

**Company Registered No: SC238163**

**ROBOSCOT VENTURES LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 December 2013**

THURSDAY



SCT      \*S3CTVZVS\*      #54  
24/07/2014  
COMPANIES HOUSE

**RBS Secretariat  
The Royal Bank of Scotland Group plc  
PO Box 1000  
Gogarburn  
Edinburgh  
EH12 1HQ**

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**ROBOSCOT VENTURES LIMITED**

**SC238163**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS:**

G H Cato  
R D Hook

**SECRETARY:**

RBS Secretarial Services Limited

**REGISTERED OFFICE:**

24/25 St Andrew Square  
Edinburgh  
EH2 1AF

**AUDITOR:**

Deloitte LLP  
Hill House  
1 Little New Street  
London  
EC4A 3TR

**Registered in Scotland**

**DIRECTORS' REPORT**

The directors of Roboscot Ventures Limited ("the Company") present their report and the audited financial statements for the year ended 31 December 2013.

**ACTIVITIES AND BUSINESS REVIEW**

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

**Principal activity**

The principal activity of the Company continues to be to provide payment of carried interest entitlement, where appropriate to the members of Royal Bank Ventures Limited (RBV) Carried Interest Scheme. The directors do not anticipate any material change in the type or level of activities of the Company.

The Company is a subsidiary of The Royal Bank of Scotland Group plc ("the Group") which provides the Company with direction and access to all central resources it needs and determines policies in all key areas such as finance, risk, human resources or environment. For this reason, the directors believe that performance indicators specific to the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The annual reports of the Group review these matters on a group basis. Copies can be obtained from RBS Secretariat, RBS Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies or through the Group's website at [www.rbs.com](http://www.rbs.com).

**Business review**

The directors are satisfied with the Company's performance in the year. Post balance sheet events are described in note 10 to the financial statements.

**Financial performance**

The Company's financial performance is presented in the Profit and Loss Account on page 8. The profit before tax for the year was £401 (2012: £620). The retained profit for the year was £308 (2012: £468).

At the end of the year total assets were £114,285 (2012: £114,036).

**Preparation and presentation of financial statements**

As explained in note 1, in the year ended 31 December 2013 the Company has changed from reporting under IFRS adopted by the European Union to FRS 101 as issued by the Financial Reporting Council which the Company has adopted early. This change has not had a material effect on the financial statements.

**Dividends**

The directors do not recommend the payment of a dividend (2012: £nil).

**Principal risks and uncertainties**

The Company seeks to minimise its exposure to financial risks other than equity and credit risk.

Management focuses on both the overall balance sheet structure and the control, within prudent limits, of risk arising from mismatches, including currency, maturity, interest rate and liquidity. It is undertaken within limits and other policy parameters set by the RBS Group Asset and Liability Management Committee (GALCO).

The principal risks associated with the Company are as follows:

**DIRECTORS' REPORT (continued)****Principal risks and uncertainties (continued)****Currency risk**

The Company has no currency risk as all transactions and balances are denominated in Sterling.

**Credit risk**

The objective of credit risk management is to enable the Company to achieve appropriate risk versus reward performance whilst maintaining credit risk exposure in line with approved appetite for the risk that customers will be unable to meet their obligations to the Company.

The key principles of the Group's Credit Risk Management Framework are set out below:

- Approval of all credit exposure is granted prior to any advance or extension of credit;
- An appropriate credit risk assessment of the customer and credit facilities is undertaken prior to approval of credit exposure. This includes a review of, amongst other things, the purpose of credit and sources of repayment, compliance with affordability tests, repayment history, capacity to repay, sensitivity to economic and market developments and risk-adjusted return;
- Credit risk authority is delegated by the Board and specifically granted in writing to all individuals involved in the granting of credit approval. In exercising credit authority, the individuals act independently of any related business revenue origination; and
- All credit exposures, once approved, are effectively monitored and managed and reviewed periodically against approved limits. Lower quality exposures are subject to a greater frequency of analysis and assessment.

The Company's exposure to credit risk is not considered to be significant as the credit exposures are with Group companies. At 31 December 2013 there were no outstanding or impaired loans due to the Company (2012: £nil).

**Liquidity risk**

Liquidity risk is the risk that the Company is unable to meet its obligations as they fall due. The Company has no material liquidity risk as it has access to Group funding.

**Market risk**

Market risk is the potential for loss as a result of adverse changes in risk factors including interest rates and equity prices together with related parameters such as market volatilities.

The Company has no material market risk as the exposure is within the Group undertakings.

**Interest rate sensitivity risk**

The sensitivity analysis below has been determined based on the Company's assets and liabilities present in the balance sheet as at the balance sheet date and by reference to a movement in market interest rates reasonably possible in the Company's next financial reporting period.

If interest rates for the current year had been 50 basis points lower and this movement applied to the assets and liabilities as at the balance sheet date, the pre-tax profit for the year ended 31 December 2013 would have been £486 lower (2012: £519 lower).

The inverse is equally true for the current year if interest rates had been 50 basis points higher.

**Going concern**

The directors, having a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, have prepared the financial statements on a going concern basis.

**DIRECTORS' REPORT (continued)****DIRECTORS AND SECRETARY**

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 1.

From 1 January 2013 to date the following changes have taken place:

<b>Director</b>	<b>Appointed</b>	<b>Resigned</b>
M J Danby	-	06 November 2013
R D Hook	21 November 2013	-
I McGillivray	-	21 March 2014
J D B Workman	-	21 March 2014
G H Cato	21 March 2014	-

**DIRECTORS' RESPONSIBILITIES STATEMENT**

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 a directors' report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 has been followed, and
- make an assessment of the Company's ability to continue as a going concern.

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 to enable them to ensure that the directors' report and financial statements comply with the requirements of 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.

**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the directors at the date of approval of this report confirms that:

- in so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- they 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 Company's auditor is aware of that information.

This confirmation is given and shall be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

**DIRECTORS' INDEMNITIES**

The Royal Bank of Scotland Group plc has indemnified Mr I McGillivray, Mr M J Danby and Mr J D B Workman under the qualifying third party terms.

**DIRECTORS' REPORT (continued)**

**AUDITOR**

Deloitte LLP have expressed their willingness to continue in office as auditor.

Approved by the Board of Directors and signed on its behalf:

A handwritten signature in black ink, appearing to be 'G H Cato', written over a horizontal line.

G H Cato  
Director  
4 July 2014

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROBOSCOT VENTURES LIMITED**

We have audited the financial statements of Roboscot Ventures Limited ('the Company') for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standards 101 Reduced Disclosure Framework.

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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with Reporting Standard 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ROBOSCOT VENTURES LIMITED (continued)**

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



**Simon Hardy, FCA** (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London, United Kingdom

4 July 2014



**PROFIT AND LOSS ACCOUNT**  
**For the year ended 31 December 2013**

		<b>2013</b>	<b>2012</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>Income from continuing operations</b>			
Interest income	2	401	620
<b>Profit before taxation</b>		<b>401</b>	<b>620</b>
Tax charge	4	(93)	(152)
<b>Profit and total comprehensive income for the year</b>		<b>308</b>	<b>468</b>

The accompanying notes form an integral part of these financial statements.

## BALANCE SHEET

As at 31 December 2013

	Notes	2013 £	2012 £
<b>Fixed Assets</b>			
Investments in Group undertakings	5	1	1
		1	1
<b>Current assets</b>			
Loans and receivables	6	94,284	104,035
Cash at bank	7	20,000	10,000
<b>Total assets</b>		<b>114,285</b>	<b>114,036</b>
<b>Creditors: amounts falling due within one year</b>			
Current tax liabilities		93	152
<b>Total liabilities</b>		<b>93</b>	<b>152</b>
<b>Equity: capital and reserves</b>			
Called up share capital	8	401	401
Profit and loss account		113,791	113,483
<b>Total shareholders' funds</b>		<b>114,192</b>	<b>113,884</b>
<b>Total liabilities and shareholders' funds</b>		<b>114,285</b>	<b>114,036</b>

The accompanying notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 4 July 2014 and signed on its behalf:



G H Cato  
Director

**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 December 2013**

	Share capital £	Profit and loss account £	Total £
<b>At 1 January 2012</b>	401	113,015	113,416
Profit for the year	-	468	468
<b>At 31 December 2012</b>	401	113,483	113,884
Profit for the year	-	308	308
<b>At 31 December 2013</b>	<b>401</b>	<b>113,791</b>	<b>114,192</b>

Total comprehensive income for the year of £308 (2012: £468) was wholly attributable to the owners of the Company.

The accompanying notes form an integral part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS****1. Accounting Policies****a) Preparation and presentation of financial statements**

The financial statements are prepared on the going concern basis and have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by IASB and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS) and under Financial Reporting Standard 101 (Reduced Disclosure Framework). The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

Accordingly, in the year ended 31 December 2013 the Company has changed from reporting under IFRS adopted by the European Union to FRS 101 as issued by the Financial Reporting Council which the Company has adopted early. This change is not considered to have had a material effect on the financial statements.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of a Cash Flow Statement, standards not yet effective and related party transactions. Where required, equivalent disclosures are given in the group accounts of The Royal Bank of Scotland Group plc, these accounts are available to the public and can be obtained as set out in note 9.

The financial statements are prepared on the historical cost basis.

The Company's financial statements are presented in Sterling which is the functional currency of the Company.

The Company is incorporated in the United Kingdom and registered in Scotland. The Company's financial statements are presented in accordance with the Companies Act 2006.

**Adoption of new and revised standards**

There are a number of changes to IFRS that were effective from 1 January 2013. They have had no material effect on the Company's financial statements for the year ended 31 December 2013.

**b) Revenue recognition**

Interest income on financial assets that are classified as loans and receivables and interest expense on financial liabilities is determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability (or group of financial assets or liabilities) and of allocating the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount. Calculation of the effective interest rate takes into account fees payable or receivable, that are an integral part of the instrument's yield, premiums or discounts on acquisition or issue, early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

**c) Taxation**

Income tax expense on income, comprising current tax and deferred tax, is recorded in the profit and loss account except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

**NOTES TO THE FINANCIAL STATEMENTS (continued)****1. Accounting policies (continued)****d) Taxation (continued)**

Deferred tax is the tax expected to be payable or recoverable in respect of temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered. Deferred tax is not recognised on temporary differences that arise from initial recognition of an asset or a liability in a transaction (other than a business combination) that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is calculated using tax rates expected to apply in the periods when the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, at the balance sheet date.

**e) Investments in Group undertakings**

Investments in Group undertakings are stated at cost less impairment.

**f) Financial assets**

On initial recognition, financial assets are classified as loans and receivables.

**Loans and receivables**

Non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as loans and receivables. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method less any impairment losses.

**g) Financial liabilities**

On initial recognition financial liabilities are classified at amortised cost.

**Amortised cost**

Other than derivatives, which are recognised and measured at fair value, all other financial liabilities are measured at amortised cost using the effective interest method (see accounting policy 1(b)).

**h) Cash and cash equivalents**

Cash and cash equivalents comprise cash and demand deposits with banks together with short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

**2. Interest income**

	2013	2012
	£	£
Interest on short-term deposits - Group	<u>401</u>	<u>620</u>

**3. Operating expenses****Staff costs, number of employees and directors' emoluments**

All staff and directors were employed by RBSG companies and RBSG, accounts for which contain full disclosure of employee benefit expenses incurred in the period including share based payments and pensions. The Company has no employees. The directors of the Company do not receive remuneration for specific services provided to the Company.

The auditor's remuneration for statutory audit work of £8,000 (2012: £8,000) for the Company was borne by The Royal Bank of Scotland plc. Remuneration paid to the auditor for non-audit work for the Company was £nil (2012: £nil).

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 4. Taxation

	2013 £	2012 £
<b>Current taxation:</b>		
UK corporation tax charge for the year	<u>93</u>	<u>152</u>

The actual tax charge does not differ from the expected tax charge computed by applying the blended UK corporation tax rate of 23.25% (2012: 24.5%).

## 5. Investments in Group undertakings

Investments in Group undertakings are carried at cost less impairment. There were no movements during the year:

	2013 £	2012 £
<b>At 1 January and 31 December</b>	<u>1</u>	<u>1</u>

The detail of the investment in Group undertaking is shown below. Its capital consists of one 'B' Ordinary Share.

Name of entity	Country of incorporation and operation	Percentage of ownership interest	Percentage of voting power held	Principal activity
Royal Bank Ventures Investments Limited	UK	24%	nil%	Equity investments

## 6. Loans and receivables

	2013 £	2012 £
Short-term deposits – Group	<u>94,284</u>	<u>104,035</u>

## 7. Cash at bank

	2013 £	2012 £
Cash at bank – Group	<u>20,000</u>	<u>10,000</u>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 8. Share capital

	2013 £	2012 £
<b>Authorised:</b>		
100 A Ordinary shares of 1p each	1	1
10,000 B Ordinary Shares of 1p each	100	100
10,000 C Ordinary Shares of 1p each	100	100
10,000 D Ordinary Shares of 1p each	100	100
10,000 E Ordinary Shares of 1p each	100	100
	<b>401</b>	<b>401</b>
<b>Allotted, called up and fully paid:</b>		
100 A Ordinary Shares of 1p each	1	1
10,000 B Ordinary Shares of 1p each	100	100
10,000 C Ordinary Shares of 1p each	100	100
10,000 D Ordinary Shares of 1p each	100	100
10,000 E Ordinary Shares of 1p each	100	100
	<b>401</b>	<b>401</b>

**Ordinary 'A' Shares**

The holders of these Shares are entitled to attend and vote at general meetings of the Company.

**Ordinary 'B' Shares**

The holders of these Shares are not entitled to attend and vote at general meetings of the Company. The shareholders are entitled to receive such dividends as are equal to the 'carried interest entitlement' under the RBV Carried Interest Scheme in respect of the RBV investment portfolio.

**Ordinary 'C' Shares**

The holders of these Shares are not entitled to attend and vote at general meetings of the Company. The shareholders are entitled to receive such dividends as are equal to the 'carried interest entitlement' under the RBV Carried Interest Scheme in respect of the Natwest IT Fund investment portfolio.

**Ordinary 'D' Shares**

The holders of these Shares are not entitled to attend and vote at general meetings of the Company. The shareholders are entitled to receive such dividends as are equal to the 'carried interest entitlement' under the RBV Carried Interest Scheme in respect of the Other Fund investment portfolio.

**Ordinary 'E' Shares**

The holders of these Shares are not entitled to attend and vote at general meetings of the Company. The shareholders are entitled to receive such dividends as are equal to the 'carried interest entitlement' under the RBV Co-Investment Carried Interest Scheme in respect of the RBV Co-investment portfolio.

On a return of capital on liquidation, the surplus assets of the Company remaining after payment of its liabilities shall be applied first to pay any arrears of any 'B', 'C', 'D' or 'E' dividends, second to repay 'the par value of the Shares to the 'B', 'C', 'D', 'E' shareholders, with any remaining balance being distributed to the 'A' shareholders.

## 9. Related parties

**UK Government**

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Financial Investments Limited, a company it wholly owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Company.

The Company enters into transactions with these bodies on an arms' length basis; they consisted solely of corporation tax which is separately disclosed in note 4.



**NOTES TO THE FINANCIAL STATEMENTS (continued)****9. Related parties (continued)****Group undertakings**

The Company's immediate parent company is The Royal Bank of Scotland plc, a company incorporated in the UK and registered in Scotland, heads the smallest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from RBS Secretariat, Gogarburn, PO Box 1000, Edinburgh EH12 1HQ.

The Company's ultimate holding company is The Royal Bank of Scotland Group plc, a company incorporated in the UK and registered in Scotland. As at 31 December 2013, The Royal Bank of Scotland Group plc heads the largest group in which the Company is consolidated. Copies of the consolidated accounts may be obtained from RBS Secretariat, Gogarburn, PO Box 1000, Edinburgh. EH12 1HQ.

**Capital Support Deed**

The Company, together with other members of the RBSG Group, is party to a capital support deed (CSD). Under the terms of the CSD, the Company may be required, if compatible with its legal obligations, to make distributions on, or repurchase or redeem, its Ordinary Shares. The amount of this obligation is limited to the Company's immediately accessible funds or assets, rights, facilities or other resources that, using best efforts, are reasonably capable of being converted to cleared, immediately available funds (the Company's available resources) together with any amounts distributed to it by its subsidiaries pursuant to the CSD. The CSD also provides that, in certain circumstances, funding received by the Company from other parties to the CSD becomes immediately repayable, such repayment being limited to the company's available resources.

**10. Post balance sheet events**

On 28 March 2014, the Company paid interim dividends of £6,324 to the holders of the 'C' ordinary shares on the Company's register of members.