# **AKO Capital LLP**

**Report and Financial Statements** 

For the year ended 28 February 2017

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Registered No: OC312612

# Members' report

## Members

AKO Capital Management Limited

KAO Corporate Limited

M Ancupova

L Carr

N Dawson

F Delgado

A Dubin

T Eide

P Hargreaves

E Hoyle

P Leach

N Lilly

S Meldrum

M Monnelly

J Mulvihill

J O'Driscoll

S Rabel

S Ranu

C Reinecke

S Rozhdestvensky

D Sadikovic

J Sonnerhed

N Staples

N Tangen

G Thomassen

A Tierney

P Towler

M Wallis

D Woodburn

M Yates

### **Auditor**

Ernst & Young LLP 25 Churchill Place London

E14 5EY

#### **Bankers**

Svenska Handelsbanken AB Mayfair Branch 35 Hay's Mews London, W1J 5PY

## **Registered Office**

61 Conduit Street London W1S 2GB

Registered No: OC312612

## Members' report

The members present their report and the audited financial statements for the year ended 28 February 2017.

### Incorporation and commencement

AKO Capital LLP (the "LLP") was incorporated on 6 April 2005. The LLP was authorised to conduct investment business by the FCA on 14 July 2005.

Details of the LLP's Pillar 3 and UK Stewardship Code disclosures are available at www.akocapital.com.

#### Principal activity

The principal activity of the LLP is to provide investment management services to clients based in the Cayman Islands and Ireland. There have been no significant changes in this respect since the last annual report and no significant changes are anticipated in the foreseeable future.

#### Results and distributions

The results for the year are shown in the statement of comprehensive income on page 7.

#### Going concern

The LLP has sufficient financial resources and ongoing investment management contracts. It continues to operate profitably and the designated members have a reasonable expectation that the LLP has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

## Members' profit allocation

Profits for the year were shared among the members as governed by the Partnership Agreement dated 2 March 2015.

# Policy for members' drawings, subscriptions and repayments of members' capital

Policies for members' drawings, subscriptions and repayment of members' capital are governed by the Partnership Agreement.

During the course of the year members will receive priority distributions of pre-specified amounts which they are entitled to take as drawings in equal monthly instalments. They may also, at the discretion of the board, receive and draw further partial allocations against the profit for the year.

Initial capital contributions are required from each member as of the date of their joining the LLP. Except upon the winding up of the LLP or with the prior written consent of the board and where an equal amount is being contemporaneously contributed to the LLP by another member or by a further member and credited to that member's capital contribution account, no members are entitled to the return of any part of their capital whether on their cessation as a member or otherwise.

## Members

The members of the LLP during the year were as follows:
AKO Capital Management Limited
KAO Corporate Limited
M Ancupova
L Carr
N Dawson (appointed 1 January 2017)
F Delgado
A Dubin
T Eide

Registered No: OC312612

## Members' report

## **Members (continued)**

P Hargreaves

E Hoyle

P Leach

N Lilly

S Meldrum

M Monnelly

J Mulvihill

J O'Driscoll (appointed 1 January 2017)

R Pearce (resigned 31 December 2016)

S Rabel (appointed 14 November 2016)

S Ranu (appointed 1 January 2017)

C Reinecke

S Rozhdestvensky

D Sadikovic

J Sonnerhed

N Staples

N Tangen

G Thomassen

A Tierney

P Towler

M Wallis

D Woodburn

M Yates

N Tangen and D Woodburn were designated members for the year ended 28 February 2017. Post yearend, S Rabel became a designated member and D Woodburn resigned as a designated member on 12 April 2017.

## **Auditor**

Ernst & Young LLP have been appointed as auditor of the LLP. In accordance with S.485 of the Companies Act 2006 a resolution is to be proposed for the reappointment of Ernst & Young LLP as auditor of the LLP.

By order of the members

Stephen Rabel Designated Member

5 June 2017

## Statement of members' responsibilities

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

Legislation applicable to limited liability partnerships (Companies Act 2006 as modified by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) requires the members to prepare financial statements for each financial year. Under that law the Designated Members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland' and applicable law). Under this legislation the Designated Members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the LLP and of the profit or loss of the LLP for that year. In preparing those financial statements, the Designated Members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 LLP will continue in business.

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

## Independent auditor's report

to the members of AKO Capital LLP

We have audited the financial statements of AKO Capital LLP for the year ended 28 February 2017 which comprise the Statement of comprehensive income, the Statement of movement in members' interests, the Statement of financial position and Statement of cash flows and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

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

#### Respective responsibilities of members and auditor

As explained more fully in the Statement of members' responsibilities set out on page 4, the members 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 Financial Reporting Council'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 limited liability partnership's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the designated members; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Financial Statements 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 limited liability partnership's affairs as at 28 February 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

## Independent auditor's report

to the members of AKO Capital LLP (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 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- ▶ the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit

Ahmer Huda (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

East + Young LLP

London

June 2017

# Statement of comprehensive income

for the year ended 28 February 2017

	<b>.</b>	2017	2016
Income Management and performance fees Other Income	Notes 2	£ 132,035,277 19,357	£ 115,122,221
Expenses Distribution costs Expenses reimbursed to AKO Capital Management Limited		261 (4,603,408)	(2,524,455) (4,697,986)
Operating profit and profit on ordinary activities before Investment income and interest	3	127,451,487	107,899,780
Fair value gains on investments Interest receivable Interest payable		3,797,681 42,359 85	702,079 37,476 (2,614)
Profit for the financial year before members' remuneration and profit shares		131,291,612	108,636,721
Members' remuneration charged as an expense		(2,723,292)	(2,370,202)
Profit for the financial year available for discretionary division among members and total comprehensive income for the year		128,568,320	106,266,519

All of the above results are derived from continuing activities. There were no other recognised gains and losses other than those stated above.

# Statement of movements in members' interests

for the year ended 28 February 2017

Year ended 28 February 2017	Members capita £		s interesi	due to r members les.	Members' total
At 29 February 2016 Members' remuneration charged as an expense	1,438,000	65,146,899	66,584,899	(19,676) 2,723,292	66,565,223 2,723,292
Profit or loss for the financial year available for discretionary division among members	-	128,568,320	128,568,320		128,568,320
Members' interests after profit	1,438,000	193,715,219	195,153,219	2,703,616	197,856,835
for the year Profit allocations Introduced by members Other movements (see Note 1(f)) Distributions	15,000	(98,564,523) - (9,148,757) -		<del>-</del>	15,000 (9,148,757) (101,259,379)
At 28 February 2017	1,453,000	86,001,939	87,454,939	8,760	87,463,699
Year ended 29 February 2016	t.	£ a	£ £	£ £	£
At 28 February 2015	1,423,000	51,991,524	53,414,524	11,023,414	64,437,938
Members' remuneration charged as an expense Profit or loss for the financial year available for discretionary	-	-	-	2,370,202	2,370,202
division among members	-	106,266,519	106,266,519	-	106,266,519
Members' interests after profit for the year Profit allocations Introduced by members Special Capital Introduced Special Capital Withdrawn Other movements (see Note 1(f)) Distributions	15,000 41,294,524 (41,294,524)		(80,096,829) 15,000 41,294,524 (41,294,524) (13,014,315)	13,393,616 80,096,829 - - - - (93,510,121)	173,074,659 15,000 41,294,524 (41,294,524) (13,014,315) (93,510,121)
At 29 February 2016	1,438,000	65,146,899	66,584,899	(19,676)	66,565,223
•		· <del></del>			

# Statement of financial position

at 28 February 2017

	Notes	2017	2016
	wotes	£	£
Investments	5	29,491,443	20,737,458
Current assets Debtors Cash	6	13,445,259 44,519,771	11,467,525 34,476,929
		87,456,473	66,681,912
Current liabilities Creditors: amounts falling due within one year	7.	(1,534)	(97,013)
Net assets attributable to members		87,454,939	66,584,899
Represented by:			
Equity Members' capital classified as equity Other reserves		1,453,000 86,001,939	1,438,000 65,146,899
		87,454,939	66,584,899
Total members' interests			
		2017 £	2016 £
Loans and other amounts from/(due to) members less advance		8,760	(19,676)
Members' other interests		87,454,939	66,584,899
Members' total interests		87,463,699	66,565,223
		<del></del>	

The financial statements on pages 7 to 16 were approved by the members on 7 June 2017 and signed on their behalf by

Stephen Rabel Designated Member

# Statement of cash flows

for the year ended 28 February 2017

	Notes	2017 £	2016 £
Net cash inflow from operating activities	9(a)	125,199,216	108,364,839
Investing activities	- (-)	<del></del>	
Interest received	9(b)	42,444	34,862
Purchase of Investments	• • • • • • • • • • • • • • • • • • • •	(12,858,082)	(10,905,613)
Sales of investments		230,665	<del>-</del>
Net cash flow from investing activities		(12,584,973)	(10,870,751)
Financing activities			
Members' distributions	9(b)	(93,588,266)	(86,919,521)
Members' capital contributed		20,000	25,000
Members' capital returned		(5,000)	(10,000)
Payments of members taxation		(8,998,135)	(17,739,315)
Net cash flow from financing activities	(	102,571,401)	(104,643,836)
Increase / (decrease) in cash	9(c)	10,042,842	(7,149,748)
Cash at beginning of year		34,476,929	41,626,677
Cash equivalents at end of year		44,519,771	34,476,929

for the year ended 28 February 2017

## 1. Accounting policies

#### (a) Statement of compliance

AKO Capital LLP is a limited liability partnership incorporated in England and Wales. The registered office of the LLP is 61 Conduit Street, London W1S 2GB.

The LLP's financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") as it applies to these financial statements for the year ending 29 February 2016 and in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and the Statement of Recommended Practice "Accounting by Limited Liability Partnerships" (SORP) issued on January 2017.

#### (b) Basis of accounting

The financial statements have been prepared on a going concern basis and under the historical cost convention as modified by the revaluation of investments and in accordance with applicable UK accounting standards and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' dated July 2014.

#### (c) Turnover

Income, which is stated net of value added tax, represents fees receivable from investment management services. Fee income is recognised when the LLP obtains the right to consideration in exchange for its performance of services.

## (d) Foreign currencies

The functional and presentation currency is GBP. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken to the statement of comprehensive income.

#### (e) Members' participation rights

Non-discretionary amounts that become due to members in respect of participation rights in the profits of the LLP for the financial year and which give rise to liabilities are presented as an expense within the profit and loss account. Amounts becoming due to members in respect of equity participation rights following a discretionary division of profits are debited directly to reserves in the year in which the division occurs.

#### (f) Taxation

AKO Capital LLP's operates the AKO Member Incentivisation and Retention Plan in accordance with the remuneration requirements of the Alternative Investment Fund Manager Directive ("AIFMD"). Tax paid by AKO Capital LLP, in its capacity as the representative AlFM partner, on relevant restricted profits arising under this plan is offset against other reserves to the extent it is allocated to individual members. Tax paid in advance as a payment on account is included as an amount receivable.

Otherwise no provision has been made for taxation in the financial statements as each member is exclusively liable for any tax liabilities arising out of their interest in the LLP, which will be assessed on the individual members and not on the LLP.

#### (g) Expenses

Expenses are recognised on an accrual basis.

for the year ended 28 February 2017

## 1. Accounting policies (continued)

#### (h) Financial instruments

The LLP has chosen to adopt Section 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised in the Statement of financial position when the LLP becomes a party to the contractual provisions of the instrument.

#### (i) Trade receivables

Trade receivables are measured at fair value on initial recognition. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

#### (ii) Investments

Investments are recognised initially at fair value which is normally the transaction price (but excludes any transaction costs, where the investment is subsequently measured at fair value through profit and loss). Subsequently they are measured at fair value through profit or loss. Gains and losses on equity investments arising from changes in fair value and foreign exchange rates are included in the Statement of Comprehensive Income for the year.

#### (iii) Cash

Cash in the Statement of financial position comprise cash at banks and in hand

#### (iv) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the Financial Statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle to liability simultaneously.

#### (i) Key judgements and estimates

In applying the LLP's accounting policies, the members may be required to make judgements and estimates that could impact the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year.

The members consider the classification of member's remuneration as discretionary or fixed remuneration as being the significant accounting judgements made during the year:

The members' estimates are based on the evidence available at the time; including historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such estimates, the actual results and outcomes may differ. Estimates are reviewed on an on-going basis and revisions to accounting estimates are recognised in the year in which the estimate is revised.

The members are not aware of any significant sources of estimation uncertainty in the preparation of the financial statements.

#### 2. Income

Income is attributable to one activity, the provision of investment management services, and arises from continuing activities in the UK. Turnover in the year arose from the supply of services to the Cayman Islands and Ireland.

## 3. Operating profit

Costs associated with the audit of AKO Capital LLP of £12,500 (2016 - £12,500) are paid by AKO Capital Management Limited and are included in the financial statements of that company.

for the year ended 28 February 2017

#### 4. Members' remuneration

	2017	2016
	£	£
Profit attributable to member with largest entitlement to profit	67,493,352	54,355,445

For the purpose of the above disclosure entitlements to profits are calculated as the sum of the non discretionary amounts charged in the profit and loss account, the discretionary divisions of profits debited directly to reserves in the year and any distributions made under the AKO Member Incentivisation and Retention Plan.

The average number of members in the year was 28 (2016 - 25).

#### 5. Investments

	2017	2016
	£	. £
Balance at start of year Additions Disposals Fair value gains	20,737,458 12,858,084 (7,901,780) 3,797,681	15,720,366 10,905,613 (6,590,600) 702,079
Balance at end of year	29,491,443	20,737,458
	<del></del>	
Investments comprise:	2017	2016
	£	£
Investment in AKO Fund Limited – USD shares Investment in AKO Fund Limited – Euro shares Investment in AKO Global Fund – USD shares Investment in AKO Global Fund - Euro shares Investment in AKO Global UCITS Fund Investment in AKO Global UCITS Fund – USD shares Investment in AKO Global UCITS Fund – Euro shares	14,873,212 14,034,792 226,122 221,614 — 67,846 67,857	10,514,173 9,988,364 — — — — — — — — — — — —
	29,491,443	20,737,458

All investments held by the LLP in funds are designated as financial assets measured at fair value through profit or loss. Gains and losses arising from changes in fair value of £3,797,681 (2016 - £702,079) are included in the Statement of comprehensive income.

Per FRS 102 an entity shall use the following hierarchy to estimate the fair value of the shares as at the reporting date:

- Level 1: The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.
- Level 3: Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

In accordance with the aforementioned fair value hierarchy, the investments listed below have been designated level 2 financial instruments.

for the year ended 28 February 2017

## 5. Investments (continued)

#### Sensitivity to risks

Market risk

The LLP is exposed to market risk through its investments in the AKO fund entities as the value of those funds is inherently affected by movements in the underlying financial markets in which those funds invest. However the AKO fund entities are of an absolute return nature and so changes in their Net Asset Value should not be directly related to these market movements. The impact on the statement of financial position of a 5% fall in the Net Asset Values of the funds would be a £1,475,000 fall in the value of these investments.

#### Foreign exchange risk

The fair value of investments includes a portion denominated in foreign currencies. At 28 February 2017 the sensitivity of the profit for the financial year to a 2% movement in the exchange rate of the British Pound against the US Dollar and Euro was, respectively, £303,000 and £286,000 (2016 - £210,000 and £204,000).

#### Liquidity risk

The investments in the AKO Fund Limited are redeemable at Net Asset Value on the quarterly dealing days with 90 days' notice. The investments in the AKO Global Fund Limited are redeemable at Net Asset Value on the monthly dealing days with one month's notice. The investments in the AKO Global UCITS Fund are redeemable at Net Asset Value on the weekly dealing days with one day's notice.

#### Credit risk

The credit risk relating to investments arises from the default of a counterparty, with a maximum exposure equal to the carrying amount of these investments. The directors do not believe there is significant credit risk as:

- all funds are managed by the LLP and are liquid investments;
- none of the LLP's debtors are either past due or impaired; and
- cash is held with Svenska Handelsbanken AB, whose credit rating is Aa2 (Moody's) / AA- (S&P).

## 6. Debtors

		2017	2016
		£	£
	Trade debtors	8,289,237	6,264,765
	Amounts owed by related parties (see note 8)	590,404	458,084
	Advances to members	(8,760)	19,676
	Tax paid in advance on behalf of members	4,574,378	4,725,000
		13,445,259	11,467,525
7.	Creditors: amounts falling due within one year		<del></del>
	, , ,	2017	2016
		£	£
	VAT	1,534	=
	Amounts owed to related parties (see note 8)	• <del></del>	97,013
		1,534	97,013
		-	

for the year ended 28 February 2017

8.	Balances with related parties		2017	2016
	Entity	Incorporated	2017 £	2016 £
	Amounts receivable	·		
	AKO Capital Management Limited	United Kingdom	590,404	458,084
	Amounts payable			
	AKO Capital (Jersey) Limited	Jersey	-	97,013
9.	Notes to the statement of cash flow	vs	<u>*************************************</u>	-
	(a) Reconciliation of operating profit to no	et cash outflow from opera	-	
		•	2017 £	2016 £
	Operating profit (Increase) / Decrease in debtors (Decrease) in creditors		127,451,487 (2,156,792) (95,479)	107,899,780 685,162 (220,103)
			125,199,216	108,364,839
			. 0	
	(b) Analysis of cash flows for headings ne	tied in the statement of cas		2016
			2017 £	2016 £
	Returns on investments and servicing of fin	iance:		
	Interest received Interest paid		42,359 85	37,476 (2,614)
			42,444	34,862
	•			=
			2017 £	2016 £
	Transactions with Members: Payments to members – distributions Payments to members – distributions of previous payments to members – Special Capital withd Contributions by members – capital Contributions by members – Special Capital		(81,095,827) (12,492,439) - 15,000 - (93,573,266)	(72,900,242) (14,019,279) (16,147,034) 15,000 16,147,034 (86,904,521)
			, , ,	

for the year ended 28 February 2017

## 9. Notes to the statement of cash flows (continued)

(c) Analysis of changes in net funds

Ai At
29 February Cash 28 February
2016 flows 2017
£ £ £
34,476,929 10,042,842 44,519,771

Cash at bank

## 10. Related parties

AKO Capital Management Limited is a member of the LLP. During the year the LLP reimbursed AKO Capital Management Limited £4,603,408 (2016 - £4,697,986) in respect of expenses it had incurred on behalf of the LLP.

Expenses include (£261) (2016 - £2,524,455) of marketing and distribution fees paid to AKO Capital (Jersey) Limited, which is a related party and the parent undertaking of AKO Capital Management Limited.

Amounts owed to and by these related parties are shown in note 8 above.

The investments shown in note 5 are in the fund entities of which the LLP is the investment manager.

During the year cash of £13,080,517 and shares in the AKO Fund Limited with a historic cost of £7,671,115 were distributed to Members under a revised AKO Member Incentivisation and Retention Plan which was introduced as of 1 March 2014 to comply with the requirements of the Alternative Investment Fund Managers Directive.

#### 11. Subsequent events

In April and May 2017 total cash of £16,914,883 and shares in the AKO Fund Limited with a historic cost of £10,000,678 were distributed to Members under the AKO Member Incentivisation and Retention Plan which was introduced as of 1 March 2014 to comply with the requirements of the Alternative Investment Fund Managers Directive.

## 12. Ultimate controlling party

N Tangen is the ultimate controlling party.