

**Rye Bay Capital LLP**  
Report And Financial Statements  
*30 November 2017*

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COMPANIES HOUSE

Rees Pollock  
Chartered Accountants

## Rye Bay Capital LLP

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### INFORMATION

<b>Designated Members</b>	Daniel Martin Rye Bay Capital Services (UK) Limited Ian Bickerstaffe
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<b>LLP registered number</b>	OC399786
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<b>Registered office</b>	22 Conduit Street London W1S 2XR
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<b>Independent auditors</b>	Rees Pollock 35 New Bridge Street London EC4V 6BW
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## Rye Bay Capital LLP

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### MEMBERS' REPORT

For the Year Ended 30 November 2017

The members present their annual report together with the audited financial statements of Rye Bay Capital LLP (the "LLP") for the year ended 30 November 2017.

#### Principal activities

The principal activity of the LLP is to provide investment management services. It is authorised and regulated by the Financial Conduct Authority ("FCA").

#### Designated Members

Daniel Martin, Ian Bickerstaffe and Rye Bay Capital Services (UK) Limited were designated members of the LLP throughout the year.

#### Policy with respect to members' drawings and subscription and repayment of members' capital

Members share profits and losses in accordance with agreed profit sharing agreements.

Members' capital and drawings are determined by the regulatory capital requirements of the FCA and any trading needs of the LLP. Capital contributed may not be repaid except where allowed under FCA rules.

#### Pillar III disclosures

The firm has documented the disclosures required by the FCA under BIPRU 11. These are available from the LLP's registered office.

#### Members' responsibilities statement

The members are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law, (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008), requires the members to prepare financial statements for each financial year. Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) the members 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 LLP and of the profit or loss of the LLP for that period.

In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 2006 (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008). They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**MEMBERS' REPORT (continued)**  
For the Year Ended 30 November 2017

**Disclosure of information to auditors**

Each of the persons who are members at the time when this Members' Report is approved has confirmed that:

- so far as that member is aware, there is no relevant audit information of which the LLP's auditors are unaware, and
- that member has taken all the steps that ought to have been taken as a member in order to be aware of any relevant audit information and to establish that the LLP's auditors are aware of that information.

This report was approved by the members on 17/1/18 and signed on their behalf by:



**Daniel Martin**  
Designated member

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RYE BAY CAPITAL LLP

### Opinion

We have audited the financial statements of Rye Bay Capital LLP (the 'LLP') for the year ended 30 November 2017, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows, the Reconciliation of Members' Interests and the related notes, 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 LLP's affairs as at 30 November 2017 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, as applied to limited liability partnerships by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

### 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the LLP in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the members' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the LLP's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### Other information

The members are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and 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, 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.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RYE BAY CAPITAL LLP (CONTINUED)

### 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, as applied to limited liability partnerships, 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
- we have not received all the information and explanations we require for our audit.

### Responsibilities of members

As explained more fully in the Members' Responsibilities Statement on page 1, the members 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 members 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 members are responsible for assessing the LLP'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 members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

### Auditors' 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 Auditors' 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' Report.

### Use of our report

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied by Part 12 of The Limited Liability Partnerships (Accounts and Audit) (Applications of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP's members those matters we are required to state to them in an Auditors' 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 LLP and the LLP's members for our audit work, for this report, or for the opinions we have formed.

Philip Vipond (Senior Statutory Auditor)

for and on behalf of

**Rees Pollock, Statutory Auditor**

17 January 2018

**STATEMENT OF COMPREHENSIVE INCOME**  
For the Year Ended 30 November 2017

	Note	2017 £	2016 £
Turnover	3	2,671,149	9,617
Administrative expenses		(976,622)	(936,831)
Other operating income		16	15
<b>Operating profit/(loss)</b>	4	<u>1,694,543</u>	<u>(927,199)</u>
<b>Profit/(loss) for the year before members' remuneration and profit shares</b>		<u>1,694,543</u>	<u>(927,199)</u>
Profit/(loss) for the year before members' remuneration and profit shares		1,694,543	(927,199)
Members' remuneration charged as an expense		(658,327)	(626,006)
<b>Profit/(loss) for the financial year available for discretionary division among members</b>		<u>1,036,216</u>	<u>(1,553,205)</u>

There was no other comprehensive income for 2017(2016:£NIL).

The notes on pages 9 to 11 form part of these financial statements.

**BALANCE SHEET**  
As at 30 November 2017

	Note		2017 £	2016 £
<b>Current assets</b>				
Debtors: amounts falling due within one year	6	438,407	9,991	
Cash at bank and in hand		1,225,096	356,523	
		<u>1,663,503</u>	<u>366,514</u>	
Creditors: amounts falling due within one year	7	(151,492)	(190,719)	
<b>Net current assets</b>			1,512,011	175,795
<b>Net assets</b>			<u>1,512,011</u>	<u>175,795</u>
<b>Represented by:</b>				
Loans and other debts due to members within one year				
Other amounts			1,036,216	-
Members' other interests				
Members' capital classified as equity		475,795	1,729,000	
Other reserves classified as equity		-	(1,553,205)	
		<u>475,795</u>	<u>175,795</u>	
		<u>1,512,011</u>	<u>175,795</u>	
<b>Total members' interests</b>				
Loans and other debts due to members			1,036,216	-
Members' other interests			475,795	175,795
			<u>1,512,011</u>	<u>175,795</u>

The financial statements were approved and authorised for issue by the members and were signed on their behalf on 17/1/18



**Daniel Martin**  
Designated member  
The notes on pages 9 to 11 form part of these financial statements.



Rye Bay Capital LLP

**RECONCILIATION OF MEMBERS' INTERESTS**  
For the Year Ended 30 November 2017

	EQUITY			DEBT		Total members' interests £
	Members' capital (classified as equity) £	Members' other interests Other reserves £	Total £	Loans and other debts due to members less any amounts due from members in debtors Other amounts £	Total £	
At 1 June 2015	-	-	-	-	-	-
Members' remuneration charged as an expense	-	-	-	626,006	626,006	626,006
Loss for the year available for discretionary division among members	-	(1,553,205)	(1,553,205)	-	-	(1,553,205)
<b>Members' interests after profit for the year</b>	-	(1,553,205)	(1,553,205)	626,006	626,006	(927,199)
Amounts introduced by members	1,739,000	-	1,739,000	-	-	1,739,000
Repayment of capital	(10,000)	-	(10,000)	-	-	(10,000)
Drawings	-	-	-	(626,006)	(626,006)	(626,006)
<b>Balance at 30 November 2016</b>	1,729,000	(1,553,205)	175,795	-	-	175,795
Members' remuneration charged as an expense	-	-	-	658,327	658,327	658,327
Profit for the year available for discretionary division among members	-	1,036,216	1,036,216	-	-	1,036,216
<b>Members' interests after profit for the year</b>	1,729,000	(516,989)	1,212,011	658,327	658,327	1,870,338
Other division of profits	(1,553,205)	516,989	(1,036,216)	1,036,216	1,036,216	-
Amounts introduced by members	300,000	-	300,000	-	-	300,000
Drawings	-	-	-	(658,327)	(658,327)	(658,327)
Amounts due to members				1,036,216	1,036,216	
<b>Balance at 30 November 2017</b>	475,795	-	475,795	1,036,216	1,036,216	1,512,011

The notes on pages 9 to 11 form part of these financial statements.

The ability of the members of the LLP to reduce the amount of members' other interests is restricted by the regulatory capital requirements of the FCA.

Rye Bay Capital LLP

STATEMENT OF CASH FLOWS  
For the Year Ended 30 November 2017

	2017 £	2016 £
<b>Cash flows from operating activities</b>		
Profit/(loss) for the financial year	1,694,543	(927,199)
Adjustments for:		
(Increase) in debtors	(428,416)	(9,991)
(Decrease)/increase in creditors	(39,227)	170,719
<b>Net cash generated from operating activities</b>	<b>1,226,900</b>	<b>(766,471)</b>
<b>Cash flows from financing activities</b>		
Members' capital contributed	300,000	1,739,000
Distribution paid to members	(658,327)	(616,006)
<b>Net cash used in financing activities</b>	<b>(358,327)</b>	<b>1,122,994</b>
<b>Net increase in cash and cash equivalents</b>	<b>868,573</b>	<b>356,523</b>
Cash and cash equivalents at beginning of year	356,523	-
<b>Cash and cash equivalents at the end of year</b>	<b>1,225,096</b>	<b>356,523</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	1,225,096	356,523

The notes on pages 9 to 11 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**  
For the Year Ended 30 November 2017

**1. Accounting policies**

**1.1 Basis of preparation of financial statements**

Rye Bay Capital LLP is a limited liability partnership incorporated in the UK and registered in England and Wales.

The LLP's registered address is 22 Conduit Street, London, W1S 2XR.

The LLP's principal activity is the provision of investment management services.

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 and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships".

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the LLP's accounting policies (see note 2).

**1.2 Going concern**

The financial liquidity position of the LLP is such that it is well placed to manage its business risks successfully. The members expect that the LLP will have available resources to continue in operational existence for the foreseeable future. Thus the going concern basis of accounting has been adopted in preparing the annual financial statements.

**1.3 Revenue**

Revenue represents fees receivable during the period for investment management services. Management fees are recognised over the period over which management services are provided. Performance fees, which are based on the investment performance achieved relative to predefined benchmarks, are recognised as revenue at the end of the period over which the performance is measured.

**1.4 Financial instruments**

The LLP does not trade in financial instruments and all such instruments arise directly from operations. All trade and other debtors are initially recognised at transaction value, as none contain in substance a financing transaction. Thereafter trade and other debtors are reviewed for impairment where there is objective evidence based on observable data that the balance may be impaired. The LLP does not hold collateral against its trade and other receivables so its exposure to credit risk is the net balance of trade and other debtors after allowance for impairment. The LLP's cash holdings comprise on demand balances. All cash is held with banks with strong external credit ratings. Trade and other creditors and accruals are initially recognised at transaction value as none represent a financing transaction. They are only derecognised when they are extinguished. As the LLP only has short term receivables and payables, its net current asset position is a reasonable measure of its liquidity at any given time.

**NOTES TO THE FINANCIAL STATEMENTS**

For the Year Ended 30 November 2017

**1. Accounting policies (continued)**

**1.5 Foreign currency translation**

**Functional and presentation currency**

The LLP's functional and presentational currency is the pound sterling.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

**1.6 Members' profit allocations**

The LLP agreement (and supplements) provides that certain amounts are paid to the members each year. These amounts are included as an expense in the profit and loss account after arriving at "profit for the financial year before members remuneration and profit shares". A members' discretionary share in the profit or loss for the year is accounted for as an allocation of profits. Unallocated profits and losses are included within "other reserves".

**1.7 Tax provision**

No provision for tax has been made as each member will be responsible for their own tax liability.

**2. Judgments in applying accounting policies and key sources of estimation uncertainty**

The designated members do not consider there to be any key accounting estimates or judgements that materially effect the financial statements.

**3. Turnover**

The whole of the turnover is attributable to the LLP's principal activity and arose within the United Kingdom.

**4. Operating profit/(loss)**

The audit fee is borne by Rye Bay Capital Services (UK) Limited and recharged to the LLP.

**NOTES TO THE FINANCIAL STATEMENTS**  
For the Year Ended 30 November 2017

**5. Information in relation to members**

	2017 Number	2016 Number
The average number of members during the year was	7	7
	<u>2017</u> £	<u>2016</u> £
The amount of profit attributable to the member with the largest entitlement was	907,418	-

**6. Debtors**

	2017 £	2016 £
Prepayments and accrued income	438,407	9,991

**7. Creditors: Amounts falling due within one year**

	2017 £	2016 £
Other creditors	151,492	190,719

**8. Related party transactions**

During the year the LLP was recharged expenses of £986,616 (2016: £917,849) by Rye Bay Capital Services (UK) Limited, the corporate member. As at the year end £131,492 (2016: £170,719) was due to the corporate member.

Turnover comprises investment management fees received from Rye Bay Capital Management Limited, a company which is incorporated in the Cayman Islands under common control. At the year end a balance of £438,407 (2016: £9,991) was due from this entity.

**9. Controlling party**

Daniel Martin is the ultimate controlling party.