



**SANLAM WEALTH PLANNING HOLDINGS
UK LIMITED**

Annual Report and Financial Statements
for the year ended 31 December 2017

WEDNESDAY



A75MAJSQ

A14

09/05/2018

#216

COMPANIES HOUSE

Sanlam Wealth Planning Holdings UK Limited

Directors

J P Gibson
A J F Morley
J C Polin
J D White

Secretary

J P Gibson (appointed 31 March 2017)

Auditors

Ernst & Young LLP
25 Churchill Place
London
E14 5EY

Registered Office

St Bartholomew's House
Lewins Mead
Bristol
BS1 2NH

Registered Number

03882013

Sanlam Wealth Planning Holdings UK Limited

Strategic Report

The directors have pleasure in submitting their Strategic Report for the year ended 31 December 2017.

Principal activity, review of the business and future developments

The principal activity of the Company is that of a strategic holding company for its subsidiary, Sanlam Wealth Planning UK Limited, whose principal activity is the provision of restricted financial planning advice.

Incorporation

The Company was incorporated in Wales.

Principal risks and uncertainties

The Company's trading results are affected by consumer confidence, industry changes and economic conditions. These risks continue in the current market conditions and for the foreseeable future. The Company is exposed to the operational risk that it fails to meet its contractual and regulatory obligations.

Results

The loss for the year, after taxation, amounted to £2,941,481 (2016: loss of £1,757,241). The increased loss was due to the removal of the amount recharged to the Company's subsidiary, Sanlam Wealth Planning UK Limited which amounted to £1,200,000 in 2016.

The directors do not recommend a dividend this period (2016: £ nil).

By Order of the Board



J P Gibson
Company Secretary
.....24/4/.....2018

Sanlam Wealth Planning Holdings UK Limited

Directors' Report

The directors have pleasure in submitting their Directors' Report and audited Financial Statements for the year ended 31 December 2017.

Directors, directors' interests and directors' qualifying third party indemnity provisions

The directors throughout the year were:

J P Gibson
A J F Morley
J D White
S P Haines (resigned 31 March 2017)
J C Polin

None of the directors have any interests in the shares of the Company.

S P Haines resigned as Company Secretary on 31 March 2017 and was replaced as by J P Gibson on that date.

In accordance with the requirements of section 234 of the Companies Act 2006, qualifying third party indemnity provisions are in force for the benefit of the directors of the Company and its associated companies.

A review of the business including likely future developments is included within the Strategic Report.

Risk Management

As noted in the Strategic Report, the main risks are that the Company's trading results are affected by consumer confidence, industry changes and economic conditions. The Company is also exposed to the operational risk that it fails to meet its contractual and regulatory obligations. The Company manages its risks through a process and control framework supplemented by proactive compliance and risk monitoring.

Sanlam Wealth Planning Holdings UK Limited

Directors' Report (continued)

Going concern

The Company's business activities, together with the factors likely to affect its future development, its financial position, risk management strategy and its key risk exposures are described in the Strategic Report and above. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. A letter of support has also been provided by Sanlam UK Limited highlighting that they will continue to support the business during the challenging market conditions. Accordingly, the directors continue to adopt the going concern basis in preparing the Annual Report and Financial Statements.

Disclosure of information to the auditors

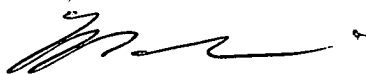
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the Company's auditor is unaware.

Having made enquiries of the other directors and the Company's auditor, each director has taken all steps that a director might reasonably be expected to have taken to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Elective regime

In accordance with Section 485 of the Companies Act 2006, a resolution proposing the re-appointment of Ernst & Young LLP will be put to the annual general meeting.

By Order of the Board



J P Gibson
Company Secretary

.....24/4/2018

Sanlam Wealth Planning Holdings UK Limited

Statement of Directors' responsibilities in respect of the Financial Statements

The directors are responsible for preparing the Strategic Report, the 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), including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 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 to 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.

Sanlam Wealth Planning Holdings UK Limited

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited

Opinion

We have audited the financial statements of Sanlam Wealth Planning Holdings UK Limited for the year ended 31 December 2017 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13, 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 FRS 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 company's affairs as at 31 December 2017 and of its 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 Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sanlam Wealth Planning Holdings UK Limited

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

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 directors' use of the going concern basis of accounting in the preparation of the financial
- statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Sanlam Wealth Planning Holdings UK Limited

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' 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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

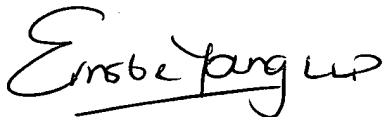
Sanlam Wealth Planning Holdings UK Limited

Independent Auditor's report to the member of Sanlam Wealth Planning Holdings UK Limited (continued)

Auditor's responsibilities for the audit of the financial statements

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

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



Sarah Williams (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

25 April 2018

Sanlam Wealth Planning Holdings UK Limited

Profit and Loss account
for the year ended 31 December 2017

	Notes	2017 £	2016 £
Turnover		-	1,200,000
Administrative expenses		<u>(2,941,489)</u>	<u>(2,957,241)</u>
Loss on ordinary activities before taxation	2	(2,941,489)	(1,757,241)
Tax on ordinary activities	4	<u>-</u>	<u>-</u>
Loss for the financial year after taxation/Total comprehensive loss		<u><u>(2,941,489)</u></u>	<u><u>(1,757,241)</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

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

Sanlam Wealth Planning Holdings UK Limited

Balance Sheet
as at 31 December 2017

Registered Company Number: 03882013

	Notes	2017 £	2016 £
Fixed assets			
Intangible assets	5	6,270,456	9,200,937
Tangible assets	6	-	8
Investments	7	2,950,010	2,983,827
		<u>9,220,466</u>	<u>12,184,772</u>
Current assets			
Debtors	8	1,000,000	966,183
Total Current assets		<u>1,000,000</u>	<u>966,183</u>
Current liabilities			
Amounts falling due within one year	9	(13,014,070)	(13,003,070)
Net current liabilities		<u>(12,014,070)</u>	<u>(12,036,887)</u>
Net assets		<u>(2,793,604)</u>	<u>147,885</u>
Capital and reserves			
Called up share capital	10	526,843	526,843
Share premium account		7,687,474	7,687,474
Profit and loss account		(11,007,921)	(8,066,432)
Equity shareholders' funds		<u>(2,793,604)</u>	<u>147,885</u>

Approved by the Board.....24/4/2018

J P Gibson
Director



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

Sanlam Wealth Planning Holdings UK Limited

Statement of Changes in Equity
for the year ended 31 December 2017

Registered Company Number: 03882013

	Share capital	Share premium	Profit and loss account	Total shareholders' funds
	£	£	£	£
Balance at 31 December 2015	526,843	7,687,474	(6,309,191)	1,905,126
Loss for the year after taxation/Total comprehensive loss	-	-	(1,757,241)	(1,757,241)
Balance at 31 December 2016	526,843	7,687,474	(8,066,432)	147,885
Loss for the year after taxation/Total comprehensive loss	-	-	(2,941,489)	(2,941,489)
Balance at 31 December 2017	<u>526,843</u>	<u>7,687,474</u>	<u>(11,007,921)</u>	<u>(2,793,604)</u>

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

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements

1. Accounting policies

These financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. (FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*).

Notwithstanding net current liabilities of £12,014,070 (2016: £12,036,087) and a loss of £2,941,489 (2016: loss of £1,757,241), the directors have presented the financial statements on a going concern basis. It is in their opinion that Sanlam UK Limited will provide funding necessary to support the business going forward in order that the Company meets its financial obligations. This opinion is based on the continued support from Sanlam UK Limited since the balance sheet date and a formal letter of support received covering twelve months from the date of approval of these financial statements. The directors are satisfied that Sanlam UK Limited has the ability to provide such support. As with any company placing reliance on group entities, the directors acknowledge that there can be no certainty that this support will continue, although at the date of the approval of these financial statements, they have no reason to believe that it will not do so.

Turnover

Turnover represents total recharges receivable by the Company from its subsidiary (Sanlam Wealth Planning UK Limited) for the provision of administrative services.

Currency

The Company's functional currency and presentational currency is UK sterling (GBP).

Administrative expenses

Administrative expenses represent amounts in respect of non-executive director fees and general overheads as well as intangible asset amortisation.

Investments

Investments are recognised at the lower of cost and net realisable value.

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

Tangible fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation. Depreciation has been provided so as to write off the cost of tangible fixed assets less estimated residual value, by equal installments over their estimated useful lives, at the following annual rates:

Leasehold improvements	20% on cost
Computer equipment	25% on cost
Fixtures, fittings and equipment	20% on cost

Deferred taxation

In accordance with FRS 102 Section 29 *Income Tax*, deferred tax is recognised on a full provision basis.

Deferred tax assets are recognised only to the extent that the directors consider it is more likely than not that there will be taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Leasing

Rentals on operating leases are charged to the Profit and Loss Account in the years in which they fall due.

Intangible assets

In accordance with FRS 102 Section 18 *Intangible assets other than Goodwill*, intangible assets are valued at cost and written off in equal annual instalments over their estimated economic life. When there is no reliable estimate for the life of the asset it is limited to 5 years. An annual impairment review is undertaken and any resulting adjustment to the intangible assets value is made as required.

Taxation

Corporation tax payable is provided on taxable profits at the prevailing corporation tax rate. No liability to UK corporation tax arose on ordinary activities for the period ended 31 December 2017.

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

Cash flow statement

The Company has taken advantage of the exemption given by FRS 102 Section 7 *Statement of Cash Flows*.

A cash flow statement is prepared by the ultimate parent undertaking that includes the cash flows of the Company. Details of the ultimate parent undertaking are given in note 12 to the Financial Statements.

Consolidation

Consolidated financial statements are not presented as the Company has availed itself of the exemption provisions under s401 of the Companies Act 2006.

2. Loss on ordinary activities before taxation

	2017 £	2016 £
The loss on ordinary activities before taxation is stated after charging:		
Depreciation of owned fixed assets (Note 6)	8	38
Amortisation of intangible fixed assets (Note 5)	2,930,480	2,930,481
Auditor's remuneration - Audit fees	11,000	11,170

3. Directors' emoluments

	2017 £	2016 £
Directors emoluments	-	-
Non-Executive fees	-	11,124
	<u>-</u>	<u>11,124</u>
Highest paid director		
Non-Executive directors emoluments	<u>-</u>	<u>5,562</u>

The directors are employed by, and receive their emoluments from, Sanlam UK Limited. Their total remuneration paid by Sanlam UK Limited for the year was £1,469,104 (2016: £974,335). The directors emoluments stated above for 2016 included the emoluments for the directors who allocated a significant proportion of their services to the Company. The services to the Company provided by the directors holding office during the year were considered to be incidental to their other duties within the Sanlam UK Group and accordingly no remuneration has been apportioned to the Company for these directors during 2017.

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

4. Taxation

	2017 £	2016 £
Analysis of change in period		
Current tax:		
UK corporation tax on profits of the period	-	-
Foreign Corporation Tax on profits for the year	-	-
Adjustment in respect of prior periods	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred tax:		
Origination and reversal of timing differences	-	-
Adjustment in respect of prior periods	-	-
Impact of change in tax rate	-	-
Total deferred tax	<u>-</u>	<u>-</u>
Tax on profit on ordinary activities	<u>-</u>	<u>-</u>

Reconciliation of tax charge

The difference between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2017 £	2016 £
Loss on ordinary activities before tax	<u>(2,941,489)</u>	<u>(1,757,241)</u>
Standard rate of corporation tax in the UK	19.25%	20%
	£	£
Loss on ordinary activities multiplied by the standard rate of corporation tax	(566,237)	(351,448)
Effects of:		
Unrecognised deferred tax	<u>566,237</u>	<u>351,448</u>
Total tax charge for period	<u>-</u>	<u>-</u>

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

Tax rate changes

The tax rate for the current year is lower than the prior year, due to changes in the UK corporation tax rate, which decreased from 20% to 19% from 1 April 2017. Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020.

Deferred tax

The company has not recognised a deferred tax provision at the balance sheet date as it is not considered probable that future taxable profit will be available against which timing differences and carried forward losses can reverse. Specifically, a deferred tax asset has not been recognised in respect of the following items:

	2017 £	2016 £
Fixed asset timing differences	(5,026)	(5,018)
Tax losses carried forward	(11,718,497)	(8,777,016)
Total	<u>(11,723,523)</u>	<u>(8,782,034)</u>

5. Intangible assets Future renewal streams

	2017 £
Cost	
At 1 January 2017	16,749,469
At 31 December 2017	<u>16,749,469</u>
Amortisation	
At 1 January 2017	7,548,533
Provided during the year	2,930,480
At 31 December 2017	<u>10,479,013</u>
Net book value	
At 31 December 2017	<u>6,270,456</u>
At 31 December 2016	<u>9,200,937</u>

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

6. Tangible assets

Fixtures, fittings and equipment

2017
£

Cost

At 1 January 2017

227,377

At 31 December 2017

227,377

Depreciation

At 1 January 2017

227,369

Charged during the year

8

At 31 December 2017

227,377

Net book value

At 31 December 2017

-

At 31 December 2016

8

7. Investments

2017
£

At 1 January 2017

2,983,827

Change in valuation

(33,817)

At 31 December 2017

2,950,010

The change in valuation of £33,817 is the reversal of the 2017 amount between the value of the subordinated loan at cost and the present value of these loans.

In the opinion of the directors, the aggregate value of the Company's investment in subsidiary undertakings is not less than the amount included in the Balance Sheet.

Subsidiary undertakings	Country of incorporation	Equity & votes held	Type of business
Sanlam Wealth Planning UK Limited	England & Wales	100%	Financial Planners
Buckles Limited	England & Wales	100%	Dormant
Snowdonia Asset Management Limited	England & Wales	100%	Dormant

All shares held are 'A' ordinary shares

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

8. Debtors: due within one year

	2017 £	2016 £
Amounts owed by subsidiary	1,000,000	966,183
	<u>1,000,000</u>	<u>966,183</u>

These are the subordinated loans. The movement in value during the year is included within the Investments value (note 7).

9. Creditors: amounts falling due within one year

	2017 £	2016 £
Bank loans and overdrafts	811,657	761,951
Accruals	14,956	3,956
Other creditors	1,014,867	2,268,427
Amounts owed to group companies	11,172,590	9,968,736
	<u>13,014,070</u>	<u>13,003,070</u>

There is a fixed and floating debenture in favour of the National Westminster Bank PLC.

10. Share capital

	2017 £	2016 £
Authorised: Ordinary shares at £1 each	<u>1,000,000</u>	<u>1,000,000</u>

	2017 No	2016 No	2017 £	2016 £
Allotted, issued and fully paid: Ordinary shares at £1 each	<u>526,843</u>	<u>526,843</u>	<u>526,843</u>	<u>526,843</u>

Sanlam Wealth Planning Holdings UK Limited

Notes to the Financial Statements (continued)

11. Related parties

The Company has taken advantage of the exemption given by FRS 102 Section 33 *Related Party Disclosures* to wholly owned subsidiary undertakings, by not disclosing information on related party transactions with entities that are part of the group, or investees of the group qualifying as related parties.

12. Parent undertaking

The ultimate parent undertaking, Sanlam Limited is incorporated in South Africa and is the parent of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member.

Copies of its group financial statements are available on request from Sanlam Limited, 2 Strand Road, Bellville, South Africa (PO Box 1, Sanlamhof, 7532, South Africa). The immediate parent undertaking is Sanlam UK Limited.

13. Capital commitments

The Company had no commitments at 31 December 2017 and 31 December 2016.