Speirs & Jeffrey Limited

Annual Report and Financial Statements
Registered number SC098335
Year to 31 December 2020

Contents

Directors' report

The directors of Speirs & Jeffrey Limited ("the Company") have pleasure in submitting their report to the members, together with audited financial statements for the year to 31 December 2020.

Directors

The directors at the date of this report all of whom have served throughout the year for which the financial statements are prepared, unless stated, were as follows:

M.J. Wilson (Chairman)
A.T. Morris

The directors who resigned during the year were:

R.L. Crichton	(resigned 20 March 2020)
K.L. Donaldson	(resigned 17 April 2020)
J.A. Butcher	(resigned 15 May 2020)

Incorporation

The Company is incorporated in Scotland with the registered number SC098335.

Dividend

The loss after tax for the year was £38,000 *(2019: £3,367,000 profit)*. Following the transfer of clients to Rathbones Investment Management Ltd (RIM), a fellow group undertaking during 2019, no revenue was generated by the Company during the year. A dividend of £21,000,000 was proposed and paid in the year *(2019: £nil)*. The remaining balance of shareholders' funds is £1,048,000 *(2019: £22,086,000)*.

Going Concern

Management have assessed that it is no longer appropriate to prepare accounts for the Company on a going concern basis. It is more than probable that the entity will become dormant prior to 31 December 2021. A summary regarding the cessation of the Company's business is included below.

The majority of the Company's clients were, with client consent, transferred to RIM with effect on 30 June 2019. Thereafter a significant number of clients transferred to RIM on 1 October 2019 after those clients provided consent. Individual clients subsequently continued to provide consent for transfer to RIM or opted to transfer to an alternative provider. In October 2019 a waiver application to transfer the assets and cash of a small number of non-respondent clients to RIM under forbearance was submitted to the Financial Conduct Authority ("FCA"). Confirmation of FCA approval was received on 6 December 2019. On 10 December 2019 the transfer of all remaining client assets and cash to RIM was initiated. At 31 December 2019 only illiquid stock with a total negligible value remained in the custody of the Company.

By 24 January 2020 no client assets or cash remained in the Company's custody and no further client assets or cash will arise in the Company. On 31 January 2020 the Company submitted an application to cancel its FCA registration to the regulator. On 27 February 2020 the Company's auditors submitted a CASS audit report and auditor confirmation that the Company no longer holds client money or assets to the FCA. The FCA registration of the Company was confirmed as cancelled on 11 March 2021.

The directors consider there to be no prospect of future revenues and no activity will be undertaken by the Company on behalf of clients as none remain. Therefore the directors have prepared the financial statements on an alternative basis.

The basis includes, where applicable, writing the Company's assets down to net realisable value. All remaining contracts have ceased or transferred to other group companies during the year, therefore management determine that no onerous contracts for which provisions should be recognised exist. No provision has been made for the future costs of terminating the business unless such costs were committed at the reporting date.

Section 172

As the Company does not meet the Companies Act definition of a large company, the Directors have not produced an s172 statement. An s172 statement for the Rathbones Group is provided in the Rathbone Brothers plc report and accounts for the year ended 31 December 2020.

Directors' report *(Continued)*

Auditor

Deloitte LLP expressed their willingness to continue in office as auditor and a resolution to reappoint them at the Group level was proposed and approved at the Rathbones' Annual General Meeting. As a result, the Company has subsequently reappointed Deloitte LLP as the Company's auditor.

Disclosure of information to auditor

The directors in office at the date of signing of this report confirm that, so far as they are aware, there is no relevant audit information of which the auditor is unaware and that each director has taken all steps that he or she ought to have taken to make him or herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Insurance and indemnification of directors

The Company has put in place insurance to cover its directors and officers against the costs of defending themselves in civil legal action taken against them in that capacity and any damages awarded. The Company has granted indemnities, which are uncapped, to its directors and to the company secretary by way of deed. Qualifying third-party indemnity provisions, as defined by Section 234 of the Companies Act 2006, were therefore in place throughout 2020 and remain in force at the date of this report.

Post Balance Sheet Events

There have been no material events between the balance sheet date and the approval of these financial statements.

By order of the board

Ali Johnson
Company Secretary
George House
50 George Square
Glasgow

9 December 2021

Strategic Report

Business review, principal activities and future developments

The Company's primary activities were discretionary and advisory investment management and related services. Following the acquisition of the Company by Rathbone Brothers plc ("Rathbones") in 2018 the integration of the business into the wider Rathbones group was a key focus. As at 31 December 2019 all active trading had ceased, and all employees had transferred to the Rathbones group under a TUPE arrangement. By 1 January 2020 only illiquid investments with a negligible value remained in the custody of the Company and the Company was in the process of an orderly closedown of activities.

As the Company no longer retains any clients and does not hold client money or assets, no further revenues will arise. All service contracts have been cancelled or novated during the year and no further costs of closure are expected. Thereafter it is the directors' intention that the Company will become dormant.

Brexit

Given all clients had transferred to RIM or another provider by 31 December 2020 and the Company had ceased to trade, the Company has not been seriously impacted. Ongoing client business is now undertaken by RIM who monitor and consider potential Brexit impacts at Group level.

Key performance indicators

Financial performance

The financial performance of the Company was driven by revenues earned from funds under management and transaction income. Given all clients had transferred to RIM or another provider by 1 January 2020 no revenue was generated during the year.

Principal risks and uncertainties

As the Company no longer retains any clients and does not hold client money or assets, no further revenues will arise. All service contracts have been cancelled or novated during the year and no further costs of closure are expected. It is the directors' intention that the Company will become dormant. As a result, the directors do not believe the Company is significantly exposed to any risks associated with political, liquidity, operational or business matters.

By order of the board

Michael J Wilson
Director
George House
50 George Square
Glasgow

9 December 2021

Statement of directors' responsibilities in respect of the Strategic Report, Directors' Report and the Financial Statements

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Independent auditor's report to the members of Speirs & Jeffrey Limited

Report on the audit of the financial statements

Opinion
In our opinion the financial statements of Speirs & Jeffrey Limited (the 'Company'):
- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:
- the profit and loss account;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 17.

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).

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 Financial Reporting Council's (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.

Emphasis of matter – Financial statements prepared other than on a going concern basis
We draw attention to Note 1.2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

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, 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 respect of these matters.

Responsibilities of directors
As explained more fully in the Statement of Directors Responsibilities, 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.

Independent auditor's report to the members of Speirs & Jeffrey Limited *(Continued)*

Responsibilities of directors *(continued)*
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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:
- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act, FCA regulatory compliance and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:
- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing internal audit reports, and reviewing correspondence with HMRC and FCA.

Independent auditor's report to the members of Speirs & Jeffrey Limited *(Continued)*

Report on other legal and regulatory requirements

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.

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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.

Manbhinder Rana (FCA)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

9 December 2021

Profit and loss account

For the year ended 31 December 2020

	Note	**Year to 31 December 2020**	Year to 31 December 2019 (restated – note 1.12)
		£000	£000
Turnover		**-**	14,289
Interest received	*2*	**6**	74
Operating Income		**6**	14,363
Staff costs	*3*	**17**	5,412
Other operating expenses	*5*	**58**	4,028
Financial Services Compensation Scheme levy		**-**	501
Operating Expenses		**75**	9,941
Operating (loss)/profit		**(69)**	4,422
Revaluation of investment in shares to fair value	*9*	**-**	(66)
(Loss)/profit before taxation		**(69)**	4,356
Tax on (loss)/profit on ordinary activities	*6*	**31**	(989)
(Loss)/profit for the year		**(38)**	3,367

Recognised gains and losses above are derived from discontinued operations.

A Statement of Comprehensive Income is not required as there is no other comprehensive income in the current or prior year.

Statement of Changes in Equity

	Share Capital	**Capital Redemption Reserve**	**Profit and loss Account** (restated – note 1.12)	**Total Equity**
	£000	**£000**	**£000**	**£000**
At 1 January 2019 (previously reported)	68	132	18,519	18,719
Profit for the financial year as previously stated	-	-	4,095	4,095
Prior year adjustment	-	-	(728)	(728)
At 31 December 2019 (restated)	68	132	21,886	22,086
Loss for the financial year	-	-	(38)	(38)
Dividend paid	-	-	(21,000)	(21,000)
At 31 December 2020	**68**	**132**	**848**	**1,048**

The notes on pages 11 to 20 form part of these financial statements.

Balance sheet

As at 31 December 2020

	Note	**31 December 2020**	31 December 2019 (restated – note 1.12)
Fixed assets		**£000**	£000
Tangible assets	*7*	-	-
Investment in subsidiaries	*8*	-	-
Investment in unquoted ordinary shares	*9*	-	-
		-	-
Current assets			
Debtors and accrued income		-	29
Intercompany debtor - RIM		**1,084**	9,503
Bank balances and cash		-	12,949
Deferred tax asset	*11*	-	7
		1,084	22,488
Creditors: amounts falling due within one year			
Creditors and accruals	*10*	**36**	402
		36	402
Net current assets		**1,048**	22,086
Creditors: amounts falling due after more than one year			
Creditors		-	-
Net assets		**1,048**	22,086
Capital and reserves			
Called up share capital	*13*	**68**	68
Capital redemption reserve	*14*	**132**	132
Profit and loss account		**848**	21,886
Shareholders' funds		**1,048**	22,086

The notes on pages 11 to 20 form part of these financial statements.

These financial statements were approved by the board of directors on 9 December 2021 and were signed on its behalf by:

Michael J Wilson
Director

Andrew T Morris
Director

Cash flow statement

For the year ended 31 December 2020

	Note	31 December 2020 £000	31 December 2019 (restated – note 1.12) £000
Cash flows from operating activities			
(Loss)/profit for the year		**(69)**	4,356
Adjustments for:			
Interest received		**(6)**	(74)
Revaluation of investment in shares to fair value		**-**	66
Depreciation		**-**	129
		(75)	4,477
Decrease in debtors and accrued income		**29**	8,345
Decrease/(increase) in intercompany debtor		**8,419**	(9,503)
Decrease in creditors and accrual		**(366)**	(10,332)
		8,007	(7,013)
Taxation paid		**45**	(1,420)
Deferred tax liability transferred to Rathbones		**(7)**	(176)
Net cash (used in)/ from operating activities		**8,045**	(8,609)
Cash flows from investing activities			
Interest Received		**6**	74
Purchase of tangible fixed assets	*7*	**-**	(17)
Transfer of fixed assets to Rathbones at NBV	*7*	**-**	887
Transfer of unquoted investment to RIM	*9*	**-**	1,193
Net cash used in investing activities		**6**	2,137
Cash flows from financing activities			
Dividends paid		**(21,000)**	-
Net cash used in financing activities		**(21,000)**	-
Net decrease in cash		**(12,949)**	(6,472)
Cash at the beginning of the year		**12,949**	19,421
Net cash at the end of the year		**-**	12,949

The notes on pages 11 to 20 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Speirs & Jeffrey Limited (the "Company") is a private company limited by shares and incorporated and domiciled in the UK. The address of the Company's registered office is George House, 50 George Square, Glasgow, G2 1EH. The nature of the Company's operations and its principal activities are set out in the Strategic Report on page 3. These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*"FRS 102"*). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis except that investments in shares are stated at their fair value through the profit and loss account.

1.2 Going concern

The directors expect there to be minimal wind down costs in 2021 and there is no prospect of future revenues and no activity will be undertaken by the Company on behalf of clients as none remain. Therefore the directors have prepared the financial statements on a basis other than a going concern.

The basis includes, where applicable, writing the Company's assets down to net realisable value. All remaining contracts have ceased or transferred to other group companies during the year, therefore management determine that no onerous contracts for which provisions should be recognised exist. No provision has been made for the future costs of terminating the business unless such costs were committed at the reporting date.

Given the value of reserves the directors of the Company are confident that the Company will be able to meet liabilities as they fall due with regards to cessation of the business and termination of all remaining contracts.

1.3 Foreign currency

The functional and presentational currency of the company is Sterling. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Balances on foreign currency transactions have been translated into pounds sterling at the rate of exchange ruling at the balance sheet date.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are measured at transaction price, less attributable transaction costs or impairment. Trade and other creditors are measured at transaction price plus attributable transaction costs. All debtors and creditors are denominated in Sterling.

Investments in unquoted ordinary shares

Investments in unquoted equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognised in profit or loss, using methodology which is consistent with the International Private Equity and Venture Capital Valuation Guidelines ("IPEVCVG").

Investments in subsidiaries

Investments in subsidiaries were historically carried at cost. All three subsidiaries were transferred to Rathbones Investment Management Limited (RIM), a fellow group undertaking at cost with effect on 10 December 2019. All three subsidiaries were non trading nominee companies which safe custody assets were registered in the name of. As such these companies had no underlying assets or liabilities.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purposes of the cash flow statement.

Notes *(Continued)*

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

Office equipment	-	25% straight line
Leasehold improvements/reinstatement	-	11% and 12.5% straight line respectively

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits. At 1 July 2019 the fixed assets held were transferred to fellow group undertakings at net book value.

1.6 Defined contribution plans and other long term employee benefits

The Company operated a defined contribution pension scheme until 30 June 2019. With effect on 1 July 2019 all remaining employees transferred to Rathbones under a TUPE arrangement. At that point employees joined the Rathbones pension scheme and Company contributions to the Company scheme ceased. A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.7 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

1.8 Turnover

Turnover comprises gross commission, ISA and nominee management fees and sundry income all of which arises in the UK. Gross commission is recognised on a commitment basis with ISA and nominee management and sundry income recognised as earned in line with our terms and conditions.

1.9 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

1.10 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. 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 balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes *(Continued)*

1.11 Critical accounting judgements and key sources of estimation uncertainty
The Company makes judgements and estimates that affect the application of the Company's accounting policies and reported amounts of assets, liabilities, income and expenses. Judgements and estimates made have been considered.

Critical accounting judgements
The decision to prepare the financial statements on a basis other than going concern as detailed in note 1.2 was a critical accounting judgement.

Key sources of estimation uncertainty
No estimates made in preparation of the financial statements are considered to include a significant element of uncertainty.

1.12 Prior period adjustment
A prior period error has been identified and as a result, the Profit and loss account, Statement of changes in equity, Balance sheet and Cash flow statement have been restated in the prior period. The adjustments to the prior period were as follows:

A number of expenses were paid by group entities on behalf of the company and recharged to the company in the financial year ended 31 December 2019. These amounts were not recognised in the 2019 statutory accounts of the company and hence a prior period adjustment has been recorded to recognise the amounts. The following adjustments were made, debit £683,000 to staff costs, debit £45,000 for additional tax charges, debit £109,000 to accruals and credit £109,000 to intercompany receivables..

2 Interest

	Year to 31 December 2020 £000	Year to 31 December 2019 £000
Bank interest received	**6**	74

3 Staff costs (Restated)
On 1 July 2019 all remaining employees of the Company were transferred to Rathbones under a TUPE arrangement. Rathbones bore the cost of all staff remuneration from 1 July 2019. The staff costs detailed below are those that arose in the Company prior to the transfer of employees to Rathbones. For the year ending 31 December 2020 costs incurred relating to legacy matters including PAYE settlement costs, life insurance premiums and temporary administration staff resource to assist with the winding down of the company have been recharged to the company.

	Year to 31 December 2020 £000	Year to 31 December 2019 (restated – note 1.12) £000
Wages and Salaries	**45**	4,371
Social security costs	**2**	704
Contributions to defined contribution plans	**(30)**	337
	17	5,412
	No.	No.
Full time employees	**-**	78
Part time employees	**-**	3
Average number employed (including directors)	**-**	81

Notes *(Continued)*

3 Staff costs *(Continued)*

Directors Remuneration

All directors became employees of Rathbones prior to 1 January 2019. Directors' remuneration associated with their position as directors of the Company was as follows:

	Year to 31 December 2020 £000	Year to 31 December 2019 £000
Directors emoluments	-	1,144
Amounts receivable under long term incentive schemes	-	100
Company contributions to money purchase pension schemes	-	30
	-	1,274
Highest Paid Director:	**£000**	£000
Emolument and amounts receivable under long term incentive schemes	-	314
Company contributions to money purchase pension schemes	-	30
Retirement benefits are accruing to the following number of directors under:	**No.**	No.
Money purchase schemes	-	1
Defined benefit schemes	-	-
Number of directors for whom shares are receivable under long term schemes	-	4
Number of directors who exercised share options	-	3

4 Pension scheme

Defined contribution pension scheme

The Company operated a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the Company to the scheme and amounted to £nil *(2019: £174,000)*. There were no outstanding or prepaid contributions at the end of the financial year. Employer contributions to the scheme ceased with effect from 1 July 2019 after the transfer of all remaining employees to Rathbones under a TUPE arrangement.

5 Expenses and auditors' remuneration

	Year to 31 December 2020 £000	Year to 31 December 2019 £000
Auditor's remuneration - statutory audit of the company	**15**	50
- other services pursuant to legislation	-	45
	15	95
Depreciation	-	129
Operating leases	-	187

Notes *(Continued)*

6 Taxation

a) *Analysis of charge in period:*

	Year to 31 December 2020 £000	Year to 31 December 2019 (restated – note 1.12) £000
Current tax		
UK corporation tax on loss/profit of the year	**(38)**	1,011
Deferred tax		
Timing differences	**7**	(22)
Taxation on profit on ordinary activities	**(31)**	989

b) *Factors affecting tax charge for the period:*

	Year to 31 December 2020 £000	Year to 31 December 2019 (restated – note 1.12) £000
(Loss)/profit before taxation	**(69)**	4,356
(Loss)/profit multiplied by standard rate of corporation tax in the UK of *19% (2019: 19%)*	**(13)**	828
Disallowable expenses	**-**	1
Revaluation loss / (gain) on unquoted investment	**-**	13
Deferred tax	**7**	-
Prior year adjustment	**10**	147
	(31)	989

7 Fixed tangible assets

	Fittings And Equipment £000
Cost	
At 1 January 2019	3,750
Additions	17
Transfer to Group at 1 July 2019	(3,767)
At 31 December 2019 and 2020	-
Depreciation	
At 1 January 2019	2,751
Charge for period	129
Transfer to Group at 1 July 2019	(2,880)
At 31 December 2019 and 2020	-
Net book value	
At 31 December 2020	-
At 31 December 2019	-

Notes *(Continued)*

8 Investment in subsidiaries

No subsidiary companies remain at the balance sheet date. Details of the subsidiaries disposed of in the prior year are as follows:

Speirs + Jeffrey Fund Management Limited	-	nominee company
Speirs & Jeffrey Portfolio Management Limited	-	nominee company
Speirs & Jeffrey Client Nominees Limited	-	nominee company

All companies were 100% owned subsidiaries registered in Scotland. With effect on 10 December 2019 all three subsidiaries were transferred to RIM in their entirety at cost. RIM and the Company are both part of the group of which Rathbones Brothers Plc is the ultimate parent undertaking.

9 Investment in unquoted ordinary shares

	At 31 December 2020 £000	At 31 December 2019 £000
Non-quoted investment at cost	-	81
Revaluation of investment to fair value	-	1,178
	-	1,259
Movement in the period	-	(66)
Transfer to RIM with effect 1 December 2019	-	(1,193)
	-	-

The investment in the unquoted shares is measured at fair value. In arriving at the fair value the earnings, net assets of the investment and the price of recent transactions are taken into account. The investment was transferred to RIM with effect on 1 December 2019. At the date of transfer the investment of the Company was non-quoted and classified as a Level 3 investment under section 34 of FRS102. Section 34 of FRS102 defines Level 3 investments as investments for which inputs are unobservable (i.e. for which market data is unavailable).

10 Creditors and accruals: amounts falling due within one year

	At 31 December 2020 £000	At 31 December 2019 £000 (restated – note 1.12)
Trade creditors and counterparty balances	-	3
Accruals	**36**	139
Other tax and social security	-	(17)
UK corporation tax	-	277
	36	402

Notes (Continued)

11 Deferred taxation

	Depreciation in excess/(deficit)of capital allowances £000	Other timing Differences £000	Total £000
At 31 December 2019	-	7	7
Movement in financial period:			
- current period		(7)	(7)
At 31 December 2020	-	-	-

12 Related Party Transactions

Parent and ultimate controlling party

The ultimate parent undertaking and controlling party of the Company is Rathbone Brothers plc, a company registered in England & Wales, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Group accounts may be obtained from the Company Secretary, Rathbone Brothers Plc, 8 Finsbury Circus, London EC2M 7AZ.

Transactions with key management personnel

Key management personnel are defined as those persons having responsibility and authority for planning, directing and controlling the operations of the Company. The Company's key management personnel are its directors. The remuneration of the directors is set out below.

As explained in note 3 all staff, including key management personnel, are employed by the Company's ultimate parent undertaking. Key management personnel compensation borne by the Company's ultimate parent undertaking and charged to the Company comprised:

	Year to 31 December 2020 £000	Year to 31 December 2019 £000
Short term employment benefits	**19**	1,144
Post-employment benefits	**-**	30
Share-based payments	**12**	104
	31	1,278

Notes (Continued)

12 Related Party Transactions (Continued)

Other Related Party Transactions

During the year, the company entered into the following transactions with fellow subsidiaries:

	2020 Receivable	**2020 Payable**	2019 Receivable	2019 Payable
	£000	**£000**	£000	£000
Charges for management services	-	-	-	770
Dividends Paid	-	21,000	-	-
	-	21,000	-	770

All transactions and outstanding balances with fellow Group companies are priced on an arm's length basis and are to be settled in cash. None of the balances are secured and no provisions have been made for doubtful debts for any amounts due from fellow Group companies.

Staff costs and rent, which are incurred by Rathbones, are recharged to the Company by a fellow group undertaking on a pro-rata basis based on head count and occupancy.

The Company's parent operates share based payment incentive schemes and defined contribution pension schemes for the benefit of its employees. Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. The associated charges to profit that relate to employees that provide services to the Company are recharged to the Company by a fellow group undertaking. Recharges relating to pension costs and share based payments are included within operating expenses.

13 Called up share capital

	At 31 December 2020 £000	At 31 December 2019 £000
Allotted, called up and fully paid		
Equity: 68,300 *(2019: 68,300)* ordinary shares of £1 each	**68**	68

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Dividends

	Year to 31 December 2020 £000	Year to 31 December 2019 £000
Equity - ordinary shares paid in year	**21,000**	-

The aggregate amount of dividends proposed and not recognised as liabilities as at the year end is £nil *(2019:£Nil)*.

Notes *(continued)*

14 Capital redemption reserve

	At 31 December 2020 £000	At 31 December 2019 £000
Capital redemption reserve	**132**	132

This reserve records the nominal value of shares repurchased by the Company.

15 Commitments

Non-cancellable operating lease rentals are payable as follows:

	At 31 December 2020 £000	At 31 December 2019 £000
Less than one year	-	359
Between one and five years	-	1,437
More than five years	-	1,437
	-	3,233

Historically the Company had one non-cancellable operating lease in respect of the George House office in Glasgow from which operations were based. With effect on 1 July 2019 the lease and all related liabilities were transferred to Rathbones. During the period an expense of £nil was recognised in the profit and loss account in respect of operating leases (2019: £187,000).

16 Financial risk management

The Company's activities expose it to a range of financial risks. These key risks and the associated risk management policies to mitigate these risks are described below.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its obligation resulting in a financial loss to the Company. The Company's financial assets exposed to credit risk are as follows:

	At 31 December 2020 £000	At 31 December 2019 Restated – note 1.12 £000
Cash at bank and interest receivable	-	12,949
Intercompany balance	**1,048**	9,503
Debtors and accrued income	-	29

Intercompany balances are held by RIM with oversight by its treasury team. The8Company's board consider this appropriate. There is not considered to be a significant risk of default.

Notes *(continued)*

16 Financial risk management *(Continued)*

Liquidity Risk

As the Company has no trading activity and limited assets and liabilities, there is not considered to be any significant liquidity risk. Should the need arise, the intercompany debtor could be collected to provide required liquidity.

Market Risk

Market risk includes interest rate risk and currency risk on financial assets.

All of the Company's financial assets and liabilities are non-interest bearing (2019: non-interest bearing).

Currency Risk

The Company does not have any exposure to transactional foreign currency or translation risk (2019: none).

17 Post Balance Sheet Event

There have been no material events occurring between the balance sheet date and the date of approval of these financial statements.