

GUERNSEY PORTFOLIOS PCC LIMITED - CORE
ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2024

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

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GUERNSEY PORTFOLIOS PCC LIMITED - CORE

OFFICERS AND ADMINISTRATION

REGISTERED NUMBER: 45598

DIRECTORS

John Donnelly (resigned 31 December 2023)
Daniel Underwood
Nicola Walker
Peter Bruges
Damien Fitzgerald (resigned 28 June 2024)
Mark Cleary (appointed 2 July 2024)

REGISTERED OFFICE

Third Floor, Cambridge House
Le Truchot
St Peter Port
Guernsey, GY1 1WD

ADMINISTRATOR, REGISTRAR, LISTING SPONSOR AND SECRETARY

Zedra Fund Managers (Guernsey) Limited
Third Floor, Cambridge House
Le Truchot
St Peter Port
Guernsey, GY1 1WD

CUSTODIAN

Butterfield Bank (Guernsey) Limited
PO Box 25
Regency Court
Glategny Esplanade
St Peter Port
Guernsey, GY1 3AP

INDEPENDENT AUDITOR

BDO Limited
Place du Pre
Rue du Pre
St Peter Port
Guernsey, GY1 3LL

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

COMPANY STRUCTURE

Guernsey Portfolios PCC Limited (the “Company”) is an open-ended investment company of unlimited duration. The Company was incorporated in Guernsey on 5 October 2006 as a protected cell company, in accordance with the provisions of the Protected Cell Companies Ordinance, 1997 (subsequently replaced by the Companies (Guernsey) Law, 2008).

The Directors of the Company have elected to prepare separate financial statements for the Core and for each Cell that is active as at the year end. These financial statements are for the Core.

The below Cells were active during the year ended 31 March 2024:

- Kestrel Opportunities Fund
- Saltus Private Assets Portfolio
- Westbridge Fund

As announced on 31 July 2023, Westbridge Fund (the “Cell”) repurchased and cancelled all Participating shares issued effective 28 July 2023. Following this transaction, all assets and surplus cash held by the Cell were transferred to the Investors less a deferred cash retention paid post August 2023.

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

REPORT OF THE DIRECTORS

The Directors of Guernsey Portfolios PCC Limited (the “Company”) submit the annual report and audited financial statements of the Core for the year ended 31 March 2024.

Principal Activity

The principal objective of the Company is to achieve long term capital growth from a series of Cells established for the purpose of pursuing different investment strategies and investing in different types of assets, instruments and underlying funds. The Core has no activity other than that of holding the management shares and associated receivables and had no activity during the year; hence no profit and loss account is presented in the accompanying financial statements. See page 2 for a list of active Cells during the year.

Results and Dividends

The Core neither made a profit nor a loss during the year (31 March 2023: £nil). The Directors of the Company do not recommend the payment of a dividend for the financial year (31 March 2023: £nil).

Going Concern

Both the Kestrel Opportunities and Saltus Private Assets Portfolio Cells will continue for the foreseeable future and therefore these Core accounts are prepared on a going concern basis. The Board has determined that the Core has sufficient resources to cover operating costs for a period of at least 12 months from the date at approval of the financial statements and is able to continue as a going concern.

The Directors of the Company have considered the ongoing global conflicts and sanctions along with other events and conditions and they have determined that there is no material impact on going concern.

Directors

The Directors of the Company who served during the year and to date are listed on page 1.

The Directors of the Company who served during the year had no shareholding interests in the Cells of the Core.

Directors’ Responsibilities Statement

The Directors of the Company are responsible for preparing the annual report and the financial statements for each financial year which give a true and fair view of the state of affairs of the Core in accordance with applicable Guernsey law and European Union (“EU”) adopted International Financial Reporting Standards (“IFRS”). In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Core will continue in business

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Core and which enable them to ensure that the financial statements comply with the Companies (Guernsey) Law, 2008, The Authorised Collective Investment Schemes (Class B) Rules, 2021 made under the Protection of Investors (Bailiwick of Guernsey) Law, 2020 and the Company’s principal documents. They are also responsible for safeguarding the assets of the Core and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

REPORT OF THE DIRECTORS (continued)

Directors' Responsibilities Statement (continued)

So far as the Directors are aware, there is no relevant audit information of which the Core's auditor is unaware, having taken all steps the Directors ought to have taken to make themselves aware of any relevant audit information and to establish that the Core's auditor is aware of that information.

Corporate Governance

Following the publication by the Guernsey Financial Services Commission of the Finance Sector Code of Corporate Governance in September 2011 (the "Code"), as amended, the Directors continually consider the effectiveness of their corporate governance practices with regard to the principles set out in the Code. The Directors are satisfied with their degree of compliance with the principles set out in the Code in the context of the nature, scale and complexity of the Company's business.

Independent Auditor

A resolution to reappoint BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

Daniel Underwood
Director

Nicola Walker
Director

Date: 27 August 2024

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

CUSTODIAN'S REPORT

In our capacity as Custodian to the Company we confirm that, in our opinion, the Scheme has been managed during the year ended 31 March 2024, in line with the provisions of the principal documents of the Company and The Authorised Collective Investment Schemes (Class B) Rules and Guidance, 2021.

BUTTERFIELD BANK (GUERNSEY) LIMITED

PO Box 25
Regency Court
Gategny Esplanade
St Peter Port
Guernsey, GY1 3AP

Date: 28 August 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUERNSEY PORTFOLIOS PCC LIMITED – CORE

Opinion on the financial statements

In our opinion, the financial statements of Guernsey Portfolios PCC Limited – Core ("the Core"):

- give a true and fair view of the state of the Core's affairs as at 31 March 2024 and of its result for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards, as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

We have audited the financial statements of the Core for the year ended 31 March 2024 which comprise the Statement of Financial Position and notes to the financial statements, including the material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards, as adopted by the European Union.

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.

Independence

We are independent of the Core 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Core's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUERNSEY PORTFOLIOS PCC LIMITED – CORE, (CONTINUED)

Other Companies (Guernsey) Law, 2008 reporting

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the Core; or
- the financial statements are not in agreement with the accounting records; or
- we have failed to obtain all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement within the Report of the Directors, 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 Core'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 Core or to cease operations, or have no realistic alternative but to do so.

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.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Company and the industry in which it operates;
- Discussion with management and those charged with governance; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be IFRS, Companies (Guernsey) Law, 2008, The Authorised Collective Investment Schemes (Class B) Rules, 2021 and The Protection of Investors (Bailiwick of Guernsey) Law, 2020.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws to be The Criminal Justice (Proceeds of Crime) (Bailiwick of Guernsey) (Amendment) Law, 2007, The Terrorism and Crime (Bailiwick Of Guernsey) Regulations, 2007 and The Data Protection (Bailiwick of Guernsey) Law, 2001.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUERNSEY PORTFOLIOS PCC LIMITED – CORE, (CONTINUED)

Our procedures in respect of the above included:

- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Review of legal expenditure accounts to understand the nature of expenditure incurred;
- Discussion with and inquiry of management and those charged with governance concerning known or suspected instances of non-compliance with laws and regulation; and
- Review of correspondence with the Guernsey Financial Services Commission, internal compliance reports, complaint registers and breach registers to identify and consider any known or suspected instances of non-compliance with laws and regulations.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Inquiries with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud; and
- Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls.

Our procedures in respect of the above included:

- Detailed testing of all material financial statement areas.
- Reviewing correspondence with the Guernsey Financial Services Commission, internal compliance reports, complaint registers and breach registers to identify and consider any known or suspected instances of fraud.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit. Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GUERNSEY PORTFOLIOS
PCC LIMITED – CORE, (CONTINUED)**

Use of our report

This report is made solely to the Core's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the Core'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 Core and the Core's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO Limited
Chartered Accountants
Place du Pré
Rue du Pré
St Peter Port
Guernsey

Date: 28 August 2024

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

STATEMENT OF FINANCIAL POSITION As at 31 March 2024

		2024	2023
	Note	£	£
Assets			
Receivables		100	100
Total Assets		<u>100</u>	<u>100</u>
Equity			
Management share capital	4	100	100
Total equity		<u>100</u>	<u>100</u>

The financial statements on pages 9 to 11 were approved by the Board of Directors and authorised for issue on 27 August 2024.

Daniel Underwood
Director

Nicola Walker
Director

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

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2024

1. General Information

Guernsey Portfolios PCC Limited (the "Company") is an open-ended investment company of unlimited duration incorporated in Guernsey on 5 October 2006 as a protected cell company in accordance with the provisions of the Protected Cell Companies Ordinance, 1997 (subsequently replaced by the Companies (Guernsey) Law, 2008), initially with five Cells, subsequently increasing to fourteen (two of which were active at the end of the reporting period (31 March 2023: three)). The Company is authorised by the Guernsey Financial Services Commission as a Class B Collective Investment Scheme under the Protection of Investors (Bailiwick of Guernsey) Law, 2020. A meeting was held on 17 April 2009, whereby the Board resolved to retain the Company's current status as an "Authorised Fund".

2. Principal Accounting Policies

Basis of accounting

The principal activity of the Core is to be the core for the Company, which is an open-ended investment vehicle, and has no activity other than that of holding the management shares and associated receivables.

The financial statements have been prepared in accordance with applicable law, the Company's principal documents and IFRS as adopted by the EU.

A number of new standards, amendments to standards and interpretations are effective for periods beginning after 1 April 2023 and have not been early adopted in preparing these financial statements.

- The amendments to IAS 1, effective on 1 January 2024, clarifying the criteria for classifying liabilities with covenants as current or non-current.
- Amendments to IFRS 16, effective on 1 January 2024, lease liability in a sale and leaseback.
- Amendment to IAS 7 and IFRS 7, effective on 1 January 2024, supplier finance arrangements.

As the Core has no activity, none of the new standards, amendments to existing standards or interpretations that are effective in future periods are expected to have a material impact on the financial statements.

There was no income or expenses during the current and prior years. As such, no Statement of Comprehensive Income has been presented in these financial statements.

The Core holds no bank accounts and no cash flows occurred during the year. As such no Statement of Cash Flows has been presented in these financial statements.

There was no change in the Core's equity during the current or prior year. As such, no Statement of Changes in Equity has been presented in these financial statements.

Going concern

Both the Kestrel Opportunities and Saltus Private Assets Portfolio Cells will continue for the foreseeable future and therefore these Core accounts are prepared on a going concern basis. The Board has determined that the Core has sufficient resources to cover operating costs for a period of at least 12 months from the date at approval of the financial statements and is able to continue as a going concern.

The Directors of the Company have considered the ongoing global conflicts and sanctions along with other events and conditions and they have determined that there is no material impact on going concern.

GUERNSEY PORTFOLIOS PCC LIMITED - CORE

NOTES TO THE FINANCIAL STATEMENTS, (continued) For the year ended 31 March 2024

3. Critical Accounting Estimates and Judgments

There are no critical accounting estimates and judgments made use of in preparing these Financial Statements.

4. Share Capital

The Management shares may only be issued at par and to Saltus (Channel Islands) Limited (the "Manager"). The Management shares carry no voting rights in the Company whilst any Participating Redeemable Preference shares of any Cell are in issue.

The Management shares do not carry any right to dividends and are not redeemable.

Issued share capital	Number of shares	Share capital £
Equity Shares		
Management shares of £1 each at 31 March 2024 and 31 March 2023	100	100
Total Equity Shares	100	100

5. Related Parties

Mrs Nicola Walker, Director of the Company, is also a Director of the Manager since her appointment on 18 November 2021.

Mr. Mark Cleary, Director of the Company, is also an employee of the Administrator. Mr Damien Fitzgerald and Mr John Donnelly, Directors of the Company, until their resignations were also Directors of the Administrator and the Manager. Mr Daniel Underwood, Director of the Company, is also a Partner of the Investment Manager and a director of the Manager.

6. Subsequent Events

The Directors are satisfied that there are no other material events subsequent to the year-end that have an effect on these financial statements.