



ARBUTHNOT BANKING GROUP PLC

Interim Report

2015

GROUP DIRECTORS & SECRETARY

Directors

Sir Henry Angest
Chairman and Chief Executive

James Cobb ACA
Group Finance Director

James Fleming
Director

Ruth Lea CBE
Independent non-executive director

Paul Lynam
Director

Sir Christopher Meyer
Independent non-executive director

Andrew Salmon ACA
Chief Operating Officer

Robert Wickham
Deputy Chairman and senior independent
non-executive director

Secretary

Jeremy Kaye FCIS



The importance of history and Sun Tzu

The importance of previous experience cannot be overstated. "Those who are not willing to learn from history are doomed to repeat the mistakes of previous generations." A good place to start, therefore, is with the famous Chinese General, Sun Tzu and his writings in "The Art of War" ca. 2500 years ago. He established some basic truths such as:

"He whose ranks are united in purpose will be victorious"

"The Commander will surely choose those who are most fortunate"

"The traits of a true commander are: courage, wisdom, humanity and integrity"

ARBUTHNOT BANKING GROUP PLC



Arbuthnot has a 182 year history

... of serving its customers, as well as a long track record of progress against the background of a continually changing environment. The ability of Arbuthnot to adapt and grow has come from managing the business through seven key principles developed over time. These principles, always applied with pragmatism and common sense, govern the activities of the Group, ranging from major strategic issues to smaller day-to-day operational matters.

CORPORATE PHILOSOPHY

1. Arbuthnot serves its **shareholders**, its **customers** and its **employees** with **integrity** and **high ethical standards**. This is expressed in a **progressive dividend** policy, in **fair pricing** and **pay for performance**.
2. Arbuthnot attaches great importance to **good relations** with customers and business partners, and treating them **fairly and promptly**. Arbuthnot believes in **reciprocity**.
3. Arbuthnot is **independent**, and **profit and growth oriented** while maintaining a **controlled risk profile**.
4. Arbuthnot's approach is based on **diversification, a long-term view, empowerment of management** and a culture of **rewards for achievements**.
5. Arbuthnot's business is conducted in an **innovative, flexible** and **entrepreneurial** manner, with an **opportunistic** and **counter-cyclical** attitude.
6. Arbuthnot does not sacrifice **long-term prospects** for short-term gains – nor sacrifice **stability** for quick profits.
7. Ultimately, the success of Arbuthnot depends on the **teamwork, commitment, and performance** of its employees, combined with the **determination** to win.

The continued application of these principles will allow the business to pursue growth in a controlled manner, providing a high quality service to its customers whilst delivering good returns to shareholders and securing the well-being of its employees.

Sir Henry Angest
Chairman & CEO

20 July 2015

CHAIRMAN'S STATEMENT

I am pleased to report that Arbuthnot Banking Group has continued its profitable growth throughout the first half of 2015

Sir Henry Angest

Chairman & CEO

20 July 2015

Arbuthnot Banking Group PLC

I am pleased to report that Arbuthnot Banking Group has continued its profitable growth throughout the first half of 2015. The Group has recorded a profit before tax of £15.7m (H1 2014: £9.5m), which is an increase of 65% compared to the same period last year. Customer loan balances continue to grow and now stand at £1.4bn and customer deposits have exceeded £1.5bn for the first time.

As a result of the growth in profits the Board has decided to increase the interim dividend by 1p to 12p which will be paid on 2 October 2015 to shareholders on the register at 4 September 2015.

Private banking subsidiary – Arbuthnot Latham & Co., Limited

Arbuthnot Latham has reported a profit before tax for the half year of £3.7m (H1 2014: £1.7m), an increase of nearly 111%. This is a result of the bank's investment by hiring additional private bankers over the past two years, which has now led to a substantial increase in new clients opening accounts.

In addition to recruitment in London, the bank has also developed in its other markets. The South West regional office in Exeter has agreed a lease and will move into its new offices in the second half of 2015. The North West regional office in Manchester has completed further recruitment of both private bankers and a wealth planner. The Dubai office will break even in July 2015, as expected, just two years after opening for business.

The bank has shown good growth, with customer loans increasing to £584m (H1 2014: £394m), deposits up by 31% to £770m (H1 2014: £589m) and assets under management growing to £701m (H1 2014: £566m).

Included in customer loans is £101m of the residential mortgage portfolio that was purchased in December 2014. As planned at the time of acquisition, the bank successfully transferred ownership of the loans into its own name in June and at the same time entered into a servicing agreement with Exact Mortgages.

As the momentum within the business has grown, the bank has embarked on three significant investment initiatives to support its future growth. Firstly, the bank has begun a transformational upgrade of its operations. The programme includes paperless workflow, standardised customer interaction and the implementation of a new banking platform. The work is expected to be completed by the end of 2016. Secondly, Arbuthnot Latham has agreed heads of terms to secure 10,000 square feet of additional office space in the City on a short term lease to be occupied in the second half of 2015. Finally, the bank is embarking on its expansion into Commercial Banking. Initially, the focus will be on providing business banking services

to its entrepreneurial private banking clients. Recruitment for the new business stream is already underway with several new bankers expected to join in the remaining months of 2015. This proposition is not expected to launch until 2016.

Retail banking subsidiary – Secure Trust Bank PLC

The retail bank has reported a record level of first half profits at £16.1m (H1 2014: £11.5m), which represents an increase of 40% on the prior year.

The business has continued to implement its strategic plan following the significant capital raising it carried out in 2014. As a result, it has seen continued positive trends in its customer lending balances, which overall have grown by 90% compared to the prior year period to stand at £852m (H1 2014: £448m).

Of the more established Consumer Finance businesses, Motor Finance and Retail Finance have performed well. The Motor Finance book has increased to £152m from £128m a year ago, an increase of 19%. The Retail Finance lending has grown to £163m from £91m, driven by good lending volumes generated from the sport and leisure and cycle businesses.

The SME Lending growth has exceeded expectations, largely due to the Real Estate and Asset Finance products. The Real Estate Finance loan balances have increased to £266m from £13m at 30 June 2014, which was shortly after we had started this line of business. The Asset Finance portfolio has risen to £30m and Invoice Finance now stands at £16m, both of which commenced business within the last year and are now fully established.

The growth in the portfolios continues to be controlled according to our strict lending criteria, with impairments at levels well below our expectations at the time the loans were originated.

Secure Trust Bank remains funded from the retail deposit markets. During the first six months of 2015 the bank continued to see a good flow of deposits and has grown the customer deposit balances to £835m (H1 2014: £477m), an increase of 75%.

Outlook

The economic environment remains favourable, which should allow both banks to continue their growth. With a business friendly government in office for the next five years, we expect the banks will maintain their momentum and continue their long term investment plans. As ever, we remain vigilant as to the political and economic events that are developing in Europe, and elsewhere.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Note	Six months ended 30 June 2015 £000	Six months ended 30 June 2014 £000
Interest income	77,374	50,909
Interest expense	(12,925)	(9,844)
Net interest income	64,449	41,065
Fee and commission income	16,373	18,240
Fee and commission expense	(1,815)	(2,123)
Net fee and commission income	14,558	16,117
Operating income	79,007	57,182
Net impairment loss on financial assets	(11,926)	(7,502)
Operating expenses	(51,345)	(40,155)
Profit before income tax	15,736	9,525
Income tax expense	(3,038)	(2,862)
Profit for the period	12,698	6,663
Revaluation reserve		
– Amount transferred to profit and loss	–	(2)
Cash flow hedging reserve		
– Effective portion of changes in fair value	–	378
Other comprehensive income for the period, net of income tax	–	376
Total comprehensive income for the period	12,698	7,039
Profit attributable to:		
Equity holders of the Company	6,507	3,873
Non-controlling interests	6,191	2,790
	12,698	6,663
Total comprehensive income attributable to:		
Equity holders of the Company	6,507	4,249
Non-controlling interests	6,191	2,790
	12,698	7,039
Earnings per share for profit attributable to the equity holders of the Company during the period (expressed in pence per share):		
– basic	3	42.6
– diluted	3	42.4

The notes on pages 8 to 10 are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	At 30 June 2015 £000	At 30 June 2014 £000
ASSETS		
Cash and balances at central banks	224,678	172,402
Loans and advances to banks	35,865	98,474
Debt securities held-to-maturity	98,143	49,980
Derivative financial instruments	1,634	101
Loans and advances to customers	1,436,381	841,602
Other assets	17,269	18,573
Financial investments	1,108	1,622
Deferred tax asset	1,770	3,080
Investment in associate	943	943
Intangible assets	11,100	12,235
Property, plant and equipment	13,475	5,617
Total assets	1,842,366	1,204,629
EQUITY AND LIABILITIES		
Equity attributable to owners of the parent		
Share capital	153	153
Retained earnings	118,822	69,739
Other reserves	(1,263)	(1,091)
Non-controlling interests	61,716	20,777
Total equity	179,428	89,578
LIABILITIES		
Deposits from banks	10,871	1,619
Deposits from customers	1,604,929	1,065,678
Current tax liability	5,487	1,145
Other liabilities	31,256	33,123
Deferred tax liability	–	1,720
Debt securities in issue	10,395	11,766
Total liabilities	1,662,938	1,115,051
Total equity and liabilities	1,842,366	1,204,629

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Group							Total £000
	Share capital £000	Revaluation reserve £000	Capital redemption reserve £000	Available- for-sale reserve £000	Treasury shares £000	Retained earnings £000	Non- controlling interests £000	
Balance at 1 January 2015	153	98	20	(250)	(1,131)	114,641	60,038	173,569
Total comprehensive income for the period								
Profit for the six months ended 30 June 2015	–	–	–	–	–	6,507	6,191	12,698
Other comprehensive income, net of income tax	–	–	–	–	–	–	–	–
Total comprehensive income for the period	–	–	–	–	–	6,507	6,191	12,698
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Equity settled share based payment transactions	–	–	–	–	–	56	36	92
Final dividend relating to 2014	–	–	–	–	–	(2,382)	(4,549)	(6,931)
Total contributions by and distributions to owners	–	–	–	–	–	(2,326)	(4,513)	(6,839)
Balance at 30 June 2015	153	98	20	(250)	(1,131)	118,822	61,716	179,428

The notes on pages 8 to 10 are an integral part of these consolidated financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

CONTINUED

	Attributable to equity holders of the Group								
	Share capital £000	Revaluation reserve £000	Capital redemption reserve £000	Available- for-sale reserve £000	Cash flow hedging reserve £000	Treasury shares £000	Retained earnings £000	Non- controlling interests £000	Total £000
Balance at 1 January 2014	153	191	20	(169)	(378)	(1,131)	67,901	20,327	86,914
Total comprehensive income for the period									
Profit for the six months ended 30 June 2014	–	–	–	–	–	–	3,873	2,790	6,663
Other comprehensive income, net of income tax									
Cash flow hedging reserve									
– Adjustment	–	(2)	–	–	–	–	2	–	–
– Effective portion of changes in fair value	–	–	–	–	378	–	–	–	378
Total other comprehensive income	–	(2)	–	–	378	–	2	–	378
Total comprehensive income for the period	–	(2)	–	–	378	–	3,875	2,790	7,041
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners									
Equity settled share based payment transactions	–	–	–	–	–	–	196	86	282
Final dividend relating to 2013	–	–	–	–	–	–	(2,233)	(2,426)	(4,659)
Total contributions by and distributions to owners	–	–	–	–	–	–	(2,037)	(2,340)	(4,377)
Balance at 30 June 2014	153	189	20	(169)	–	(1,131)	69,739	20,777	89,578

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CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months ended 30 June 2015 £000	Six months ended 30 June 2014 £000
Cash flows from operating activities		
Interest received	73,555	53,775
Interest paid	(12,512)	(11,240)
Fees and commissions received	11,482	16,117
Cash payments to employees and suppliers	(49,020)	(54,804)
Taxation paid	(1,163)	(3,144)
Cash flows from operating profits before changes in operating assets and liabilities	22,342	704
Changes in operating assets and liabilities:		
– net decrease in derivative financial instruments	6	36
– net increase in loans and advances to customers	(283,097)	(100,072)
– net increase in other assets	(403)	(1,306)
– net decrease in deposits from banks	(16,786)	(384)
– net increase in amounts due to customers	410,644	107,887
– net (decrease)/increase in other liabilities	(3,728)	2,106
Net cash inflow from operating activities	128,978	8,971
Cash flows from investing activities		
Purchase of financial investments	(1,580)	–
Disposal of financial investments	1,602	–
Purchase of computer software	(1,200)	(765)
Purchase of property, plant and equipment	(1,648)	(306)
Proceeds from sale of property, plant and equipment	–	42
Purchases of debt securities	(152,243)	(37,766)
Proceeds from redemption of debt securities	145,783	7,252
Net cash outflow from investing activities	(9,286)	(31,543)
Cash flows from financing activities		
Dividends paid	(6,931)	(4,659)
Net cash used in financing activities	(6,931)	(4,659)
Net increase/(decrease) in cash and cash equivalents	112,761	(27,231)
Cash and cash equivalents at 1 January	147,782	298,107
Cash and cash equivalents at 30 June	260,543	270,876

The notes on pages 8 to 10 are an integral part of these consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Operating segments

The Group is organised into three main operating segments as disclosed below:

- 1) Retail banking — incorporating household cash management, personal lending and banking and insurance services.
- 2) UK Private banking — incorporating private banking and wealth management.
- 3) Group Centre – ABG Group Centre management.

Transactions between the operating segments are on normal commercial terms. Centrally incurred expenses are charged to operating segments on an appropriate pro-rata basis. Segment assets and liabilities comprise operating assets and liabilities, being the majority of the balance sheet.

Six months ended 30 June 2015	Retail banking £000	UK Private banking £000	Group Centre £000	Total £000
Interest revenue	64,162	13,460	60	77,682
Inter-segment revenue	(159)	(89)	(60)	(308)
Interest revenue from external customers	64,003	13,371	–	77,374
Fee and commission income	9,482	6,891	–	16,373
Revenue from external customers	73,485	20,262	–	93,747
Interest expense	(9,769)	(3,162)	172	(12,759)
Subordinated loan note interest	–	–	(166)	(166)
Fee and commission expense	(1,635)	(180)	–	(1,815)
Add back inter-segment revenue	159	89	(248)	–
Segment operating income	62,240	17,009	(242)	79,007
Impairment losses	(11,218)	(708)	–	(11,926)
Operating expenses	(34,873)	(12,640)	(3,832)	(51,345)
Segment profit / (loss) before tax	16,149	3,661	(4,074)	15,736
Income tax (expense) / income	(3,132)	–	94	(3,038)
Segment profit / (loss) after tax	13,017	3,661	(3,980)	12,698
Loans and advances to customers	852,291	584,090	–	1,436,381
Other assets	149,701	281,135	(24,851)	405,985
Segment total assets	1,001,992	865,225	(24,851)	1,842,366
Customer deposits	835,083	769,846	–	1,604,929
Other liabilities	38,555	52,495	(33,041)	58,009
Segment total liabilities	873,638	822,341	(33,041)	1,662,938
Other segment items:				
Capital expenditure	(1,435)	(1,313)	–	(2,748)
Depreciation and amortisation	(799)	(587)	(5)	(1,391)

The “Group Centre” segment above includes the parent entity and all intercompany eliminations. Segment profit is shown prior to any intra-group eliminations. The UK private bank opened a branch in Dubai in 2013, which generated £807k (2014: £225k) fee income and had operating costs of £873k (2014: £745k). Other than the Dubai branch, all other operations of the Group are conducted wholly within the United Kingdom and therefore geographical information is not presented.

1. Operating segments (continued)

Six months ended 30 June 2014	Retail banking £000	UK Private banking £000	Group Centre £000	Total £000
Interest revenue	41,576	9,454	58	51,088
Inter-segment revenue	(31)	(87)	(61)	(179)
Interest revenue from external customers	41,545	9,367	(3)	50,909
Fee and commission income	11,227	7,013	–	18,240
Revenue from external customers	52,772	16,380	(3)	69,149
Interest expense	(7,213)	(2,460)	29	(9,644)
Subordinated loan note interest	–	–	(200)	(200)
Fee and commission expense	(1,825)	(298)	–	(2,123)
Add back inter-segment revenue	31	87	(118)	–
Segment operating income	43,765	13,709	(292)	57,182
Impairment losses	(6,352)	(1,150)	–	(7,502)
Operating expenses	(25,899)	(10,822)	(3,434)	(40,155)
Segment profit / (loss) before tax	11,514	1,737	(3,726)	9,525
Income tax (expense) / income	(3,057)	(88)	283	(2,862)
Segment profit / (loss) after tax	8,457	1,649	(3,443)	6,663
Loans and advances to customers	447,848	393,754	–	841,602
Other assets	122,576	290,903	(50,452)	363,027
Segment total assets	570,424	684,657	(50,452)	1,204,629
Customer deposits	476,783	588,895	–	1,065,678
Other liabilities	30,209	65,752	(46,588)	49,373
Segment total liabilities	506,992	654,647	(46,588)	1,115,051
Other segment items:				
Capital expenditure	(625)	(445)	(1)	(1,071)
Depreciation and amortisation	(1,488)	(308)	(6)	(1,802)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CONTINUED

2. Underlying profit reconciliation

The profit before tax as reported in the operating segments can be reconciled to the underlying profit for the year as disclosed in the tables below.

Six months ended 30 June 2015	Arbuthnot Latham & Co £000	Secure Trust Bank £000	Arbuthnot Banking Group £000
Profit before tax	3,661	16,149	15,736
ELL & V12 fair value amortisation	–	950	950
STB acquisition costs	–	4	4
STB share options	–	271	271
AL transformation project	170	–	170
Underlying profit	3,831	17,374	17,131
Basic earnings per share (pence)			46.8

Six months ended 30 June 2014	Arbuthnot Latham & Co. £000	Secure Trust Bank £000	Arbuthnot Banking Group £000
Profit before tax	1,737	11,514	9,525
ELL & V12 fair value amortisation	–	2,767	2,767
STB acquisition costs	–	183	183
STB share options	–	754	754
Underlying profit	1,737	15,218	13,229
Basic earnings per share (pence)			38.1

3. Earnings per ordinary share

Basic

Earnings per ordinary share are calculated on the net basis by dividing the profit attributable to equity holders of the Company of £6,507,000 (H1 2014: £3,873,000) by the weighted average number of ordinary shares 15,279,322 (H1 2014: 15,279,322) in issue during the year.

Diluted

Diluted earnings per ordinary share are calculated on the net basis by dividing the profit attributable to equity holders of the Company of £6,507,000 (H1 2014: £3,873,000) by the weighted average number of ordinary shares 15,279,322 (H1 2014: 15,279,322) in issue during the year, as noted above, as well as the number of dilutive share options in issue during the year. The number of dilutive shares in issue at the half year was 53,699 (H1 2014: 42,533), being based on the number of options granted of 200,000 (H1 2014: 200,000), the weighted exercise price of 994 pence (H1 2014: 994 pence) per option and the average share price during the year of 1359 pence (H1 2014: 1300 pence).

4. Basis of reporting

The interim financial statements have been prepared on the basis of accounting policies set out in the Group's 2014 statutory accounts as amended by standards and interpretations effective during 2015 and in accordance with IAS 34 "Interim Financial Reporting" (except for comparatives in the Statement of Financial Position). The directors do not consider the fair value of the assets and liabilities presented in these financial statements to be materially different from their carrying value.

The statements were approved by the Board of Directors on 20 July 2015 and are unaudited. The interim financial statements will be posted to shareholders and copies may be obtained from The Company Secretary, Arbuthnot Banking Group PLC, Arbuthnot House, 7 Wilson Street, London EC2M 2SN.

CORPORATE CONTACTS & ADVISERS

Group Address and Registered Office

Arbuthnot Banking Group PLC
Arbuthnot House
7 Wilson Street
London EC2M 2SN
T 020 7012 2400
E info@arbuthnotgroup.co.uk
www.arbuthnotgroup.com

Corporate Contacts

Secure Trust Bank PLC
One Arleston Way
Solihull B90 4LH
T 0121 693 9100
F 0121 693 9124
E banking@securetrustbank.com
www.securetrustbank.com

Arbuthnot Latham & Co., Limited
Arbuthnot House
7 Wilson Street
London EC2M 2SN
T 020 7012 2500
F 020 7012 2501
E banking@arbuthnot.co.uk
www.arbuthnotlatham.co.uk

Suite 2B South Central
11 Peter Street
Manchester M2 5QR
T 0161 413 0030

17 Southernhay West
Exeter EX1 1PJ
T 01392 496061
F 01392 413638

Dubai branch
PO Box 482007
Gate Precinct 4
Level 3, Office 308
Dubai International Financial Centre
Dubai, UAE
T +971 (4) 3770900

Advisers

Auditors:
KPMG LLP

Principal Bankers:
Barclays Bank PLC
Lloyds Banking Group PLC

Stockbrokers:
Numis Securities Limited

Nominated Advisor:
Canaccord Genuity Limited

Registrars:
Capita Asset Services
The Registry
34 Beckenham Road
Beckenham, Kent BR3 4TU

Arbuthnot Banking Group PLC
Arbuthnot House
7 Wilson Street
London EC2M 2SN

T 020 7012 2400
E info@arbuthnotgroup.co.uk

www.arbuthnotgroup.com

Registration No. 1954085