

**Limited Liability Partnership Registration No. OC315704 (England and Wales)**

**Spencer House Partners LLP**

**Annual report and financial statements  
for the year ended 31 March 2018**

**Pages for filing with the Registrar**

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## **Spencer House Partners LLP**

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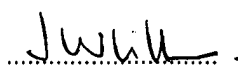
**Spencer House Partners LLP****Statement of financial position****As at 31 March 2018**

|                                                       | Notes | £                | 2018<br>£               | £                | 2017<br>£               |
|-------------------------------------------------------|-------|------------------|-------------------------|------------------|-------------------------|
| <b>Fixed assets</b>                                   |       |                  |                         |                  |                         |
| Tangible assets                                       | 4     |                  | 17,648                  |                  | 9,201                   |
| Investments                                           | 5     |                  | 41,940                  |                  | 69,990                  |
|                                                       |       |                  | <u>59,588</u>           |                  | <u>79,191</u>           |
| <b>Current assets</b>                                 |       |                  |                         |                  |                         |
| Debtors                                               | 6     | 1,114,449        |                         | 1,008,943        |                         |
| Cash at bank and in hand                              |       | 5,944,195        |                         | 1,311,502        |                         |
|                                                       |       | <u>7,058,644</u> |                         | <u>2,320,445</u> |                         |
| <b>Creditors: amounts falling due within one year</b> | 7     | (1,158,373)      |                         | (689,625)        |                         |
| <b>Net current assets</b>                             |       |                  | <u>5,900,271</u>        |                  | <u>1,630,820</u>        |
| <b>Total assets less current liabilities</b>          |       |                  | <u><u>5,959,859</u></u> |                  | <u><u>1,710,011</u></u> |
| <b>Represented by:</b>                                |       |                  |                         |                  |                         |
| <b>Members' other interests</b>                       |       |                  |                         |                  |                         |
| Members' capital classified as equity                 |       |                  | 200,052                 |                  | 200,052                 |
| Other reserves classified as equity                   |       |                  | 5,759,807               |                  | 1,509,959               |
| <b>Total members' interests</b>                       |       |                  | <u><u>5,959,859</u></u> |                  | <u><u>1,710,011</u></u> |

The members of the limited liability partnership have elected not to include a copy of the income statement within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to limited liability partnerships subject to the small limited liability partnerships regime.

The financial statements were approved by the members and authorised for issue on 23 JULY 2018 and are signed on their behalf by:



Jeremy Sillem  
**Designated member**

**Limited Liability Partnership Registration No. OC315704**

**Spencer House Partners LLP**

**Reconciliation of members' interests  
For the year ended 31 March 2018**

| Current financial year                                                           | Equity                                     |                |             | Debt          | Total                   |
|----------------------------------------------------------------------------------|--------------------------------------------|----------------|-------------|---------------|-------------------------|
|                                                                                  | Members' other interests                   |                |             |               | Members'                |
|                                                                                  | Members' capital<br>(classified as equity) | Other reserves | Total       | Other amounts | interests<br>Total 2018 |
|                                                                                  | £                                          | £              | £           | £             | £                       |
| Members' interests at 1 April 2017                                               | 200,052                                    | 1,509,959      | 1,710,011   | -             | 1,710,011               |
| Profit for the financial year available for discretionary division among members | -                                          | 6,490,103      | 6,490,103   | -             | 6,490,103               |
| Members' interests after profit for the year                                     | 200,052                                    | 8,000,062      | 8,200,114   | -             | 8,200,114               |
| Other divisions of profits                                                       | -                                          | (2,240,255)    | (2,240,255) | 1,439,969     | (800,286)               |
| Drawings                                                                         | -                                          | -              | -           | (1,439,969)   | (1,439,969)             |
| Members' interests at 31 March 2018                                              | 200,052                                    | 5,759,807      | 5,959,859   | -             | 5,959,859               |

In the event of a winding up "loans and other debts due to members" will rank equally with unsecured creditors.

Spencer House Partners LLP

Reconciliation of members' interests (continued)

For the year ended 31 March 2018

| Prior financial year                                                             | Equity                                     |                |             | Debt          | Total              |
|----------------------------------------------------------------------------------|--------------------------------------------|----------------|-------------|---------------|--------------------|
|                                                                                  | Members' other interests                   |                |             |               | Members' interests |
|                                                                                  | Members' capital<br>(classified as equity) | Other reserves | Total       | Other amounts | Total 2017         |
|                                                                                  | £                                          | £              | £           | £             | £                  |
| Members' interests at 1 April 2016                                               | 200,052                                    | 2,461,120      | 2,661,172   | -             | 2,661,172          |
| Profit for the financial year available for discretionary division among members | -                                          | 1,739,970      | 1,739,970   | -             | 1,739,970          |
| Members' interests after profit for the year                                     | 200,052                                    | 4,201,090      | 4,401,142   | -             | 4,401,142          |
| Other divisions of profits                                                       | -                                          | (2,691,131)    | (2,691,131) | 2,391,131     | (300,000)          |
| Drawings                                                                         | -                                          | -              | -           | (2,391,131)   | (2,391,131)        |
| Members' interests at 31 March 2017                                              | 200,052                                    | 1,509,959      | 1,710,011   | -             | 1,710,011          |

**1 Accounting policies**

**Limited liability partnership information**

Spencer House Partners LLP is a limited liability partnership incorporated in England and Wales. The registered office is 15 St James's Place, London, SW1A 1NP.

The limited liability partnership's principal activities are disclosed in the Members' Report.

**1.1 Accounting convention**

These financial statements have been prepared in accordance with the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" issued in January 2017, together with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the limited liability partnership. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

**1.2 Turnover**

Turnover represents amounts chargeable to clients for professional services provided during the year including recoverable expenses on client assignments but excluding Value Added Tax.

Services provided to clients, which at the balance sheet date have not been billed to clients, have been recognised as revenue. Revenue recognised in this manner is based on an assessment of the fair value of the services provided at the balance sheet date as a proportion of the total value of the engagement. Revenue is only recognised where the partnership has a contractual right to receive consideration for the work undertaken.

**1 Accounting policies (continued)**

**1.3 Members' participating interests**

Members' participation rights are the rights of a member against the LLP that arise under the members' agreement (for example, in respect of amounts subscribed or otherwise contributed remuneration and profits).

Members' participation rights in the earnings or assets of the LLP are analysed between those that are, from the LLP's perspective, either a financial liability or equity, in accordance with section 22 of FRS 102. A member's participation rights including amounts subscribed or otherwise contributed by members, for example members' capital, are classed as liabilities unless the LLP has an unconditional right to refuse payment to members, in which case they are classified as equity.

All amounts due to members that are classified as liabilities are presented within 'Loans and other debts due to members' and, where such an amount relates to current year profits, they are recognised within 'Members' remuneration charged as an expense' in arriving at the relevant year's result. Undivided amounts that are classified as equity are shown within 'Members' other interests'. Amounts recoverable from members are presented as debtors and shown as amounts due from members within members' interests.

Where there exists an asset and liability component in respect of an individual member's participation rights, they are presented on a gross basis unless the LLP has both a legally enforceable right to set off the recognised amounts, and it intends either to settle on a net basis or to settle and realise these amounts simultaneously, in which case they are presented net.

Once an unavoidable obligation has been created in favour of members through allocation of profits or other means, any undrawn profits remaining at the reporting date are shown as 'Loans and other debts due to members' to the extent they exceed debts due from a specific member.

**1.4 Tangible fixed assets**

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

|                                |                       |
|--------------------------------|-----------------------|
| Computer equipment             | 3 years straight line |
| Fixtures, fittings & equipment | 3 years straight line |

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

**1.5 Fixed asset investments**

Fixed asset investments are stated at cost less provision for diminution in value.

**Notes to the financial statements (continued)**  
**For the year ended 31 March 2018**

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**1 Accounting policies (continued)**

**1.6 Impairment of fixed assets**

At each reporting period end date, the limited liability partnership reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the limited liability partnership estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**1.7 Cash and cash equivalents**

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**1.8 Financial instruments**

The limited liability partnership has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the limited liability partnership's statement of financial position when the limited liability partnership becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**1 Accounting policies (continued)**

***Basic financial assets***

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

***Other financial assets***

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

***Impairment of financial assets***

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the limited liability partnership transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the limited liability partnership after deducting all of its liabilities.

**1 Accounting policies (continued)**

***Basic financial liabilities***

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

***Other financial liabilities***

Other financial liabilities, including debt instruments that do not meet the definition of a basic financial instrument, are measured at fair value through profit or loss.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

***Derecognition of financial liabilities***

Financial liabilities are derecognised when the limited liability partnership's obligations expire or are discharged or cancelled.

**1.9 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

Termination benefits are recognised immediately as an expense when the limited liability partnership is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

## Spencer House Partners LLP

### Notes to the financial statements (continued) For the year ended 31 March 2018

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#### 1 Accounting policies (continued)

##### 1.10 Retirement benefits and post retirement payments to members

The limited liability partnership does not run its own pension scheme and instead makes contributions to employees' and members personal pension schemes on a defined contribution basis. Contributions payable are charged to the profit and loss account in the year they are payable.

##### 1.11 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the income statement for the period.

##### 1.12 Taxation

The profits of the limited liability partnership are not subject to corporation tax. Instead, the members are subject to tax on their share of the limited liability partnership's profits or capital gains on their share of the limited liability partnership's assets. There is no provision in these financial statements for the members' liabilities.

##### 1.13 Allocation of income and drawings

The distributable profits for the current and subsequent accounting periods shall be determined by the Remaining Founder Member.

#### 2 Operating profit

|                                                                                          | 2018              | 2017              |
|------------------------------------------------------------------------------------------|-------------------|-------------------|
| Operating profit for the year is stated after charging:                                  | £                 | £                 |
| Fees payable to the LLP's auditor for the audit of the LLP's annual financial statements | 9,000             | 9,000             |
| Diminution in value of fixed asset investments                                           | 28,050            | -                 |
|                                                                                          | <u>          </u> | <u>          </u> |

#### 3 Employees

The average number of persons (excluding members) employed by the partnership during the year was 5 (2017 - 6).

**Spencer House Partners LLP**

**Notes to the financial statements (continued)**

**For the year ended 31 March 2018**

**4 Tangible fixed assets**

|                                    | <b>Plant and machinery etc<br/>£</b> |
|------------------------------------|--------------------------------------|
| <b>Cost</b>                        |                                      |
| At 1 April 2017                    | 53,734                               |
| Additions                          | 15,930                               |
| Disposals                          | (1,355)                              |
| At 31 March 2018                   | <u>68,309</u>                        |
| <b>Depreciation and impairment</b> |                                      |
| At 1 April 2017                    | 44,533                               |
| Depreciation charged in the year   | 7,483                                |
| Eliminated in respect of disposals | (1,355)                              |
| At 31 March 2018                   | <u>50,661</u>                        |
| <b>Carrying amount</b>             |                                      |
| At 31 March 2018                   | <u><u>17,648</u></u>                 |
| At 31 March 2017                   | <u><u>9,201</u></u>                  |

**5 Fixed asset investments**

|             | <b>2018<br/>£</b> | <b>2017<br/>£</b> |
|-------------|-------------------|-------------------|
| Investments | <u>41,940</u>     | <u>69,990</u>     |

**6 Debtors**

|                                             | <b>2018<br/>£</b>       | <b>2017<br/>£</b>       |
|---------------------------------------------|-------------------------|-------------------------|
| <b>Amounts falling due within one year:</b> |                         |                         |
| Trade debtors                               | 1,048,673               | 954,361                 |
| Other debtors                               | 65,776                  | 54,582                  |
|                                             | <u><u>1,114,449</u></u> | <u><u>1,008,943</u></u> |

## Spencer House Partners LLP

### Notes to the financial statements (continued)

For the year ended 31 March 2018

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#### 7 Creditors: amounts falling due within one year

|                                    | 2018             | 2017           |
|------------------------------------|------------------|----------------|
|                                    | £                | £              |
| Trade creditors                    | 14,236           | 6,038          |
| Other taxation and social security | 127,855          | 156,476        |
| Other creditors                    | 1,016,282        | 527,111        |
|                                    | <u>1,158,373</u> | <u>689,625</u> |

#### 8 Audit report information

As the income statement has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

#### Emphasis of matter

The senior statutory auditor was Michael Di Leto.

The auditor was Saffery Champness LLP.

#### 9 Related party transactions

On 26 April 2018, Jeremy Sillem, a designated member of Spencer House Partners LLP, was appointed as a director of RIT Capital Partners PLC.