

Company Registration No. 10700999

REGIT FINCO LIMITED

**Report and Financial Statements
30 April 2021**



REGIT FINCO LIMITED

Report and Financial Statements 30 April 2021

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REGIT FINCO LIMITED

Report and Financial Statements 30 April 2021

Officers and Professional Advisers

Directors

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

Secretary

Irwin Mitchell Secretaries Limited

Registered Office

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

Solicitor

Irwin Mitchell LLP
Riverside East
Millsands
Sheffield
South Yorkshire
S3 8DT

Independent Auditor

Grant Thornton UK LLP
30 Finsbury Square
London
EC2A 1AG

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 2021.

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 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

Brexit

The Company is a UK business with no operations in European Union countries and no material dependencies on goods or people from that region. As a result, there has not been any disruption to the business. The Company continues to monitor the development of the new relationship between the UK and the EU because a broader disruption to the UK economy could affect the value of funds under management and, in turn, the Company's income.

Covid-19 Pandemic

The Company, and the group of which it is part, successfully transitioned to a home working environment last year at the onset of the pandemic.

With the approval of a range of vaccines and the inoculation of a significant proportion of the UK population, plans are now being made for a return to office life. This will take place gradually and will reflect preferences expressed by employees in a series of surveys during over the last year.

Going Concern

The revenue and cashflow of the Company is dependent on a number of its fellow subsidiaries and on their ability to make payments as they fall due. These entities are authorised and regulated in the UK by the Financial Conduct Authority and derive their income primarily from ad valorem fees charged on the assets under management. As part of their response to the pandemic, the businesses prepared stress tested profit and cashflow models and used them to assess the impact of a number of different scenarios, including the group's ability to meet its loan covenant obligations.

The directors have reviewed these forecasts, including the expected covenant compliance, and have concluded they indicate that the businesses will continue to be able to meet the payments due to the Company and that there is sufficient headroom in the covenant tests. No material uncertainties were identified.

Consequently, the directors believe that the Company is well placed to continue to manage its business risks, and have a reasonable expectation that it has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Results and Dividends

The results for the year are set out in the profit and loss account on page 8. The Company's result for the year was £nil (2020: £nil). The Directors do not propose the payment of a dividend for 2021 (2020: £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:

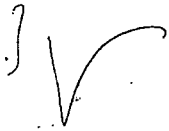
- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that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

Independent Auditor

During the year, KPMG LLP resigned as auditors. On 23 July 2021 the Board approved the appointment of Grant Thornton UK LLP as auditors.

Approved by the Board of Directors and signed on behalf of the Board on 23rd August 2021



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.

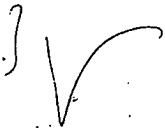
Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting 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 23rd August 2021



D W Tyerman
Director

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

REGIT FINCO LIMITED

Independent auditor's report to the members of Regit Finco Limited

Opinion

We have audited the financial statements of Regit Finco Limited (the 'company') for the year end 30 April 2021, which comprise the profit and loss account and other comprehensive income, the balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2021 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If,

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Independent auditor's report to the members of Regit Finco Limited (continued)

Other information (continued)

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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 auditor's 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material

REGIT FINCO LIMITED

Independent auditor's report to the members of Regit Finco Limited (continued)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud (continued)

misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks applicable to the company and industry in which it operates. We determined that the following laws and regulations were most significant:
 - The Companies Act 2006; and
 - the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102");
- We understood how the Company is complying with those legal and regulatory frameworks by making inquiries of members and those responsible for legal and compliance procedures as to whether they had knowledge of any actual, suspected or alleged fraud. We corroborated the results of our inquiries through our review of Board minutes.
- In assessing the potential risks of material misstatement, we obtained an understanding of
 - the company's operations, including its assets and liabilities and of its objective to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement; and
 - the company's control environment to mitigate risks of fraud or non-compliance with the relevant laws and regulations.
- In assessing the appropriateness of the collective competence and capabilities of the engagement team, the engagement partner considered the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
 - knowledge of the industry in which the company operates.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included checking completeness of journal entries and identifying and testing journal entries, in particular manual journal entries processed for financial statements preparation. We also reviewed the financial statements disclosures and the corresponding supporting documentation and obtained third party confirmations where relevant.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

We did not identify any matters relating to non-compliance with laws and regulation or relating to fraud.

Use of our report

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.

Marcus Swales BSc ACA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants

23rd August 2021

REGIT FINCO LIMITED**Profit and Loss Account and Other Comprehensive Income****Year Ended 30 April 2021**

	Note	2021 £	2020 £
Turnover		-	-
Operating and administrative expenses		-	-
Result on ordinary activities		-	-
Interest receivable	2	1,459,989	1,459,989
Interest payable and similar charges	3	(1,459,989)	(1,459,989)
Profit before taxation		-	-
Tax on profit on ordinary activities	6	-	-
Result on ordinary activities after taxation		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

All activities derive from continuing operations in the current year.

The notes on pages 11 to 14 form an integral part of these financial statements.

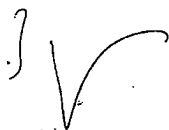
REGIT FINCO LIMITED**Balance Sheet****30 April 2021**

	Note	2021 £	2020 £
CURRENT ASSETS			
Debtors	7	18,200,001	18,200,001
Cash at bank and in hand		-	-
NET CURRENT ASSETS		<u>18,200,001</u>	<u>18,200,001</u>
Creditors: amounts falling due more than one year	8	(18,200,000)	(18,200,000)
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Profit and loss account		-	-
TOTAL SHAREHOLDERS' FUNDS		<u>1</u>	<u>1</u>

The notes on pages 11 to 14 form an integral part of these financial statements.

These financial statements of Regit Finco Limited (registered number 10700999) were approved by the Board of Directors and authorised for issue on 23rd August 2021.

Signed on behalf of the Board of Directors



D W Tyerman
Director

REGIT FINCO LIMITED

Statement of Changes in Equity

	Called Up Share Capital	Profit and Loss Account	Total Shareholders' Equity
	£	£	£
Balance at 1 May 2020	1	-	1
Total comprehensive income			
Result for the year	-	-	-
Other comprehensive income	-	-	-
	<u>1</u>	<u>-</u>	<u>1</u>
Balance at 30 April 2021	<u>1</u>	<u>-</u>	<u>1</u>

	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	-	-	-
	<u>1</u>	<u>-</u>	<u>1</u>
Balance at 30 April 2020	<u>1</u>	<u>-</u>	<u>1</u>

The notes on pages 11 to 14 form an integral part of these 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.

The financial statements have been prepared in accordance with Financial Reporting Standard 102 issued by the Financial Reporting Council. 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 Helier, 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 compensation

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

Going Concern

The financial statements have been prepared on a going concern basis which the directors consider 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. These indicate that, taking into account reasonable possible downsides, the Company will have sufficient funds to meet its liabilities as they due for that period.

(b) Covid-19 impact on regulated fellow subsidiaries

The Company provides funding to Thesis Holdings Limited ("Holdings"). The Company's future income and cashflows are dependent on the ability of Holdings to make payments as they fall due. Holdings has subsidiaries that derive their income primarily from ad valorem fees charged on the value of assets under management.

The Company has reviewed the latest financial forecasts of these businesses, including scenarios based on them which take into account the impact of further disruption to stock market levels arising from the covid-19 pandemic. It has concluded that there is sufficient regulatory capital and liquidity to enable those businesses to withstand a deterioration in market conditions and a continuation of the disruptions caused by the national lockdown.

(c) Other risks factors considered

The directors have assessed other risk factors likely to affect the future performance of the Company's fellow subsidiaries. This included consideration of the intermediate and ultimate parents, and the repayment 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 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.

REGIT FINCO LIMITED

Notes to the Accounts (continued)

1. Accounting Policies (continued)

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.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and call deposits.

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

	2021 £	2020 £
Inter-company loan interest	<u>1,459,989</u>	<u>1,459,989</u>

3. Interest payable and similar charges

	2021 £	2020 £
Loan interest	<u>1,459,989</u>	<u>1,459,989</u>

REGIT FINCO LIMITED

Notes to the Accounts (continued)

4. Directors' Remuneration

The directors of the Company are remunerated by Thesis Holdings Limited and its subsidiary, Thesis Services Limited. The Company has applied the exemption to disclose details of directors' remuneration available under FRS102.

5. Staff Numbers and Costs

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

6. Tax on Profit on Ordinary Activities

(a) Analysis of tax charge on ordinary activities

	2021 £	2020 £
United Kingdom corporation tax at 19.0% based on the profit for the year	-	-

7. Debtors

	2021 £	2020 £
Amounts due from group undertaking	18,200,000	18,200,000
Amounts due from parent company	1	1
	<u>18,200,001</u>	<u>18,200,001</u>

8. Creditors – Amounts Falling Due after More Than One Year

	2021 £	2020 £
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 and Thesis Holdings 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.

9. Share Capital

	2021 £	2020 £
Allotted, called up and fully paid Ordinary shares of £1	<u>1</u>	<u>1</u>

REGIT FINCO LIMITED

Notes to the Accounts (continued)

10. Parent Company

The immediate parent company and immediate controlling entity of the Company is Regit Holdco 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 Helier, Jersey JE1 0BD.

11. Controlling Party

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

12. 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 2021.