on pages 4 to 10 form part of these financial statements.

SAFE HARBOUR HOLDINGS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

Safe Harbour Holdings UK Limited ("SHH UK" or "the Company") was incorporated under the laws of England and Wales as a private limited company by shares on 26 August 2016. SHH UK is a wholly owned subsidiary of Safe Harbour Holdings plc ("SHH PLC"), a public limited company incorporated in Jersey. The address of the registered office is 20 Buckingham Street, London, WC2N 6EF, United Kingdom.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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.

As a subsidiary of SHH PLC (accounts can be obtained from 20 Buckingham Street, London, WC2N 6EF) in whose accounts the Company is consolidated, the Company is a "qualifying entity" under FRS 102 and therefore has taken advantage of the following disclosure exemptions:

- Presentation of a Strategic Report;
- Presentation of a Statement of Cash Flows;
- Disclosure of total carrying amounts of financial instruments in the following categories:
 - financial assets that are debt instruments measured at amortised cost;
 - financial assets that are equity instruments measured at cost less impairment;
 - loan commitments measured at cost less impairment;
 - financial liabilities measured at amortised cost;
- Additional descriptive disclosures of financial instruments;
- Income, expense, net gains or losses, including changes in fair value recognised; and
- The requirement to disclose total key management personnel compensation.

2.2 Going concern

The accounts have been prepared on the going concern basis which assumes that the Company will be able to meet its liabilities as they fall due. At 31 December 2018, the Company had net current assets of £8,807,948 (2017: £8,758,044) and total net assets of £8,808,775 (2017: £8,759,520).

2.3 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

SAFE HARBOUR HOLDINGS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.3 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment	- 3 years
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

2.4 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Debtors are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.7 Creditors

Short term creditors are measured at the transaction price. Creditors are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

SAFE HARBOUR HOLDINGS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

3. Administrative expenses

	31 December 2018 £	Period ended 31 December 2017 £
Staff related costs	(50,000)	386,159
Legal and professional fees	-	788,559
Other expenses	745	65,765
	<u>(49,255)</u>	<u>1,240,483</u>

4. Auditors' remuneration

	31 December 2018 £	Period ended 31 December 2017 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	-	5,000

5. Employees

The average number of employees, including the Directors, during the year was as follows:

	2018	2017
Administration	-	1
Directors	3	3
	<u>3</u>	<u>4</u>

6. Taxation

	2018 £	2017 £
Total current tax	-	-

SAFE HARBOUR HOLDINGS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

6. Taxation (continued)

Factors affecting tax charge for the year/period

The tax assessed for the year/period is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19% (2017 - 19.44%). The differences are explained below:

	2018 £	2017 £
Profit/(loss) on ordinary activities before tax	49,255	(1,240,483)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	9,358	(241,150)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	(9,493)	31,423
Capital allowances for year/period in excess of depreciation	135	126
Utilisation of tax losses	-	209,601
Total tax charge for the year/period	-	-

Factors that may affect future tax charges

The change to UK corporation tax rates from the current rate of 19% as of 1 April 2017 to 17% as of 1 April 2020 may affect future tax charges.

SAFE HARBOUR HOLDINGS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

7. Tangible fixed assets

	Computer equipment £
Cost	
At 1 January 2018	1,475
At 31 December 2018	<u>1,475</u>
Depreciation	
Charge for the year on owned assets	649
At 31 December 2018	<u>649</u>
Net book value	
At 31 December 2018	<u>826</u>
At 31 December 2017	<u>1,475</u>

8. Investments

	Other fixed asset investments £
Cost	
At 1 January 2018	1
At 31 December 2018	<u>1</u>

9. Debtors

	2018 £	2017 £
Amounts due from group undertakings	8,829,181	8,701,627
	<u>8,829,181</u>	<u>8,701,627</u>

SAFE HARBOUR HOLDINGS UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

9. Debtors (continued)

These amounts are interest free and repayable on demand.

10. Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	-	127,651
	<u>-</u>	<u>127,651</u>

11. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts due to group undertakings	21,233	21,234
Accruals and deferred income	-	50,000
	<u>21,233</u>	<u>71,234</u>

These amounts are interest free and payable on demand.

12. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
8,333,333 (2017 - 8,333,333) Ordinary shares shares of £0.01 each	<u>83,333</u>	<u>83,333</u>

13. Reserves

Share premium account

Represents the excess over the nominal value of shares that have been issued.

Profit and loss account

Includes all current period retained losses.

SAFE HARBOUR HOLDINGS UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

14. Related party transactions

The Company is a wholly owed subsidiary of SHH PLC and has taken the exemption which is conferred by Financial Reporting Standard 102 that allows it not to disclose transactions with other group undertakings that are wholly owned by a member of that group.

15. Controlling party

The immediate and ultimate parent undertaking and controlling party is SHH PLC, registered in Jersey and holding 100% of the shares in the Company. SHH PLC prepares consolidated financial statements which include those of the Company and copies can be obtained from its website www.safeharbourplc.com.