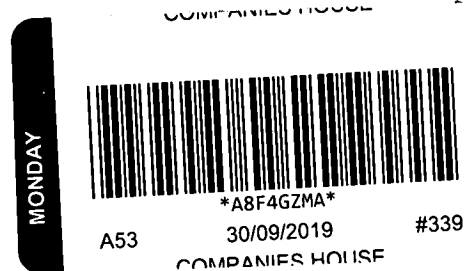


Registered number: 10803356

Devine&Partners Limited
Report And Financial Statements
31 December 2018



Rees Pollock
Chartered Accountants

Devine&Partners Limited

COMPANY INFORMATION

Director	Massimo Baggiani
Registered number	10803356
Registered office	2nd Floor 17 Lennox Gardens London SW1X 0DB
Independent auditors	Rees Pollock 35 New Bridge Street London EC4V 6BW

GROUP STRATEGIC REPORT
For the Year Ended 31 December 2018

Introduction

2018 was the first full year of activity for the Devine & Partners Limited. The group was busy on many fronts: finalising the FCA authorisation, setting up the IT system and raising capital for its first fund Pharus Asian Niches. The group passed due diligence from the platform on which the fund would be launched (Pharus), obtained regulatory approval from the CCSF and launched its website. Additionally the company obtained advisory and management mandates, marketed and published newsletters of the fund to be launched and created the reports for the equity Niches that are the focus of the first fund and many other activities. It was a set up year and with hindsight we can say that we managed it successfully to create the basis of our future business.

Business review

During the first three months of activity the group won three advisory contracts, one of which is recurring, and this helped the group to limit its first year loss. Leveraging on the network and the experience the director's have built in the many years they have been working in this business, the group managed to keep the cost structure under control while fulfilling all our duties and offering a solid structure to all our stakeholders. Though 2019 will be undoubtedly challenging the group has several potential contracts to conclude although the visibility is low. However, having already assured the group breaks even with what we have already signed now, we can build our project day by day in a constructive way.

Principal risks and uncertainties

The main risks and uncertainties for our business future lie in the market behaviour. Although we offer niches exposure, different from any other competitor, we manage a long only fund and if the market goes sour fewer people will be sensitive to our proposition. At the same time if the market does get sour there won't any performance fee to cash in and having chosen to charge low management fees our margins will be low. However, our budget takes into consideration the harsher environment and despite this indicates 2019 as a roughly breakeven year.

Financial key performance indicators

As of today there are roughly 30 mln euros in advisory and 16 mln euros in AUM which should increase to 55 mln euros at the end of 2019. Leaving outside any performance fee, the average management fee on this money will be 0.35%. This will be enough to cover the costs. The group has a different business model so we are happy to wait and sit till this model plays out and the opportunities arise.

This report was approved by the board on

12/04/19

and signed on its behalf.

Massimo Baggiari
Director



DIRECTOR'S REPORT

For the Year Ended 31 December 2018

The director presents his report and the financial statements for the year ended 31 December 2018.

Director

The director who served during the year was:

Massimo Baggiani

Results and dividends

The loss for the year, after taxation, amounted to £28,552 (2017 - profit £NIL).

Director's responsibilities statement

The director is responsible for preparing the Group Strategic Report, the Director's Report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the Group's financial statements 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 Group will continue in business.

The director is 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 the Group and to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Future developments

Devine&Partners is the holding company of Niche AM and does not have any operating role. Apart from its stake in Niche AM, the company at the 31/12/2018 holds approximately 38k £ in cash, that could be used to recapitalize the controlled company, should this need arise.

Disclosure of information to auditors

The director at the time when this Director's Report is approved has confirmed that:

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

DIRECTOR'S REPORT (CONTINUED)
For the Year Ended 31 December 2018

Post balance sheet events

There have been no significant events affecting the Group since the year end.

Auditors

The auditors, Rees Pollock, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 12 September 2019 and signed on its behalf.

Massimo Baggiani
Director



**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
DEVINE & PARTNERS LIMITED**

Opinion

We have audited the financial statements of Devine&Partners Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2018, which comprise the Group Statement of Income and Retained Earnings, the Group and Company Balance Sheets, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2018 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

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

Other information

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

Opinion 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 Group Strategic Report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Director's Report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF DEVINE&PARTNERS LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Director's Report.

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Director's Report and from the requirement to prepare a Group Strategic Report.

Responsibilities of directors

As explained more fully in the Director's Responsibilities Statement on page 2, the director is 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 director determines 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 director is responsible for assessing the Group's and the parent 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 director either intends to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

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 Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Philip Vipond (Senior Statutory Auditor)
for and on behalf of
Rees Pollock, Statutory Auditor

25 September 2019

CONSOLIDATED STATEMENT OF INCOME AND RETAINED EARNINGS
For the Year Ended 31 December 2018

	Note	2018 £	2017 £
Turnover	3	153,154	-
Administrative expenses		(181,896)	-
Operating (loss)/profit	4	(28,742)	-
Interest receivable and similar income		190	-
(Loss)/profit before tax		(28,552)	-
(Loss)/profit after tax		(28,552)	-
Loss for the year attributable to the owners of the parent		(28,552)	-
Retained earnings at the end of the year		(28,552)	-
Non-controlling interest at the end of the year			

There were no recognised gains and losses for 2018 or 2017 other than those included in the consolidated statement of income and retained earnings.

The notes on pages 12 to 16 form part of these financial statements.

CONSOLIDATED BALANCE SHEET
As at 31 December 2018

	Note	2018 £	2017 £
Current assets			
Debtors: amounts falling due within one year	8	20,209	
Cash at bank and in hand		387,445	350,000
		<u>407,654</u>	<u>350,000</u>
Creditors: amounts falling due within one year		(36,206)	
Net current assets		<u>371,448</u>	<u>350,000</u>
Net assets		<u>371,448</u>	<u>350,000</u>
Capital and reserves			
Called up share capital	10	400,000	350,000
Profit and loss account		(28,552)	-
Equity attributable to owners of the parent Company		<u>371,448</u>	<u>350,000</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 September 2019


Massimo Baggiani
Director

The notes on pages 12 to 16 form part of these financial statements.

COMPANY BALANCE SHEET
As at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	7	350,000	-
Current assets			
Debtors: amounts falling due within one year	8	6,614	-
Cash at bank and in hand		38,178	350,000
Net current assets		<u>44,792</u>	<u>350,000</u>
Net assets		<u><u>394,792</u></u>	<u><u>350,000</u></u>
Capital and reserves			
Called up share capital	10	400,000	350,000
Profit and loss account		(5,208)	-
		<u><u>394,792</u></u>	<u><u>350,000</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12 September 2019


Massimo Baggiani
Director

The notes on pages 12 to 16 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the Year Ended 31 December 2018

	Called up share capital £	Profit and loss account £	Equity attributable to owners of parent Company £	Total equity £
At 5 June 2017	-	-	-	-
Shares issued during the period	350,000	-	350,000	350,000
At 1 January 2018	350,000	-	350,000	350,000
Loss for the year	-	(28,552)	(28,552)	(28,552)
Shares issued during the year	50,000	-	50,000	50,000
At 31 December 2018	400,000	(28,552)	371,448	371,448

The notes on pages 12 to 16 form part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY
For the Year Ended 31 December 2018

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 5 June 2017	-	-	-
Shares issued during the period	350,000	-	350,000
At 1 January 2018	350,000	-	350,000
Loss for the year	-	(5,208)	(5,208)
Shares issued during the year	50,000	-	50,000
At 31 December 2018	400,000	(5,208)	394,792

The notes on pages 12 to 16 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
For the Year Ended 31 December 2018

	2018 £	2017 £
Cash flows from operating activities		
(Loss)/profit for the financial year	(28,552)	-
Adjustments for:		
Interest received	(190)	-
(Increase)/decrease in debtors	(20,209)	-
Increase in creditors	36,206	-
Net cash generated from operating activities	(12,745)	-
Cash flows from investing activities		
Interest received	190	-
Net cash from investing activities	190	-
Cash flows from financing activities		
Issue of ordinary shares	50,000	350,000
Net cash used in financing activities	50,000	350,000
Net increase in cash and cash equivalents	37,445	350,000
Cash and cash equivalents at beginning of year	350,000	-
Cash and cash equivalents at the end of year	387,445	350,000
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	387,445	350,000

The notes on pages 12 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2018

1. General information

Devine & Partners Ltd (the 'Company') is a private limited liability company registered in England.

The Company's registered address is 17 Lennox Gardens, London, SW1X 0DB

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Income and Retained Earnings in these financial statements.

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Income and Retained Earnings except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Income and Retained Earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Income and Retained Earnings within 'other operating income'.

2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6 Financial instruments

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

3. Turnover

The whole of the turnover is attributable to the Company's principal continuing activity.

All turnover arose within the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2018

4. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2018 £	2017 £
Exchange differences	4,492	-
Operating lease rentals	40,000	-
	<u>44,492</u>	<u>-</u>

5. Auditors' remuneration

	2018 £	2017 £
Fees payable to the Group's auditor for the audit of the Company's annual financial statements	1,800	-
	<u>1,800</u>	<u>-</u>

Fees payable to the Group's auditor and its associates in respect of:

Fee payable to the Group's auditor for the audit of the subsidiary's financial statements	7,200	-
Fee payable to the Group's auditor for the Group's non-audit services	2,400	-
	<u>9,600</u>	<u>-</u>

6. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	Group 2018 No.	Group 2017 No.	Company 2018 No.	Company 2017 No.
Directors	3	1	1	1
	<u>3</u>	<u>1</u>	<u>1</u>	<u>1</u>

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2018

7. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost	
Additions	350,000
At 31 December 2018	<u>350,000</u>

8. Debtors

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Trade debtors	20,209	-	-	-
Amounts owed by group companies	-	-	6,614	-
	<u>20,209</u>	<u>-</u>	<u>6,614</u>	<u>-</u>

9. Creditors: Amounts falling due within one year

	Group 2018 £	Group 2017 £
Other taxation and social security	11,827	-
Other creditors	2,058	-
Accruals and deferred income	22,321	-
	<u>36,206</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2018

10. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
400,000 (2017 - 350,000) Ordinary shares of £1.00 each	<u>400,000</u>	<u>350,000</u>

During the year 50,000 (2017: 350,000) ordinary shares were issued for a consideration of £1 each.

11. Commitments under operating leases

At 31 December 2018 the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2018 £	Group 2017 £
Not later than 1 year	<u>10,000</u>	-
	<u>10,000</u>	-

12. Related party transactions

During the year the group paid rental expenses of £40,000 (2017: £nil) to Massimo Baggiani a director of the company.

During the year £10,000 was loaned to Andrea Andreis a director of the Niche Asset Management Ltd which was fully repaid during the year plus £190 interest.

13. Controlling party

The controlling party during the year was Massimo Baggiani.