MEMBERS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

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COMPANIES HOUSE

LIMITED LIABILITY PARTNERSHIP INFORMATION

Designated members

D M Hughes

G Fraser

Foresight Group LLP

Limited liability partnership number

OC421343

Registered office and business address

C/O Foresight Group LLP

The Shard

32 London Bridge Street

London SE1 9SG

Auditors

BDO LLP

55 Baker Street

London W1U 7EU

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MEMBERS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

The members present their report and financial statements for the year ended 31 March 2022.

Principal activities and review of the business

The principal activity of the limited liability partnership ("LLP") in the year under review was that of retail sales promotion for funds and products managed by Foresight Group LLP ("FGLLP").

The results for the period and the financial position at the period end were considered satisfactory by the members.

The LLP's turnover and profit for the financial year before members' remuneration and profit shares were £5,045,582 (2021: £2,840,791) and £1,021,187 (2021: £71,007)) respectively.

Going concern

The members of the LLP have considered the resilience of the LLP, taking into account its current financial position and the principal and emerging risks facing the business, including the impact of COVID-19, inflation and Russia's invasion of Ukraine on global markets and potential implications for the LLP's financial performance. The members reviewed the LLP's cash flow forecasts and trading budgets for a period of at least 12 months from the date of approval of these accounts, and concluded that, taking into account plausible downside scenarios that could reasonably be anticipated, the LLP will have sufficient funds to pay its liabilities as they fall due for that period.

FGLLP, the parent entity, has confirmed that it will continue to support the LLP by providing adequate financial resources for at least 12 months from the date of approval of these financial statements to enable the LLP to continue its business operations.

These financial statements have been prepared on the going concern basis.

Designated members

The following designated members have held office since 1 April 2021:

D M Hughes G Fraser Foresight Group LLP

Policy on members' drawings

The members' drawing policy allows each member to draw a proportion of their profit share, subject to the cash requirements of the business.

A member's capital requirement is linked to their share of profit and the financing requirement of the limited liability partnership. There is no opportunity for appreciation of the capital subscribed. Just as incoming members introduce their capital at "par", so the retiring members are repaid their capital at "par".

During the current year, members' remuneration in the form of drawings was paid to the members by FGLLP as FGLLP and the LLP have common members.

Statement of members' responsibilities

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

The Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008 require the members to prepare financial statements for each financial year. Under these regulations the members have elected to prepare the LLP financial statements in accordance with UK-adopted IFRS recognition and measurement principles, together with FRS 101 "Reduced Disclosure Framework" (FRS101) and applicable law. Under these regulations 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 for that period.

MEMBERS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

Statement of members' responsibilities (continued)

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, disclose with reasonable accuracy at any time the financial position of the LLP, and enable them to ensure that the financial statements comply with 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.

Statement as to disclosure of information to auditors

All of the members as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The members are not aware of any relevant audit information of which the LLP's auditor is unaware.

On behalf of the members

G Fraser

Designated member 17 August 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FORESIGHT GROUP PROMOTER LLP

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Limited Liability Partnership's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK-adopted IFRS recognition and measurement principles, together with FRS 101 "Reduced Disclosure Framework" (FRS101); and
- have been prepared in accordance with the requirements of the Companies Act 2006 applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008.

We have audited the financial statements of Foresight Group Promoter LLP ("the Limited Liability Partnership") for the year ended 31 March 2022 which comprise the Statement of Comprehensive Income, Statement of Financial Position, 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 UK-adopted IFRS recognition and measurement principles and Financial Reporting Standard 101 'Reduced Disclosure Framework'.

Basis of 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Limited Liability Partnership 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.

Conclusions relating to going concern

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

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 Limited Liability Partnership'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.

Our responsibilities and the responsibilities of the members with respect to going concern are described in the relevant sections of this report.

Other information

The members are responsible for the other information. The other information comprises the information included in the Members' 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FORESIGHT GROUP PROMOTER LLP

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Other Companies Act 2006 reporting as applied to limited liability partnerships

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' report, 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 Limited Liability Partnership'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 Limited Liability Partnership 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.

Extent to which the audit was 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We gained an understanding of the legal and regulatory framework applicable to the entity and the industry in which it operates, and considered the risk of acts by the Limited Liability Partnership which were contrary to applicable laws and regulations, including fraud;
- We considered the significant laws and regulations to be the Companies Act 2006 as applied to limited liability partnerships, the relevant rules of the Financial Conduct Authority that apply to the entity and the UK-adopted IFRS recognition and measurement principles and Financial Reporting Standard 101 'Reduced Disclosure Framework';
- We considered compliance with these laws and regulations through discussions held with management and the parent Audit & Risk Committee and reviewed minutes of Board meetings of the parent to assess how the entity is complying with these laws and regulations;

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FORESIGHT GROUP PROMOTER LLP

- We assessed the susceptibility of the financial statements to material misstatement including fraud and considered the significant fraud risk areas to be revenue recognition and management override of controls. Our procedures for fraud risk in relation to revenue recognition included but were not limited to: assessing whether accounting policies were aligned to the requirements of the standard; verifying fee calculations were in line with the supporting agreements; and agreeing a sample of investor subscriptions to applications. In respect of management override, we tested the appropriateness of journal entries and other adjustments in the general ledger and evaluated the business rationale of any significant transactions that were unusual or outside the normal course of business; and
- We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Limited Liability Partnership's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006 as applied by Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the Limited Liability Partnership'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 Partnership and the Limited Liability Partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

— DocuSigned by:

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Peter Smith (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London, UK
17 August 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2022

	Note	2022 £	2021 £
Turnover		5,045,582	2,840,791
Administrative expenses		(4,024,395)	(2,910,936)
Operating profit/(loss)	2	1,021,187	(70,145)
Interest payable			(862)
Profit/(loss) for the financial year before members' remuneration and profit shares		1,021,187	(71,007)
Members' remuneration charged as an expense	4		(526,737)
Profit/(loss) for the financial year available for discretionary division among members		1,021,187	(597,744)
Other comprehensive income			
Total comprehensive income/(loss) for the year		1,021,187	(597,744)

...

FORESIGHT GROUP PROMOTER LLP

STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2022

		2022	2021
	Note	£	£
Current assets			
Debtors	5	121,087	11,383
Cash at bank and in hand		1,229,869	413,578
		1,350,956	424,961
Creditors: amounts falling due within one year	6	(1,302,988)	(1,427,748)
Net current assets		47,968	(1,002,787)
Net assets		47,968	(1,002,787)
REPRESENTED BY:			
Members' interests			
Members' capital	7	-	-
Share-based payment reserve	7	29,568	-
Other reserves	7	18,400	(1,002,787)
		47,968	(1,002,787)

The financial statements were approved by the members and authorised for issue on 17 August 2022 and are signed on their behalf by:

G Fraser

Designated member

Limited Liability Partnership Registration No. OC421343

STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH 2022

	Members' capital £	Share-based payment reserve	Other reserves £	Total ₹
Balance at 31 March 2020				
Profit and total comprehensive income/(loss) for the year Other divisions of profit	' '	1 1	(597,744) (405,043)	(597,744) (405,043)
Balance at 31 March 2021		1	(1,002,787)	(1,002,787)
Profit and total comprehensive income for the year Share-based payment expense		29,568	1,021,187	1,021,187
Balance at 31 March 2022		29,568	18,400	47,968

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies

1.1 Limited liability partnership information

Foresight Group Promoter LLP is a limited liability partnership incorporated in England and Wales. The address of the registered office is on the information page.

The LLP's principal activities are disclosed in the Members' report.

1.2 Accounting convention

These financial statements have been prepared for the first time in accordance with UK-adopted IFRS recognition and measurement principles, together with FRS 101 "Reduced Disclosure Framework" ("FRS 101") which allows individual entities in a group to take advantages of exemptions from various disclosures. These financial statements are also in compliance with the Companies Act 2006 as applied by the Partnership and the Statement of Recommended Practice ("SORP"), Accounting by Limited Liability Partnerships, issued in December 2018.

The LLP has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101:

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held for Sale and Discontinued Operations;
- the requirements of paragraph 24(b) of IFRS 6 Exploration for and Evaluation of Mineral Resources;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93
 of IFRS 16 Leases; the requirements of paragraph 58 of IFRS 16;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10)(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- · the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- · the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group; and
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies (continued)

1.2 Accounting convention (continued)

No new accounting standards were applicable for the current year.

Where required, equivalent disclosures are given in the group accounts of Foresight Group Holdings Limited. The group accounts of Foresight Group Holdings Limited are available to the public as set out in note 10.

The financial statements are prepared in sterling, which is the functional currency of the LLP. Monetary amounts in these financial statements are rounded to the nearest £. The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

1.3 Going concern

The members of the LLP have considered the resilience of the LLP, taking into account its current financial position and the principal and emerging risks facing the business, including the impact of COVID-19, inflation and Russia's invasion of Ukraine on global markets and potential implications for the LLP's financial performance. The members reviewed the LLP's cash flow forecasts and trading budgets for a period of at least 12 months from the date of approval of these accounts, and concluded that, taking into account plausible downside scenarios that could reasonably be anticipated, the LLP will have sufficient funds to pay its liabilities as they fall due for that period.

FGLLP, the parent entity, has confirmed that it will continue to support the LLP by providing adequate financial resources for at least 12 months from the date of approval of these financial statements to enable the LLP to continue its business operations.

These financial statements have been prepared on the going concern basis.

1.4 Turnover

Initial fees arising from retail sales promotion are based on a rate agreed with the customer and recognised at the point in time when the related investments have been allotted by the relevant Foresight retail fund or product.

1.5 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 IAS 32. 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.

1.6 Cash at bank and in hand

Cash at bank and in hand 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.

1.7 Employee benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

1 Accounting policies (continued)

1.8 Share-based payments

The LLP recognises share-based payment transactions in respect of the Foresight Group Holdings Limited (see note 10) UK Share Incentive Plan ("SIP") as the subsidiary which receives services from certain employees who participate in the plan. The vesting period for the SIP is three years with the performance condition of continuous service.

The fair value of the awards granted in the form of shares or share options is recognised as an expense over the appropriate performance and vesting period. The corresponding credit is recognised in the share-based payment reserve within Members' interests.

Accounting judgement

As the SIP options have a zero strike price and the employee is entitled to dividends during the vesting period, the fair value of the award is indistinguishable from the share price. Therefore, the share price on the award date is used when calculating the share-based payment expense.

2	Operating profit	2022	2021
		£	£
	Operating profit is stated after charging:		
	Share-based payments	29,568	-
	Auditor's remuneration	13,700	10,000

3 Employees

Number of employees

The average number of persons (excluding members) employed by the LLP during the year was 33 (2021: 27).

Their aggregate remuneration comprised:

33 0	2022 £	2021 £
Wages and salaries Social security costs Pension costs	2,745,002 341,450 73,737	2,259,209 328,746 64,988
	3,189,757	2,652,943

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

4	Information in relation to members	2022 £	2021 £
	Members' remuneration charged as an expense		526,737
	The remuneration above is that paid to the members by agreement. Reprofit is included in the allocation of profit figures in note 7.	emuneration represer	nting a division of
		2022 Number	2021 Number
	The average number of members during the year was:	8	9
		2022 £	2021 £
	Profit attributable to the member with the highest entitlement:		
5	Debtors	2022 £	2021 £
	Trade debtors Prepayments and accrued income	121,087	11,383 11,383
6	Creditors: amounts falling due within one year	2022 £	2021 £
	Trade creditors Amounts owed to group undertakings Tax and social security Accruals	292 163,507 52,483 1,086,706 1,302,988	221 568,744 23,321 835,462 1,427,748

FORESIGHT GROUP PROMOTER LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

7 Members' interests

		EQUITY	ΙΤΥ		TOTAL
		Members' other interests	ner interests		MEMBERS' INTERESTS
	Members' capital (classified as equity)	Share-based payment reserve	Other reserves	Total	Total
	ф	u	сų	СŧĴ	IJ
Amount due to members					
Members' interests at 1 April 2021		•	(1,002,787)	(1,002,787)	(1,002,787)
Profit and total comprehensive income for the year available for discretionary distribution among members and share-based payment expense		29,568	1,021,187	1,050,755	1,050,755
Members' interests after profit and remuneration for the year		29,568	18,400	47,968	47,968
Members' interests at 31 March 2022	,	29,568	18,400	47,968	47,968

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2022

8 Retirement benefit schemes

The LLP operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the LLP in an independently administered fund.

2022	2021
£	£
73,737	64,988
	0 1,000

9 Events after the reporting date

Pension costs

There are no matters to report.

10 Control

The LLP's immediate parent entity is Foresight Group LLP, an LLP registered in the United Kingdom. The LLP's ultimate parent entity is Foresight Group Holdings Limited, a company registered in Guernsey.

The smallest and largest group in which the results of the LLP are consolidated is that headed by Foresight Group Holdings Limited. Group financial statements are available at C/O Foresight Group LLP The Shard, 32 London Bridge Street, London, United Kingdom, SE1 9SG.