

**AUBREY CAPITAL MANAGEMENT
LIMITED**

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 OCTOBER 2014

TUESDAY



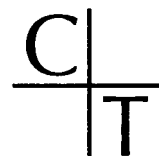
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AUBREY CAPITAL MANAGEMENT LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

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AUBREY CAPITAL MANAGEMENT LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

The Board of Directors

Mr A Dalrymple
Mrs L A Thornton
Mrs S F Bentley Hamlyn
Mr B M McCorkell
Mr S J Milne
Mr I J Blair

Company Secretary

Mr B M McCorkell

Registered Office

10 Coates Crescent
Edinburgh
EH3 7AL

Auditor

Chiene + Tait LLP
Chartered Accountants
& Statutory Auditor
61 Dublin Street
Edinburgh
EH3 6NL

Bankers

Adam & Company
25 St Andrew Square
Edinburgh
EH2 1AF

Solicitors

Dickson Minto WS
16 Charlotte Square
Edinburgh
EH2 4DF

AUBREY CAPITAL MANAGEMENT LIMITED

STRATEGIC REPORT

YEAR ENDED 31 OCTOBER 2014

The directors' present their strategic report for Aubrey Capital Management Limited for the year ended 31 October 2014.

REVIEW AND ANALYSIS OF THE BUSINESS DURING THE CURRENT YEAR

Aubrey Capital Management Limited is a specialist Investment Manager with a particular focus on growth equities and Global and Regional Conviction Funds and mandates.

Key performance indicators

The company is reporting a profit of £30,514 for the financial year to 31 October 2014. Funds under Management have increased from £335m as at 31 October 2013 to £355m as at 31 October 2014.

Development and financial performance during the year

The profit for the year, after taxation, amounted to £30,514.

It was a year of sound progress in growing funds under management, widening marketing reach and continuing investment in people and systems. The Directors look forward positively to the future.

Financial position at the reporting date

The balance sheet shows that the Company's net assets at the year end have increased from £887,017 to £917,531.

PRINCIPAL RISKS AND UNCERTAINTIES FACING THE BUSINESS

The Directors well understand the risks involved within a business linked to investment sentiment, the most obvious being that any period of persistent market weakness impacts directly on the income stream for the company by way of reduced management fee income, the likelihood of redemptions and difficulty in marketing. Weakness also impacts on the ability both to retain holders and to sell new units in the funds in uncertain times.

APPROVAL

This report was approved by the board on 18th February 2015 and signed on its behalf by:



Signed on behalf of the directors
Mr B M McCorkell

Company Secretary

AUBREY CAPITAL MANAGEMENT LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 OCTOBER 2014

The directors present their report and the financial statements of the company for the year ended 31 October 2014.

Results and dividends

The profit for the year amounted to £30,514. The directors have not recommended a dividend.

The directors and their interests in the shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

		At 31 October 2014	At 1 November 2013
Mr A Dalrymple	Ordinary Shares	87,884	87,884
Mrs L A Thornton	Ordinary Shares	26,365	26,365
Mrs S F Bentley Hamlyn	Ordinary Shares	32,900	32,900
Mr B M McCorkell	Ordinary Shares	24,675	24,675
Mr S J Milne	Ordinary Shares	6,813	6,813
Mr I J Blair	Ordinary Shares	1,000	1,000

Directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' 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). 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 year.

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;
- 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.

Strategic report

The strategic report is set out on page 2.

AUBREY CAPITAL MANAGEMENT LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 OCTOBER 2014

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditors

Our auditors, Chiene + Tait, have advised us that as of 1 October 2014 they transferred their entire business to Chiene + Tait LLP. The Board have therefore appointed Chiene + Tait LLP as auditors with effect from 1 October 2014 and that appointment will fall to be confirmed at the Annual General Meeting.

Signed on behalf of the directors



Mr B M McCorkell

Company Secretary

Approved by the directors on 18 February 2015

We have audited the financial statements of Aubrey Capital Management Limited for the year ended 31 October 2014 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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 set out on page 3, 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 October 2014 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

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

AUBREY CAPITAL MANAGEMENT LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AUBREY CAPITAL MANAGEMENT LIMITED *(continued)*

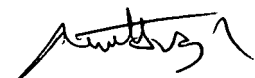


YEAR ENDED 31 OCTOBER 2014

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.


JEREMY CHITTLEBURGH BSC CA (Senior Statutory Auditor)
For and on behalf of
CHIENE + TAIT LLP
Chartered Accountants & Statutory Auditor

61 Dublin Street
Edinburgh
EH3 6NL

20/2/15

AUBREY CAPITAL MANAGEMENT LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 OCTOBER 2014

	Note	2014 £	2013 £
Turnover	2	1,924,498	1,863,181
Administrative expenses		1,895,226	1,842,515
Operating profit	3	29,272	20,666
Interest receivable		714	2,641
Profit on ordinary activities before taxation		29,986	23,307
Tax on profit on ordinary activities	6	(528)	528
Profit for the financial year		30,514	22,779

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

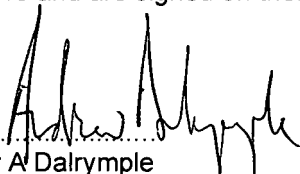
AUBREY CAPITAL MANAGEMENT LIMITED

BALANCE SHEET

31 OCTOBER 2014

	Note	£	2014 £	2013 £
Fixed assets				
Tangible assets	8		<u>72,293</u>	<u>17,002</u>
Current assets				
Debtors	9	247,616		261,871
Cash at bank and in hand		<u>759,781</u>		<u>758,850</u>
		1,007,397		1,020,721
Creditors: amounts falling due within one year	10	<u>162,159</u>		<u>150,706</u>
Net current assets			<u>845,238</u>	<u>870,015</u>
Total assets less current liabilities			<u>917,531</u>	<u>887,017</u>
Capital and reserves				
Called-up equity share capital	13		2,640	2,640
Share premium account	14		1,206,654	1,206,654
Profit and loss account	14		<u>(291,763)</u>	<u>(322,277)</u>
Shareholders' funds	14		<u>917,531</u>	<u>887,017</u>

These financial statements were approved by the directors and authorised for issue on 18 February 2015 and are signed on their behalf by:


.....
Mr A Dalrymple

Company Registration Number: SC299239

AUBREY CAPITAL MANAGEMENT LIMITED

CASH FLOW STATEMENT

YEAR ENDED 31 OCTOBER 2014

	Note	£	2014 £	2013 £
Net cash inflow from operating activities	15		71,851	47,198
Returns on investments and servicing of finance	15		714	2,641
Taxation	15		(508)	(267)
Capital expenditure and financial investment	15		(71,126)	(7,107)
Cash inflow before financing			<u>931</u>	<u>42,465</u>
Financing	15		—	470,652
Increase in cash	15		<u>931</u>	<u>513,117</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Going concern

The financial statements have been prepared on a going concern basis. The directors have assessed the Company's ability to continue as a going concern and have reasonable expectation that the Company 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 these financial statements.

Turnover

Turnover shown in the profit and loss accounts represents the value of investment management work undertaken during the year, both invoiced and uninvoiced.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures & Fittings	- 20% straight line
Computer Equipment	- 25% straight line

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company provides for amounts payable to defined contribution pension schemes for certain employees.

Deferred taxation

Deferred tax is provided on the liability method to take account of timing differences between the treatment for certain items for accounts purposes and the treatment for tax purposes. Tax deferred is accounted for in respect of all material timing differences. Deferred tax assets are only recognised to the extent that they are regarded as recoverable.

Foreign currencies

Assets and liabilities 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 into account in arriving at the operating profit.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	2014 £	2013 £
United Kingdom	1,140,083	1,119,488
Rest of Europe	627,553	459,994
Rest of World	156,862	283,699
	<u>1,924,498</u>	<u>1,863,181</u>

3. Operating profit

Operating profit is stated after charging:

	2014 £	2013 £
Depreciation of owned fixed assets	15,835	7,474
Operating lease costs:		
- Plant and equipment	6,641	6,583
- Other	34,513	33,782
Net loss on foreign currency translation	1,996	12,546
Auditor's remuneration - audit of the financial statements	1,850	1,820
Auditor's remuneration - other fees	6,915	7,910
	<u>1,850</u>	<u>1,820</u>
	2014 £	2013 £
Auditor's remuneration - audit of the financial statements	1,850	1,820
Auditor's remuneration - other fees:		
- Taxation services	1,375	1,225
- Other services	5,540	6,685
	<u>6,915</u>	<u>7,910</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

4. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2014 No	2013 No
Number of administrative staff	11	9
Number of management staff	6	6
	<u>17</u>	<u>15</u>

The aggregate payroll costs of the above were:

	2014 £	2013 £
Wages and salaries	1,152,945	1,005,487
Social security costs	126,306	111,725
Other pension costs	16,250	29,253
	<u>1,295,501</u>	<u>1,146,465</u>

5. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	2014 £	2013 £
Remuneration receivable	<u>696,500</u>	<u>638,500</u>

Remuneration of highest paid director:

	2014 £	2013 £
Total remuneration (excluding pension contributions)	<u>140,250</u>	<u>125,000</u>

6. Taxation on ordinary activities

(a) Analysis of charge in the year

	2014 £	2013 £
Current tax:		
UK Corporation tax based on the results for the year at 21.83% (2013 - 23.41%)	(528)	528
Total current tax	<u>(528)</u>	<u>528</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

6. Taxation on ordinary activities (*continued*)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 21.83% (2013 - 23.41%).

	2014 £	2013 £
Profit on ordinary activities before taxation	<u>29,986</u>	<u>23,307</u>
Profit on ordinary activities by rate of tax	6,545	4,661
Accelerated capital allowances	(12,318)	(206)
Expenses disallowed	3,378	1,168
Adjustment for pension provision	(3,450)	2,701
Losses brought forward	555	-
Adjustments to tax charge in respect of previous periods	(528)	-
Losses carried forward	<u>5,290</u>	<u>(7,796)</u>
Total current tax (note 6(a))	<u>(528)</u>	<u>528</u>

(c) Factors that may affect future tax charges

A deferred tax asset of £47,722 (2013: £57,323) exists at the year end which arises from trading losses carried forward. Its recoverability is dependent upon future taxable trading profits arising, the likelihood of which cannot at this stage be determined with reasonable certainty.

7. Pension contributions

The company pays premiums into personal pension schemes on behalf of employees. Pension contributions of £16,250 (2013: £29,253) were charged during the year, and contributions amounting to £16,250 (2013: £29,183) were outstanding at the year end.

8. Tangible fixed assets

	Fixtures & Fittings £	Computer Equipment £	Total £
Cost			
At 1 November 2013	7,170	42,469	49,639
Additions	67,548	3,578	71,126
Disposals	-	(14,844)	(14,844)
At 31 October 2014	<u>74,718</u>	<u>31,203</u>	<u>105,921</u>
Depreciation			
At 1 November 2013	4,353	28,284	32,637
Charge for the year	9,094	6,741	15,835
On disposals	-	(14,844)	(14,844)
At 31 October 2014	<u>13,447</u>	<u>20,181</u>	<u>33,628</u>
Net book value			
At 31 October 2014	<u>61,271</u>	<u>11,022</u>	<u>72,293</u>
At 31 October 2013	<u>2,817</u>	<u>14,185</u>	<u>17,002</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

9. Debtors

	2014 £	2013 £
Trade debtors	44,281	60,619
Corporation tax repayable	508	—
Prepayments and accrued income	202,827	201,252
	<u>247,616</u>	<u>261,871</u>

10. Creditors: amounts falling due within one year

	2014 £	2013 £
Trade creditors	12,748	13,346
Corporation tax	—	528
PAYE and social security	63,583	39,952
VAT	8,619	6,597
Accruals and deferred income	77,209	90,283
	<u>162,159</u>	<u>150,706</u>

11. Commitments under operating leases

At 31 October 2014 the company had annual commitments under non-cancellable operating leases as set out below.

	2014		2013	
	Land and buildings £	Other Items £	Land and buildings £	Other Items £
Operating leases which expire:				
Within 1 year	—	—	43,000	—
Within 2 to 5 years	51,600	7,703	—	6,583
	<u>51,600</u>	<u>7,703</u>	<u>43,000</u>	<u>6,583</u>

12. Related party transactions

Aubrey Capital Management Limited ("ACM") is engaged in a strategic partnership with Treasury Group of Australia ("TG"). TG also holds 100% of the A and B shares in the company.

During the year ended 31 October 2014, ACM was reimbursed by TG for £235,718 (2013: £155,576) of salary costs incurred on its behalf. At 31 October 2014, ACM was due a balance from TG of £31,227 (2013: £38,132) for recharged salary costs.

In the same period ACM was charged by TG for investment management and investment compliance services amounting to £48,788 (2013: £88,605). At the 31 October 2014, ACM was due no balance to TG for compliance services.

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

13. Share capital

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £0.01 each	181,768	1,818	181,768	1,818
Convertible A shares of £0.01 each	51,795	518	51,795	518
Convertible B shares of £0.01 each	30,477	305	30,477	305
	<u>264,040</u>	<u>2,640</u>	<u>264,040</u>	<u>2,640</u>

The holders of Convertible A shares have the same rights as the holders of Ordinary Shares provided that the holders of Convertible A shares will not be entitled to receive dividends, but will, at the sole discretion of the Directors, be entitled to be paid cumulative monthly interest on the aggregate subscription amount at a rate of 7% per annum.

The holders of the Convertible B shares have the same rights as the holders of Ordinary Shares provided that the holders of the Convertible B shares will not be entitled to vote at general meetings, or receive dividends.

14. Reconciliation of shareholders' funds and movement on reserves

	Share capital	Share premium account	Profit and loss account	Total share-holders' funds
	£	£	£	£
Balance brought forward	2,640	1,206,654	(322,277)	887,017
Profit for the year	–	–	30,514	30,514
Balance carried forward	<u>2,640</u>	<u>1,206,654</u>	<u>(291,763)</u>	<u>917,531</u>

15. Notes to the cash flow statement

Reconciliation of operating profit to net cash inflow from operating activities

	2014	2013
	£	£
Operating profit	29,272	20,666
Depreciation	15,835	7,474
Decrease/(increase) in debtors	14,763	(26,992)
Increase in creditors	11,981	46,050
Net cash inflow from operating activities	<u>71,851</u>	<u>47,198</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

15. Notes to the cash flow statement (*continued*)

Returns on investments and servicing of finance

	2014 £	2013 £
Interest received	714	2,641
Net cash inflow from returns on investments and servicing of finance	<u>714</u>	<u>2,641</u>

Taxation

	2014 £	2013 £
Taxation	<u>(508)</u>	<u>(267)</u>

Capital expenditure

	2014 £	2013 £
Payments to acquire tangible fixed assets	<u>(71,126)</u>	<u>(7,107)</u>
Net cash outflow from capital expenditure	<u>(71,126)</u>	<u>(7,107)</u>

Financing

	2014 £	2013 £
Issue of equity share capital	—	204
Share premium on issue of equity share capital	—	470,448
Net cash inflow from financing	<u>—</u>	<u>470,652</u>

Reconciliation of net cash flow to movement in net funds

	2014 £	2013 £
Increase in cash in the period	<u>931</u>	<u>513,117</u>
Movement in net funds in the period	<u>931</u>	<u>513,117</u>
Net funds at 1 November 2013	<u>758,850</u>	<u>245,733</u>
Net funds at 31 October 2014	<u>759,781</u>	<u>758,850</u>

Analysis of changes in net funds

	At 1 Nov 2013 £	Cash flows £	At 31 Oct 2014 £
Net cash:			
Cash in hand and at bank	<u>758,850</u>	<u>931</u>	<u>759,781</u>
Net funds	<u>758,850</u>	<u>931</u>	<u>759,781</u>

AUBREY CAPITAL MANAGEMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 OCTOBER 2014

16. Pillar 3 disclosures

Aubrey Capital Management Limited ("Aubrey") is authorised and regulated by the Financial Conduct Authority ("FCA"). The FCA is responsible, in the United Kingdom, for the implementation of the 2006 Capital Requirements Directive of the European Union. This Directive established a new regulatory capital framework for the financial services industry.

The company is required to make disclosures of its capital, risk exposures and risk assessment processes in compliance with part 11 of the Prudential Sourcebook for Banks, Building Societies and Investment, and these are available on request from Aubrey's registered office.

The company is also required to make disclosures of certain staff remuneration in compliance with FCA regulations and this is also available on request from Aubrey's registered office.

17. Ultimate controlling party

In the opinion of the directors, there is no ultimate controlling party.