

Company Registration No. 10700999

REGIT FINCO LIMITED

Report and Financial Statements 30 April 2020

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REGIT FINCO LIMITED

Report and Financial Statements 30 April 2020

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REGIT FINCO LIMITED

Report and Financial Statements 30 April 2020

Officers and Professional Advisers

Directors

D W Tyerman
S R Mugford
D K Mytnik
V R Smith
N C Pallos
A P Church
N C Gabran

Secretary

Irwin Mitchell Secretaries Limited

Registered Office

Exchange Building
St John's Street
Chichester
West Sussex
PO19 1UP

Solicitor

Irwin Mitchell LLP
Thomas Eggar House
Friary Lane
Chichester
West Sussex
PO19 1UF

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL

REGIT FINCO LIMITED

Directors' Report

The directors present their annual report and the audited financial statements of Regit Finco Limited ("the Company") for the year ended 30 April 2020.

The Company qualifies for the small company exemption under Section 414B of The Companies Act 2006 (Strategic Report and Directors' Report) Regulations and hence a Strategic Report is not required.

Principal Activity

The Company was incorporated on 31 March 2017 and is a wholly owned subsidiary of Regit Holdco Limited, a company incorporated in Jersey.

The company was incorporated as part of a group of companies for the purpose of the acquisition of Thesis Asset Management Limited ("Thesis") and its subsidiaries. Thesis is an asset management firm incorporated in England and Wales and authorised and regulated by the Financial Conduct Authority.

The acquisition was concluded on 21 July 2017 by the Company's sister company, Thesis Holdings Limited, which is also incorporated in Jersey. The consideration for the acquisition was funded partly by debt and partly by equity. The debt funding of £18,200,000 was arranged by the Company and made available to Thesis Holdings Limited through an inter-company loan.

Events During the Year

In the early months of 2020, the outbreak of covid-19 and its rapid spread across the globe became the major threat to global trade and market levels. All major market indices in the UK and elsewhere fell sharply in February and March 2020 as governments around the world reacted by restricting social interaction and curtailing economic activity. Markets have recovered since then, helped by a number of short term government stimulus packages, but the longer term impact on the economy remains uncertain.

Going Concern

The revenue and cashflow of the Company and its fellow subsidiaries are dependent on a small number of clients and on their ability to make payments as they fall due. As part of their response to the pandemic, these entities have prepared stress tested profit and cashflow models which indicate this will be the case.

Consequently, the directors believe that the Company is well placed to continue to manage its business risks, and that it has adequate resources to continue in operational existence for the foreseeable future. Accordingly they have adopted the going concern basis in preparing the annual report and accounts. The directors have considered the financial position, performance and liquidity position of the ultimate parent up to the date of signing of these financial statements and have assessed that the ultimate parent remains a going concern, and the directors are satisfied that under the current pandemic scenario, even if prolonged, the Company's capacity to continue as a going concern will not be affected.

Results and Dividends

The results for the year are set out in the profit and loss account on page 7. The Company's result for the year was £nil (2019: £nil). The Directors do not propose the payment of a dividend for 2020 (2019: £nil).

REGIT FINCO LIMITED

Directors' Report (continued)

Directors

Each of the directors listed on page 1 held office throughout the year and to the date of signing of the financial statements.

Disclosure of Information to Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

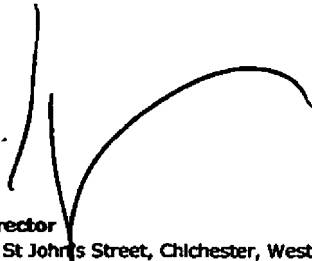
- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

KPMG LLP have been appointed as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board on 24 November 2020.

A handwritten signature in black ink, appearing to be 'D W Tyerman', written over the printed name and address.

D W Tyerman, Director
Exchange Building, St John's Street, Chichester, West Sussex. PO19 1UP.

REGIT FINCO LIMITED

Statement of Directors' Responsibilities In Respect of the Directors' Report and the Financial Statements

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Approved by the Board of Directors and signed on behalf of the Board on 24 November 2020.



D W Tyerman, Director
Exchange Building, St John's Street, Chichester, West Sussex. PO19 1UP.

REGIT FINCO LIMITED

Independent Auditor's Report to the Directors of Thesis Asset Management Limited

Opinion

We have audited the financial statements of Regit Finco Limited ("the company") for the year ended 30 April 2020 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2020 and of its results for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analyzed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge.

Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

REGIT FINCO LIMITED

Independent Auditor's Report to the Directors of Regit Finco Limited (continued) Directors' report (Continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Neil Palmer (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor,
Chartered Accountants, 15 Canada Square, Canary Wharf, London, E14 5GL
25 November 2020

REGIT FINCO LIMITED**Profit and Loss Account and Other Comprehensive Income****Year Ended 30 April 2020**

	Note	2020 £	2019 £
Turnover		-	-
Operating and administrative expenses		-	-
RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Interest receivable	2	1,459,989	1,448,084
Interest payable and similar charges	3	(1,459,989)	(1,448,084)
Tax on profit on ordinary activities	5	-	-
RESULT ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE FINANCIAL YEAR		-	-
Other comprehensive income		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		-	-

The notes on pages 10 to 12 form an integral part of the financial statements.

All activities derive from continuing operations in the current and previous year.

REGIT FINCO LIMITED**Balance Sheet****30 April 2020**

	Note	2020 £	2019 £
CURRENT ASSETS			
Debtors	6	18,200,001	18,200,001
NET CURRENT ASSETS		<u>18,200,001</u>	<u>18,200,001</u>
Creditors: amounts falling due after more than one year	7	(18,200,000)	(18,200,000)
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called up share capital	8	1	1
Profit and loss account		<u>-</u>	<u>-</u>
SHAREHOLDERS' FUNDS		<u>1</u>	<u>1</u>

The notes on pages 10 to 12 form an integral part of the financial statements.

These financial statements of Regit Finco Limited (registered number 10700999) were approved by the Board of Directors and authorised for issue on 24 November 2020.

Signed on behalf of the Board of Directors


D W Tyerman
Director

REGIT FINCO LIMITED**Statement of Changes In Equity****30 April 2020**

	Called Up Share Capital	Profit and Loss Account	Total Shareholders' Equity
	£	£	£
Balance at 1 May 2019	1	-	1
Total comprehensive income			
Result for the year	-	-	-
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 30 April 2020	<u>1</u>	<u>-</u>	<u>1</u>
Balance at 1 May 2018	1	-	1
Total comprehensive income			
Loss for the year	-	-	-
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Balance at 30 April 2019	<u>1</u>	<u>-</u>	<u>1</u>

The notes on pages 10 to 12 form an integral part of the financial statements.

REGIT FINCO LIMITED

Notes to the Accounts

1. Accounting Policies

Basis of Preparation

Regit Finco Limited is a company limited by shares and incorporated and domiciled in the UK.

These financial statements have been prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS102"). The presentation currency of the financial statements is sterling. The financial statements are prepared on the historical cost basis.

The Company's ultimate parent undertaking, Regit Topco Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Regit Topco Limited are prepared in accordance with FRS102 and are available to the public from 47 Esplanade, St Heller, Jersey JE1 0BD. In these financial statements the Company is considered a qualifying entity and has applied the exemptions available under FRS102 in respect of the following disclosures:

- Reconciliation of the number of shares from the beginning to the end of the period;
- Cash flow statement and related notes; and
- Key Management Personnel / Director compensation has not been included a second time;

The particular accounting policies adopted are described below and have been applied consistently throughout the current and prior year.

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons:

(a) Cashflow forecasts

The directors have assessed the Company's latest financial forecasts and projections, including cashflow forecasts for a period of at least 12 months from the date of approval of these financial statements which indicate that, taking into account reasonable possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

(b) Covid-19 Impact on regulated fellow subsidiaries

The Company provides support funding to Thesis Holdings Limited. The Company's future revenue and cashflows are therefore dependent on the ability of Thesis Holdings Limited to make payments as they fall due. Thesis Holdings Limited's subsidiaries derive their income primarily from ad valorem fees charged on value of assets under management. After assessing the latest financial forecasts of the Thesis Holdings Limited's subsidiaries, which take into account the impact of covid-19 on future stock market levels, and reviewing the liquidity and regulatory capital stress tests set out in the latest ICAAP documents, the review demonstrated that the Thesis Holdings Limited's subsidiaries hold sufficient regulatory capital and liquidity to withstand the current market conditions, despite the challenge of the covid-19 outbreak.

(c) The operational resilience of the Company and Group

The directors have assessed the operational resilience of the Company and the Group. The Group responded to the covid-19 pandemic in early March by implementing elements of the group's business continuity plan and requiring the majority of its staff to work from home using laptops and other IT equipment supplied by the group. All key suppliers to the business were contacted to ensure that they were able to maintain their services.

(d) Other risk factors considered

The directors have assessed other risk factors likely to affect the future performance of the Group, including the impact of the disposal to Sanlam, the financial and liquidity position of the intermediate and ultimate parents, and the repayments terms of the Group's bank loan, to determine whether there are any other uncertainties arising which could cast significant doubt on the ability of the Group to continue as a going concern. The directors believe that the Company and Group is well placed to continue to manage its business risks.

The directors have concluded that there is a reasonable expectation that the Company and Group has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of these financial statements, and therefore have prepared these financial statements on a going concern basis.

Basic Financial Instruments

Trade and Other Debtors/Creditors

Trade and other debtors are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at cost less any impairment losses.

Creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost.

REGIT FINCO LIMITED

Notes to the Accounts (continued)

1. Accounting Policies (continued)

Other Financial Instruments

The Company did not hold any non-basic financial instruments during the period.

Related Parties

The Company is a wholly owned subsidiary of Regit Topco Limited which prepares consolidated financial statements. It has taken advantage of the exemption contained in paragraph 33.1A of FRS102 and has therefore not separately disclosed transactions or balances with entities which form part of the group.

Taxation

Taxation comprises current and deferred tax. Taxation is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred taxation is provided in full on timing differences that 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 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 financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

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. Interest Receivable

	2020	2019
	£	£
Inter-company loan	<u>1,459,989</u>	<u>1,448,084</u>

3. Interest payable and similar charges

	2020	2019
	£	£
Loan interest	<u>1,459,989</u>	<u>1,448,084</u>

4. Staff Numbers and Costs

The company had no employees during the current or previous year.

5. Tax on Profit on Ordinary Activities

Analysis of tax charge on ordinary activities

	2020	2019
	£	£
United Kingdom corporation tax at 19.0% based on the profit for the year	<u>-</u>	<u>-</u>

REGIT FINCO LIMITED

Notes to the Accounts (continued)

6. Debtors

	2020	2019
	£	£
Amounts due from group undertaking	18,200,000	18,200,000
Amounts due from parent company	<u>1</u>	<u>1</u>
	<u>18,200,001</u>	<u>18,200,001</u>

7. Creditors – Amounts Falling After More Than One Year

	2020	2019
	£	£
Bank loans	<u>18,200,000</u>	<u>18,200,000</u>

The bank loan was drawn down on 27 July 2017 and is repayable in full on 1 August 2024. Interest is payable on the loan at a variable rate of LIBOR +7% on the principal amount.

The Company, Regit Holdco Limited, Thesis Holdings Limited, Thesis Asset Management Limited and Thesis Unit Trust Management Limited ("the Group") have all entered into a debenture creating security over their assets in favour of the lender. The terms of the loan restrict the Group, and any subsidiaries, from making significant acquisitions or disposals without the consent of the lender.

8. Share Capital

	2020	2019
	£	£
Allotted, called up and fully paid Ordinary shares of £1	<u>1</u>	<u>1</u>

9. Parent Company

The Immediate parent company and immediate controlling entity of the Company is Thesis Holdings Limited, a company incorporated in Jersey.

The largest group of which the Company is a member and for which consolidated financial statements are drawn up is that of Regit Topco Limited, a company incorporated in Jersey. The smallest group of which the Company is a member and for which consolidated financial statements are drawn up is that of Regit Holdco Limited, a company incorporated in Jersey.

The registered address of all Jersey companies is 47 Esplanade, St Heller, Jersey JE1 0BD.

10. Controlling Party

The ultimate controlling party is Regit Topco Limited, a company incorporated in Jersey.

11. Post balance sheet events

The directors are not aware of any post balance sheet events that would affect the financial statements as at 30 April 2020.