

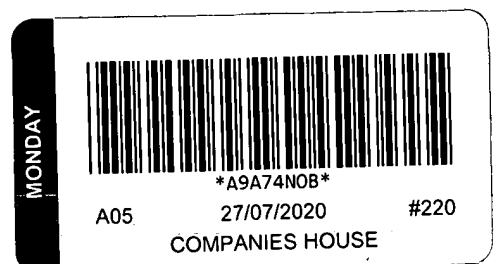
BMO Managers Limited

(Registered number 2219464)

Annual Report & Financial Statements
for the year ended
31 October 2019

Contents

1	Directors and Advisers
2-3	Strategic Report
4	Report of the Directors
5	Statement of Directors' Responsibilities
6-7	Independent Auditor's Report
8	Income Statement
9	Statement of Financial Position
10	Statement of Changes in Equity
11-24	Notes to the Financial Statements



BMO MANAGERS LIMITED

DIRECTORS AND ADVISERS

REGISTERED NUMBER: 2219464

DIRECTORS: P J Doel
R A Watts

SECRETARY: R D Burgin
95 Queen Victoria Street
London
EC4V 4HG

REGISTERED OFFICE: Exchange House
Primrose Street
London
EC2A 2NY

SOLICITORS: Norton Rose Fulbright LLP
3 More London Riverside
London
SE1 2AQ

Shepherd and Wedderburn LLP
1 Exchange Crescent
Conference Square
Edinburgh
EH3 8UL

AUDITOR: KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

BMO MANAGERS LIMITED

STRATEGIC REPORT

The Directors present their Strategic Report on BMO Managers Limited (the Company) for the year ended 31 October 2019. The Company is part of the BMO Global Asset Management (BMO GAM) business within the BMO Financial Group (BMO).

PRINCIPAL ACTIVITY

The principal activity of the Company was investment management. The Company was the appointed Investment Adviser for a number of open-ended funds for which BMO Fund Management Limited, a fellow group subsidiary, is the Authorised Corporate Director (ACD). The Company was appointed to provide investment management and advisory services to the ACD. However, with effect from 3 January 2018 BMO Asset Management Limited, a fellow group subsidiary, became the replacement Investment Adviser. Subsequently, the Company's only remaining investment management agreement with a UK Institutional client was novated to BMO Asset Management Limited on 6 December 2018. The Company was authorised and regulated by the Financial Conduct Authority, but it was de-authorised in June 2019. The Company continues to earn interest on a loan to another BMO Asset Management (Holdings) plc Group (the Group) subsidiary.

BUSINESS AND FINANCIAL REVIEW

Results

The Financial Statements show a profit after tax for the year ended 31 October 2019 of £174,000 (2018: £46,000).

Key performance indicators

Given the Company no longer has any trading activity, the Company's Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Trading performance and development of the business

Following the decision to appoint fellow group subsidiary BMO Asset Management Limited as the replacement Investment Adviser to the open-ended funds previously managed by the Company during 2018, and the subsequent novation of the Company's remaining client investment management agreement, the Company no longer manages any client assets (31 October 2018: assets under management (AUM) of £4.0m).

The Company therefore earned no revenue during the year ended 31 October 2019 compared with £1,524,000 in 2018. The decrease in revenue reflects the transfer of AUM outlined above.

As a result of the Company adopting IFRS 9 *Financial Instruments* with effect from 1 November 2018, the Company recognised an opening impairment loss of £920,000 on its intra-group loan receivable at that date. The impairment loss allowance was reviewed at 31 October 2019, resulting in a £65,000 reduction to the impairment loss being recognised during the year ended 31 October 2019. Further details of the adoption of IFRS 9 are disclosed in note 2.2.2.

Operating profit increased to £64,000 in the year ended 31 October 2019 compared to an operating loss of £23,000 in the year ended 31 October 2018, largely due to the partial reversal of the impairment loss on the Company's loan receivable.

BMO MANAGERS LIMITED

STRATEGIC REPORT (continued)

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors manage the risks as part of the overall risk management framework within the Group. Members of the BMO GAM EMEA (Europe, the Middle East and Africa) Regional Committee are responsible for identifying and addressing any material or systematic issues or risks facing their areas of the business. However, as the Company no longer has any external trading activity, the Directors are of the view that these risks are now significantly diluted from previous years. The principal risks and uncertainties facing the Company are broadly grouped as follows:

Financial risk

The Group adopts a low risk approach to treasury management and financial risks in relation to equity, seeking to manage and preserve its capital. The Group's treasury function ensures that sufficient cash is retained by the Company in respect of short-term working capital requirements.

Credit risk

The Company is exposed to credit risk if a counterparty to a financial instrument is unable to pay, in full, amounts when due. The majority of receivables at the reporting date is in respect of a loan receivable from another Group subsidiary. As the Group's working capital requirements are monitored on a group-wide basis, the risk of default is considered minimal, although an expected credit loss allowance has been recognised on the loan as a result of a review of the expected timing of its recoverability.

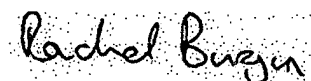
The Group's treasury policy limits the exposure to any one counterparty (in respect of cash and cash equivalents), recognising that each counterparty has been approved by the BMO GAM Counterparty Credit Committee. As at 31 October 2019, the Company's largest exposure was £5,058,000 in respect of deposits with an AA- credit rated bank (31 October 2018: £5,020,000 deposits with an AA- credit rated bank).

Liquidity risk

The treasury policy set by the Group only allows financial assets attributable to equity holders to be invested in low risk deposits or money market instruments where the risk of capital loss is low, with prior approval required for any exception to this principle.

The overall cash position is monitored by the Treasury team within the Group as a whole and each individual company within the Group draws on the available cash balance to meet its working capital requirements.

BY ORDER OF THE BOARD



R D Burgin
Secretary
3 June 2020

BMO MANAGERS LIMITED

REPORT OF THE DIRECTORS

The Directors present their Annual Report and audited Financial Statements for the year ended 31 October 2019.

RESULTS AND BUSINESS REVIEW

The Company's results for the year ended 31 October 2019 are shown in the Income Statement on page 8. A Strategic Report for the same period is set out on pages 2 to 3.

The Company recognised a profit of £174,000 for the year ended 31 October 2019 (2018: £46,000).

DIVIDENDS

The Directors do not recommend the payment of a final dividend (2018: £nil) and no interim dividend was approved or paid during the year ended 31 October 2019 (2018: £nil).

FUTURE DEVELOPMENTS

The Directors do not anticipate any major change in the activity of the business within the foreseeable future.

DIRECTORS AND THEIR INTERESTS

The Directors who served during the year were as follows:

D Logan	(resigned 22 August 2019)
J Z Mohammed	(resigned 22 August 2019)
D J Sloper	(appointed 19 August 2019)
R A Watts	(appointed 19 August 2019)
R C Wilson	(resigned 12 June 2019)
BMO Asset Management (Holdings) plc	(resigned 22 August 2019)

D J Sloper resigned as Director on 16 January 2020 and P J Doel was appointed as Director on 19 February 2020. No individual director has any beneficial interest in the share capital of the Company.

DIRECTORS' AND OFFICERS' LIABILITY

The Group maintains insurance cover in respect of Directors' and Officers' liability.

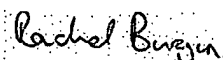
AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

ADEQUACY OF THE INFORMATION PROVIDED TO THE AUDITOR

The Directors who held office at the date of approving this Report of the Directors confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

BY ORDER OF THE BOARD



R D Burgin
Secretary
3 June 2020

BMO MANAGERS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE REPORT OF THE DIRECTORS AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Strategic Report, the Report of the Directors 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 they have elected to prepare the Financial Statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

BMO MANAGERS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BMO MANAGERS LIMITED

Opinion

We have audited the Financial Statements of BMO Managers Limited ("the Company") for the year ended 31 October 2019 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the Financial Statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the Financial Statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the Financial Statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Strategic Report and Report of the Directors

The Directors are responsible for the Strategic Report and the Report of the Directors. Our opinion on the Financial Statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the Strategic Report and the Report of the Directors and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the Financial Statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Strategic Report and the Report of the Directors;
- in our opinion the information given in those reports for the financial year is consistent with the Financial Statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

BMO MANAGERS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BMO MANAGERS LIMITED (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

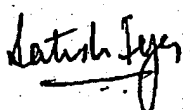
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Satish Iyer (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
Canary Wharf
London
3 June 2020

BMO MANAGERS LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 OCTOBER 2019

	Notes	2019 £000	2018 £000
Revenue	3	93	1,524
Cost of sales	4	<u>(93)</u>	-
Net operating revenue		-	1,524
Operating income/(expenses)	5	<u>64</u>	<u>(1,547)</u>
Operating profit/(loss)		64	(23)
Finance income	7	<u>132</u>	<u>79</u>
Profit before tax		196	56
Tax expense	8	<u>(22)</u>	<u>(10)</u>
Profit for the financial year		<u>174</u>	<u>46</u>

All amounts relate to continuing operations at the reporting date.

There are no items of comprehensive income which have not already been presented in arriving at the profit for the financial years presented. Accordingly, the profit for the financial years presented is the same as the total comprehensive income for that year.

The Company adopted IFRS 15 using the modified retrospective method of adoption with the date of initial application of 1 November 2018. As the previous years' results have been presented in accordance with the prior revenue standards, the results are not directly comparable with the current year. Further details are disclosed in note 2.2.1.

The notes on pages 11 to 24 form an integral part of these Financial Statements.

BMO MANAGERS LIMITED

STATEMENT OF FINANCIAL POSITION AS AT 31 OCTOBER 2019

(Registered number 2219464)

	Notes	31 October 2019 £000	31 October 2018 £000
ASSETS			
Non-current assets			
Loan receivable	9	12,420	12,547
Deferred tax assets	10	-	23
Total non-current assets		12,420	12,570
Current assets			
Trade and other receivables	11	8	450
Cash and cash equivalents	12	7,107	7,582
Total current assets		7,115	8,032
TOTAL ASSETS		19,535	20,602
LIABILITIES			
Current liabilities			
Other payables	13	4	325
TOTAL LIABILITIES		4	325
EQUITY			
Share capital	14	500	500
Retained earnings	15	19,031	19,777
TOTAL EQUITY		19,531	20,277
TOTAL LIABILITIES AND EQUITY		19,535	20,602

The Financial Statements were approved by the Board of Directors and authorised for issue on 3 June 2020.
They were signed on its behalf by:



R A Watts
Director

The notes on pages 11 to 24 form an integral part of these Financial Statements.

BMO MANAGERS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 OCTOBER 2019

	Share capital £000	Retained earnings £000	Total equity £000
At 1 November 2017	500	19,731	20,231
Profit for the financial year and total comprehensive income	-	46	46
At 31 October 2018	500	19,777	20,277
Effect of adoption of new accounting standards*		(920)	(920)
At 1 November 2018 (adjusted)	500	18,857	19,357
Profit for the financial year and total comprehensive income	-	174	174
At 31 October 2019	500	19,031	19,531

* Amounts adjusted for the adoption of IFRS 9 as disclosed in note 2.2.2.

The notes on pages 11 to 24 form an integral part of these Financial Statements.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ENTITY INFORMATION

BMO Managers Limited is a private company limited by share capital, incorporated and domiciled in England. The Company's registered office and principal place of business is Exchange House, Primrose Street, London, EC2A 2NY.

The results of BMO Managers Limited are included in the consolidated Annual Report and Financial Statements of BMO Asset Management (Holdings) plc, which are available from 6th Floor, Quatermile 4, 7a Nightingale Way, Edinburgh, EH3 9EG.

The Company's Financial Statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

As the Company meets the definition of a qualifying entity under Financial Reporting Standard 100 *Application of Financial Reporting Requirements*, the Financial Statements have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

The Company has applied the recognition, measurement, disclosure and presentation requirements of International Financial Reporting Standards as adopted by the European Union (EU-adopted IFRS), making amendments where necessary to comply with the requirements of the United Kingdom (UK) Companies Act 2006.

In the application of FRS 101, the Company has taken advantage of the following disclosure exemptions:

- (a) Information regarding the entity's objectives, policies and processes for managing capital;
- (b) A Statement of Cash Flows and related notes;
- (c) Financial instruments disclosures;
- (d) The effects of new but not yet effective IFRSs;
- (e) Disclosures of Key Management Personnel compensation; and
- (f) Disclosures in respect of related party transactions with wholly-owned subsidiaries.

Measurement convention

The Financial Statements are prepared under the historical cost convention.

Going concern

As part of the Directors assessment of going concern they have considered, as best they can, the potential impact of COVID-19 on the Company. Due to the nature of the Company's activities, the Directors do not currently expect this to have a significant direct or indirect impact on the Company as outlined in note 17 'Events after the reporting period'. The Company has net assets and highly liquid current assets that support the Directors' assessment that the Company has adequate resources to continue in business for a period of at least 12 months from the date of approval of the Financial Statements. Accordingly, the Financial Statements have been prepared on a going concern basis.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

2.2 New and amended standards and interpretations

The Company applied IFRS 15 and IFRS 9 for the first time. Details of the changes and effects resulting from adoption of these new accounting standards are described below.

Several other amendments and interpretations apply for the first time in the year ended 31 October 2019, but do not have an impact on the Company's Financial Statements. The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

2.2.1 IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes IAS 11 *Construction Contracts*, IAS 18 *Revenue* and related interpretations. It applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

IFRS 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Company adopted IFRS 15 using the modified retrospective method of adoption with the date of initial application of 1 November 2018.

The Company has applied the following practical expedients on transition to IFRS 15, as permitted by the standard:

- It has not restated any contracts completed prior to the date of initial application.
- It has not restated any contract modifications that occurred before the date of initial application.

The application of IFRS 15 did not impact the opening balance of retained earnings at the date of initial application. As the previous years' results have been presented in accordance with the prior revenue standards and have not been restated, the prior year results are not directly comparable with the current year.

Impact on Statement of Financial Position as at 31 October 2018 (date of initial application)

While the Company has elected not to restate the comparative period Statement of Financial Position, the presentational impact of adopting IFRS 15 as at 1 November 2018 is as follows:

	Notes	Increase/(decrease) £000
Assets		
Contract assets	(i)	71
Trade and other receivables	(i)	(71)
Total assets		-

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

The adoption of IFRS 15 did not have an impact on Other Comprehensive Income (OCI) for the year ended 31 October 2019 or the Statement of Financial Position as at 31 October 2019. Set out below, are the amounts by which each financial statement line item (FSLI) in the Income Statement is affected for the year ended 31 October 2019 as a result of the adoption of IFRS 15. The first column shows amounts prepared under IFRS 15 and the second column shows what the amounts would have been had IFRS 15 not been adopted:

Impact on Income Statement FSLIs for the year ended 31 October 2019

	Notes	Amounts prepared under IFRS 15 £000	Amounts prepared under previous IFRS £000	Increase/ (decrease) £000
Revenue	(ii)	93	-	93
Cost of sales	(ii)	(93)	-	(93)
Net operating revenue		-	-	-

There was no impact on profit before tax for the year ended 31 October 2019 as the changes all related to gross up adjustments in the Income Statement FSLI identified above.

The nature of these adjustments are described below:

(i) Contract assets

Before adoption of IFRS 15, the Company recognised accrued income within trade and other receivables. Under IFRS 15, any earned consideration that is conditional should be recognised as a contract asset rather than a receivable. Therefore, upon adoption of IFRS 15, the Company reclassified £71,000 from trade and other receivables to contract assets as at 1 November 2018. There was no impact as at 31 October 2019.

(ii) Principal versus agent consideration

During 2019, the Company had certain contracts with customers where the satisfaction of certain performance obligations was delegated to other Group companies. Before the adoption of IFRS 15, the Company concluded that, as the economic benefits associated with the transaction did not flow to the Company and there was no increase in the Company's equity, no revenue was recognised for the delegated portfolio management services. Upon the adoption of IFRS 15, the Company determined that it retained control of such services to customers, as it had the ability to direct the delegated portfolio manager to provide the service on the Company's behalf. The Company also had exposure to the significant risks and rewards associated with the services to be provided to customers. Therefore, the Company has accounted for such delegated portfolio management contracts as a principal. This change will result in an increase in revenue from investment management services which are delegated to other asset managers, and a corresponding increase in cost of sales to reflect the cost of delegated portfolio management activities. For the year ended 31 October 2019, IFRS 15 increased revenue from contracts with customers by £93,000 and increased cost of sales by the same amount.

2.2.2 IFRS 9 Financial instruments

IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement*. It brings together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Company has applied IFRS 9 prospectively, with an initial application date of 1 November 2018. The Company has not restated the comparative information, which continues to be reported under IAS 39. Differences arising from the adoption of IFRS 9 have been recognised directly in retained earnings at the date of initial application.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

The effect of adopting IFRS 9 on the Statement of Financial Position as at 1 November 2018 was as follows:

	Notes	Decrease £000
Non-current assets		
Loan receivable	(b)	(920)
Total impact on assets		(920)
Equity		
Retained earnings	(b)	(920)
Total impact on equity		(920)

The total adjustment shown above has been recognised in equity at 1 November 2018, as shown on page 10.

The nature of this adjustment is described below:

(a) Classification and measurement

Under IFRS 9, debt instruments are subsequently measured at fair value through profit or loss (FVTPL), amortised cost, or fair value through OCI. The classification is based on two criteria: the Company's business model for managing the assets; and whether the instruments' contractual cash flows represent 'solely payments of principal and interest (SPPI)' on the principal amount outstanding.

The assessment of the Company's business model was made as of the date of initial application. The assessment of whether contractual cash flows on debt instruments are solely comprised of principal and interest was made based on the facts and circumstances as at the initial recognition of the assets.

The classification requirements of IFRS 9 did not have a significant impact on the Company's financial instruments, with the only change being as follows:

- Financial assets previously classified as loans and receivables at 31 October 2018, are held to collect contractual cash flows and give rise to cash flows representing solely payments of principal and interest. These are now classified and measured as debt instruments at amortised cost with effect from 1 November 2018.

The Company has not designated any financial liabilities as at FVTPL. There are no changes in classification and measurement for the Company's financial liabilities.

(b) Impairment

The adoption of IFRS 9 has changed the Company's accounting for impairment losses for financial assets by replacing IAS 39's incurred loss model with a forward-looking expected credit loss (ECL) approach. IFRS 9 requires the Company to recognise an allowance for ECLs for all debt instruments not held at FVTPL.

Upon adoption of IFRS 9 the Company recognised additional impairment on the Company's loan receivable of £920,000 at 1 November 2018.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

Set out below is the reconciliation of the impairment allowances in accordance with IAS 39 to the resulting opening loss allowances determined on the adoption of IFRS 9:

	Allowance for impairment under IAS 39 as at 31 October 2018 £000	Remeasurement £000	ECL under IFRS 9 as at 1 November 2018 £000
Loans and receivables under IAS 39/Financial assets at amortised cost under IFRS 9 and contract assets	-	920	920

No impairment was recognised on the Company's cash and cash equivalents or contract assets.

2.3 Accounting estimates, assumptions and judgements

The preparation of financial statements necessitates the use of estimates, assumptions and judgements. These estimates, assumptions and judgements affect the reported amounts of assets, liabilities, contingent assets and contingent liabilities at the reporting date as well as the reported income and expenses for the reporting periods. While estimates are based on management's best knowledge and judgement using information and financial data available to them, the actual outcome may differ from these estimates.

The key source of assumption and estimation uncertainty at the reporting date, which could affect the future carrying amounts of assets, relates to the calculation of the allowance for ECLs on the Company's intra-group loan receivable balance. The Company uses a discounted cash flow model to determine the ECL which involves an estimation, under a number of scenarios, of the timing of when the loan balance will be repaid. Any change to the assumptions around the timing and amounts of cash flows could impact the allowance for ECLs at the reporting date.

2.4 Summary of significant accounting policies

(a) Revenue recognition

IFRS 15 *Revenue from Contracts with Customers* is applicable for the year ended 31 October 2019. The revised accounting policy for the Company applicable to the current reporting period is detailed below:

A contract with a customer is a formal investment management agreement, or similar agreement, specifying the services to be performed. The Company considers a customer to be a party that has contracted with the Company to obtain investment management and/or associated services. In some instances, the Company will delegate certain of its portfolio management performance obligations to other Group entities.

Revenue is income arising in the course of the Company's investment management and associated activities. The Company considers revenue to be the amount it is entitled to for the exchange of its' investment management and other services, including revenue earned by services performed by delegated portfolio management, where the Company is considered to be the principal. The Company has generally concluded that it is the principal in its revenue arrangements, because it controls such services before they are transferred to the customer.

The Company's contracts with customers contain several performance obligations. However, many of these performance obligations are only entered into as a combined package of investment management services to customers and are therefore considered to be a single service within the context of IFRS 15. Where the Company could separately contract for a service, the Company considers this to be a separate performance obligation in the context of IFRS 15.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

When another party is involved in providing services to its customer, the Company determines whether it is a principal or an agent in these transactions by evaluating the nature of its promise to the customer. Where the Company acts as a principal (i.e. it controls the delegated services performed for the customer) it records revenue on a gross basis. However, if the Company's role is only to arrange for another entity to provide services, then the Company is an agent and will record revenue at the net amount that it retains for the services it performs.

Revenue for investment management fees is recognised when the services are provided, which is generally over time. While investment management services fees are generally quantified at a point in time, the fees are accrued over the relevant contractual period. A receivable is recognised by the Company as the services are deemed to have been provided and the right to consideration becomes unconditional; payment is generally received at a later date.

IAS 18 accounting policy for year ended 31 October 2018

Investment management fees generated from the Company's asset management activities are recognised in the Income Statement over the period which these asset management services are provided, regardless of when the payment is due.

Revenue is measured at the fair value of the consideration received or receivable, taking into account the contractually defined terms of payment and excluding any taxes.

(b) Cost of sales

Expenses incurred by the Company that relate directly to revenue are presented as cost of sales. These expenses comprise the element of revenue paid as delegated portfolio management fees.

(c) Finance income

Finance income comprises interest on a loan owed by an intermediate parent company and on bank accounts and short-term deposits and is recognised in the Income Statement as it accrues using the effective interest rate (EIR) method. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

(d) Income tax

The income tax expense or income disclosed on the face of the Income Statement represents the aggregate of current tax and the movement in deferred tax.

Current tax is the expected tax payable to, or receivable from, the taxation authorities on the taxable profit or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and includes any adjustment to tax payable in respect of previous years.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the Financial Statements and the corresponding tax basis used in the computation of taxable profit or loss, accounted for using the reporting date liability method.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised, based on tax rates and laws enacted or substantively enacted at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

(e) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as debt instruments measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost, it needs to give rise to cash flows that are "solely payments of principal and interest (SPPI)" on the principal amounts outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting cash flows, selling the financial assets or both.

Subsequent measurement

Subsequent to initial recognition, financial assets at amortised cost are measured using the EIR method. Gains and losses are recognised in the Income Statement when an asset is derecognised or impaired, as well as through the amortisation process. The Company's financial assets at amortised cost consist of a loan receivable, trade and other receivables and cash and cash equivalents.

Derecognition of financial assets

A financial asset or, where applicable, part of a financial asset, is derecognised when the rights to receive cash flows from the asset have expired.

Impairment of financial assets

The Company considers the requirement to recognise an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate.

For loan receivables, the Company uses a discounted cash flow model to determine the expected credit loss. This model assesses the maximum credit exposure, taking in to account inputs concerning probabilities of default. Corresponding movements in the ECL allowance are recognised in operating expenses.

The Company considers a financial asset to be in default when contractual payments are past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. ACCOUNTING POLICIES (continued)

ii) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as trade and other payables. All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

The Company's financial liabilities consist of other payables.

Subsequent measurement

Subsequent to initial recognition, financial liabilities are measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

iii) *Offsetting of financial assets and liabilities*

Financial assets and financial liabilities are offset and the net amount reported in the Statement of Financial Position, only if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Changes to classifications of financial assets and liabilities compared to the classification under the previous year's accounting policy are disclosed in note 2.2.2. Financial assets and liabilities are recognised and measured under the same policies as the comparative year ended 31 October 2018, with the only change to the previous accounting policy being the measurement of impairment of financial assets.

IAS 39 accounting policy for year ended 31 October 2018

The previous accounting policy for impairment of financial assets applicable to the comparative period ended 31 October 2018 was as follows:

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset or group of financial assets is impaired. An impairment exists if one or more events that have occurred since the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or group of financial assets. If any such indication of impairment exists, or when annual impairment testing for an asset is required, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original EIR. The carrying amount of the asset is reduced and the amount of the loss is recognised in the Income Statement. Evidence of impairment assessment includes review of the ageing of trade receivables as a potential indication of financial difficulty.

(f) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, deposits held at call with banks, and other short-term, highly liquid investments in money-market instruments with original maturity dates of three months or less.

(g) Share capital

Share capital is recorded at the proceeds of issue after deducting directly attributable transaction costs.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. REVENUE

Revenue recognised in the Income Statement comprises fees from clients in the UK as follows:

	2019 £000	2018 £000
Investment management fees	93	1,524

Included in revenue is £nil (2018: £1,521,000) of investment management fees charged to BMO Fund Management Limited, a fellow group subsidiary.

Investment management revenue

Investment management services were provided to segregated clients. The fees earned were based on a percentage of the NAVs of each mandate and therefore vary over time with changes in asset values. These fees were quantified on a quarterly basis. The fee rates earned varied by asset class and the size or complexity of the client mandate or fund.

4. COST OF SALES

	2019 £000	2018 £000
Delegated portfolio management fees – intra-group	93	-

5. OPERATING INCOME/(EXPENSES)

Total operating income/(expenses) comprise the following:

	2019 £000	2018 £000
Impairment loss reversal on loan receivable	65	-
Inter-company recharges	-	(1,522)
Other expenses	(1)	(25)
	64	(1,547)

Inter-company recharges comprise the share of the Group's UK operating platform costs attributed to the Company.

Audit fees of £5,000 for the year ended 31 October 2019 were paid by BMO Asset Management (Holdings) plc, the Company's intermediate parent company, and were not recharged to the Company. Audit fees attributable to the Company in 2018 of £14,000 were included within inter-company recharges. Amounts receivable by the Company's auditor in respect of services to the Company, other than for the audit of the Company's Financial Statements, have not been disclosed as the information is disclosed on a consolidated basis in the Annual Report and Financial Statements of the Company's parent, BMO Asset Management (Holdings) plc.

The Company had no employees during the year ended 31 October 2019 (2018: nil). BMO Asset Management (Services) Limited, a subsidiary of BMO Asset Management (Holdings) plc, employs all of the Group's staff who provided services to the Company. The cost of employee services applicable to the Company is included within inter-company recharges.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. DIRECTORS' REMUNERATION

No Director received any remuneration in respect of their services to the Company during the year ended 31 October 2019 (2018: £nil). Their remuneration is paid by other BMO Financial Group companies.

7. FINANCE INCOME

	2019 £000	2018 £000
Financial assets measured at amortised cost:		
Interest receivable on loan owed by intermediate parent company	73	44
Bank and short-term deposits interest	59	35
	<u>132</u>	<u>79</u>

8. INCOME TAX

(a) Analysis of tax expense in the year

The major components of tax expense recognised in the Income Statement are:

	Note	2019 £000	2018 £000
Current income tax:			
<i>UK Corporation Tax</i>			
Current tax on profit for the year		(1)	5
Deferred tax:			
Relating to origination and reversal of temporary differences		26	6
Adjustments in respect of Corporation Tax rate change		(3)	-
Adjustments in respect of previous periods		-	(1)
Total deferred tax	10(b)	<u>23</u>	<u>5</u>
Tax expense reported in the Income Statement		<u>22</u>	<u>10</u>

(b) Reconciliation of total tax expense for the year

A reconciliation between the actual tax expense and the accounting profit multiplied by the Company's domestic tax rate for the years ended 31 October 2019 and 31 October 2018 is as follows:

	2019 £000	2018 £000
Profit before tax	<u>196</u>	<u>56</u>
At the Company's statutory income tax rate of 19.00% (2018: 19.00%)	37	11
Corporation Tax rate change	(3)	-
Non-taxable income	(12)	-
Adjustments in respect of previous periods	-	(1)
Tax expense reported in the Income Statement	<u>22</u>	<u>10</u>

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. INCOME TAX (continued)

(c) Effective rate of tax and factors affecting future tax charges

The current Corporation Tax rate of 19.00% became effective from 1 April 2017, resulting in a statutory UK Corporation Tax rate of 19.00% for the year ended 31 October 2019 for the Company.

A future UK Corporation Tax rate reduction to 17.00% from 1 April 2020 was substantively enacted on 6 September 2016. The reduction in the UK Corporation Tax rate would have led to a Company statutory UK Corporation Tax rate of 17.83% for 2020 and 17.00% from 2021 onwards.

The Chancellor of the Exchequer's Budget on 11 March 2020 announced that the UK Corporation Tax rate will remain at 19.00% from 1 April 2020 rather than reduce to 17.00%, and this change was substantively enacted on 17 March 2020. The statutory UK Corporation Tax rate for the Company will therefore remain at 19.00% from 2020 onwards.

9. LOAN RECEIVABLE

	31 October 2019 £000	31 October 2018 £000
Non-current:		
Loan owed by intermediate parent company	13,275	12,547
Allowance for expected credit losses	(855)	-
	<hr/> 12,420	<hr/> 12,547

The loan is to BMO AM Treasury Limited. The loan is unsecured, repayable on demand and is subject to interest of 3-month LIBOR minus 0.25% margin. The Company does not expect to receive repayment of this loan within the next year.

An impairment analysis is performed on the loan receivable balance at each reporting date to measure expected credit losses. The calculation reflects the time value of money associated with recovery of the loan receivable. As disclosed in note 2.2.2, on adoption of IFRS 9 the Company recognised an impairment allowance of £920,000 on the Company's intra-group loan receivable at 1 November 2018. The impairment allowance was subsequently reduced by £65,000 during the year ended 31 October 2019 resulting in an impairment allowance of £855,000 at 31 October 2019.

10. DEFERRED TAX ASSETS

(a) Recognised deferred tax assets

Deferred tax assets are attributable to the following:

	31 October 2019 £000	31 October 2018 £000
Property, plant and equipment	-	23

Based on budgets and forecasts of the Company and the BMO UK Group, the Directors believe that it is appropriate to recognise deferred tax assets when it is considered probable that there will be suitable future taxable profits in the Company and BMO UK Group from which the underlying temporary differences can be deducted.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

10. DEFERRED TAX ASSETS (continued)

(b) Movement in temporary differences during the year

	Note	2019 £000	2018 £000
Property, plant and equipment:			
At 1 November		23	28
Charged to profit or loss	8(a)	(23)	(5)
At 31 October		<u>-</u>	<u>23</u>

11. TRADE AND OTHER RECEIVABLES

	31 October 2019 £000	31 October 2018 £000
Current:		
Interest receivable	8	6
Trade receivables	-	255
Group relief receivable	-	93
Accrued income	-	71
Amounts owed by group subsidiary	-	25
	<u>8</u>	<u>450</u>

In the Directors' opinion there are no discernible differences between the carrying amounts and fair values of the receivable balances disclosed due to the short-term maturities of these receivables.

12. CASH AND CASH EQUIVALENTS

	31 October 2019 £000	31 October 2018 £000
Short-term deposits	7,101	7,577
Cash at bank	6	5
	<u>7,107</u>	<u>7,582</u>

Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. All short-term deposits are readily convertible to a known amount of cash and are not subject to significant risk of changes in value.

Short-term deposits are generally made for varying periods of between one day and three months, depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

The Company determined that the expected credit losses on cash and cash equivalents were immaterial at both reporting dates. The fair value of cash and cash equivalents at the reporting dates is as shown above.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. OTHER PAYABLES

	31 October 2019 £000	31 October 2018 £000
Current:		
Group relief payable	4	-
Amounts owed to group subsidiaries	-	282
VAT payable	-	43
	<hr/> 4	<hr/> 325

In the Directors' opinion there are no discernible differences between the carrying amounts and fair values of the payable balances disclosed due to the short-term maturities of these amounts payable.

14. SHARE CAPITAL

	31 October 2019 £000	31 October 2018 £000
Authorised:		
1,000,000 Ordinary shares of £1 each	<hr/> 1,000	<hr/> 1,000
Issued and fully paid:		
500,000 Ordinary shares of £1 each	<hr/> 500	<hr/> 500

The holders of Ordinary shares are entitled to receive dividends as declared from time to time, are entitled to capital distribution rights (including on a winding up), and are entitled to one vote per share at meetings of the Company.

15. RESERVES

The analysis of movements in reserves is disclosed within the Statement of Changes in Equity on page 10. Movements in retained earnings comprise net profits and losses recognised through the Income Statement.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is WAM Holdings Ltd, a company which is registered in England.

The smallest group of which the Company is a member and for which Group Financial Statements are prepared is BMO Asset Management (Holdings) plc. Copies of the BMO Asset Management (Holdings) plc Annual Report and Financial Statements can be obtained from its registered office at 6th Floor, Quatermile 4, 7a Nightingale Way, Edinburgh, EH3 9EG.

The Company's ultimate parent undertaking and controlling party is Bank of Montreal, a company incorporated in Canada. The consolidated financial statements of Bank of Montreal are available from Corporate Communications Department, BMO Financial Group, 28th Floor, 1 First Canadian Place, Toronto, Ontario, M5X 1A1.

BMO MANAGERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

17. EVENTS AFTER THE REPORTING PERIOD

Since the reporting date, there has been a rise and rapid expansion of the coronavirus (COVID-19) pandemic outbreak across many continents, with many countries, including the UK, suspending some business operations and imposing travel restrictions and quarantine measures. These measures and policies have significantly disrupted, or are expected to disrupt, the activities of many entities and the wider global economy. The Directors have assessed that as the impact of COVID-19 has arisen since 31 October 2019, there is no impact on the reported Statement of Financial Position of the Company as at the reporting date. There is, however, likely to be some impact on the results of the Company for the year to 31 October 2020 and potentially beyond. In particular, as a result of falling interest rates, the interest earned by the Company could become an interest charge, or there could be an increase in the ECL allowance in respect of the intra-group loan receivable. While crystallisation of these events could result in a loss being recognised by the Company in the short to medium-term, given the scale of the net assets of the Company, it is not currently expected to have a significant impact on the Company's financial position nor impact the going concern basis of preparing these Financial Statements.