

# Genuinely active investing



**Miton Group plc**

Half Year Report (Unaudited)  
For the six months ended 30 June 2015

# Genuinely active investing...

- ☞ The first half of 2015 was characterised by unsettled markets. The precipitous fall in commodity prices highlights just how much world growth expectations have reduced.
- ☞ Over the last four years Miton has developed investment strategies that we believe are very well placed to thrive in the new market trends coming through.
- ☞ We give our fund managers the freedom necessary to deliver outstanding performance for our clients within a rigorous risk framework.
- ☞ *Genuinely active investing* is about delivering for our clients at this time of flux.



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# Highlights

## Financial

- Renewed momentum with net inflows in Q2 following outflows in Q1. Over six months to 30 June, AUM increased from £2,050m to £2,225m.
- Average AUM over the six month period was £2,140m (H1 2014 - £2,953m<sup>1</sup>). This reduction included the impact of the disposal of the Liverpool business.
- Net revenue margin increased to 66.6bp (H1 2014 - 65.0bp).
- H1 costs maintained at £5.7m<sup>2</sup> (H1 2014 - £5.8m).
- Adjusted Profit before Tax reduced to £0.8m (H1 2014 £3.4m).
- Total cash balances as at 30 June 2015 were £13.6m (31 December 2014: £15.2m) after payment of year-end bonuses and the dividend.

## Progress since the half year end

- The positive net flows experienced in Q2 have continued. AUM rose to £2,364m as at 31 August 2015.
- CF Miton UK Value Opportunities fund<sup>3</sup> increased AUM to £498m as at 31 August 2015 (30 June 2015: £378m; 30 June 2014: £86m).
- Funds rebranded:
  - Miton's Cautious and Defensive multi asset funds<sup>4</sup> were repositioned in Q1 and moved to more appropriate sector groupings. They have generated first quartile performance since the change of managers in June 2014.
  - Proposed change of the PFS Darwin Multi Asset fund to an income mandate. It will be renamed the PFS Miton Cautious Monthly Income fund in October.<sup>5</sup>
- Miton UK MicroCap Trust plc was launched in April raising £50m. Since launch a further £5m has been raised.
- Following appointment of Carlos Moreno in August, we intend to launch a new European equities fund in Q4.

### Notes

<sup>1</sup> £2,953m includes £438m of AUM relating to the Liverpool business which was sold on 31 March 2014.

<sup>2</sup> After adjusting for the write-back of a VAT provision of £185,000.

<sup>3</sup> CF Miton UK Value Opportunities fund AUM includes FP Miton Undervalued Assets fund AUM. It is intended to merge the two funds in Q1 2016.

<sup>4</sup> CF Miton Cautious Multi Asset fund and CF Miton Defensive Multi Asset fund.

<sup>5</sup> Subject to unitholder vote on 30 September 2015.

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# Financial Summary

	<b>Unaudited six months to 30 June 2015 £m</b>	Unaudited six months to 30 June 2014 £m	Audited year to 31 December 2014 £m
Assets under Management: end of period	<b>2,225</b>	2,643	2,050
weighted average	<b>2,140</b>	2,953	2,637
Net Revenue	<b>7.1</b>	9.6	17.2
Adjusted Profit before Tax <sup>1</sup>	<b>0.8</b>	3.4	5.3
Profit/(Loss) before Tax	<b>0.6</b>	(10.0)	(5.6)
Cash generated from operations	<b>0.9</b>	1.9	4.1
Total Cash Balances as at period end	<b>13.6</b>	16.1	15.2
	<b>pence</b>	pence	pence
Adjusted earnings per share <sup>2</sup>	<b>0.43</b>	1.68	2.78
Diluted adjusted earnings per share <sup>3</sup>	<b>0.37</b>	1.64	2.53
Basic earnings/(loss) per share	<b>0.28</b>	(6.20)	(3.27)
Diluted earnings per share	<b>0.24</b>	–	–

## Notes

<sup>1</sup> Adjusted Profit before Tax is before amortisation, exceptionals and taxation.

<sup>2</sup> Adjusted EPS is based on Adjusted Profit and excludes amortisation and exceptionals.

<sup>3</sup> Diluted adjusted earnings per share involves a dilution of 14% largely as a result of an estimate of the Miton Group plc shares which would be issued if all the Growth Share Plan shares with an accrued value at 30 June 2015 had vested and had been exchanged for Miton Group plc ordinary shares at that date. See Financial Review on page 9 for further information.

# Chairman's Statement



The first six months of this year were challenging. In spite of the unsettled markets many of the Miton funds continued to generate decent absolute gains for clients. Encouragingly, fund flows in Q2 were positive and redemptions in multi assets had tapered significantly.

The fall in Miton's half year profits reflects the operational gearing in the business following the reduction in funds under management compared to last year. We continue to focus on growing AUM and the positive net flows we are experiencing give us cause for optimism. The continuing performance of the majority of Miton's funds and their distinctive market position allows the sales team to market a truly differentiated product.

The greatest inflows during the first half were into the UK Value Opportunities fund (AUM of £378m as at 30 June 2015), the UK Multi Cap Income fund (AUM of £440m as at 30 June 2015) and via the flotation of Miton UK MicroCap Trust plc which raised £50m in April.

Our multi asset investment team who joined in June 2014 have continued to deliver first quartile returns. The two Miton multi asset funds have been renamed CF Miton Cautious Multi Asset fund and CF Miton Defensive Multi Asset fund, which reflects their new fund peer group. Their continued first quartile returns have helped stem the outflows seen at the start of the year.

We continue to focus on growing AUM:

- Carlos Moreno joined Miton in August to manage a new European equities fund which we plan to launch later this year. To capitalise on this particular opportunity our plans were brought forward from 2016. There will therefore be up to £400,000 of additional costs in 2015.
- Miton UK MicroCap Trust plc has already grown with an additional £5m raised since launch.
- The strong performance of the Miton multi asset funds means we can develop our offering. Therefore the PFS Darwin Multi Asset fund will, subject to unitholder approval, be renamed as PFS Miton Cautious Monthly Income fund with a mandate to provide investors with an income-oriented multi asset investment opportunity from October.

Comprehensive compliance and an appreciation of the sources of risk are naturally a high priority in our business. Nevertheless we are continuing to focus on cost control through increasingly automated fund management operations. Overall costs have been contained at a slightly lower level than the same period last year. We are continuing to drive efficiencies further by working closely with our fund administration partners.

## Board changes following the half year end

On 11 September 2015, we announced that Ian Chimes and Piers Harrison were joining the Board with immediate effect as Sales & Marketing Director and Chief Operating Officer, respectively.

Ian Chimes joined Miton as Head of Sales and Marketing in July 2013. Piers Harrison joined Miton in July 2013 as Director of Operations and Risk Management.

At the same time we announced that Robert Clarke will be resigning from the Board with effect from 28 September. Bart Edgar will become Director of Finance, reporting to Piers Harrison, following Robert's departure. The Board thanks Robert for his diligence and hard work.

## Outlook

The second half of the year has started strongly with the momentum of positive net flows in Q2 continuing into Q3. As at 31 August 2015 assets under management were £2,364m in spite of unsettled markets. As AUM rises we anticipate benefiting from the operational gearing of the business.

**Ian Dighé**  
Executive Chairman  
25 September 2015

# The advantages of *genuinely* active investing in practice

- 👉 The usual pattern is that those with the most successful strategies take additional market share.
- 👉 Yet with bond yields having fallen to very low levels, many fund returns could now be unexciting going forward.
- 👉 Therefore the industry may be entering a period of flux, with greater opportunity for genuinely differentiated funds to take market share in the coming years.
- 👉 At Miton we have a range of funds that we believe have the potential to deliver excellent returns with below average volatility.
- 👉 Miton's funds are differentiated in their strategies. Our funds have **greater** potential to add more value over the longer term because we are focused on *genuinely active investing*.

# Strategies with *extra* potential. . .

We anticipate that our funds may be able to generate **better** potential returns through greater participation in some of the following trends:

- **Broader opportunity set** – With world growth falling away, strategies that can participate in the full range of quoted assets – including investments that are sometimes overlooked by others – could have greater growth potential.
- **Improving productivity** – Productivity has stagnated since 2008. Genuinely active portfolios can better participate in the specific stocks that are generating real productivity improvements - because productivity improvement is a key driver of long term returns.
- **Extra return via recovery stocks** – Many don't have the patience to back recovery stocks, as they can be too slow moving in fast markets. However backing the recovery of Income or Value stocks has proven to be a major driver of outperformance in the past.

# Matching our conviction . . .

*Genuinely active investing* is about getting all of our fund managers' conviction fully reflected in the positioning of our clients' portfolios, so their skill comes through fully in the funds' performance.

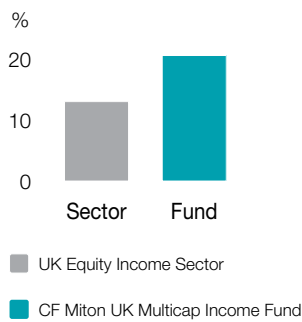
- ☞ All fund managers are mindful as to how much risk they carry in their portfolios on behalf of clients.
- ☞ At Miton we believe there is an extra advantage for clients when our fund managers carry out their own analysis on their stocks.
- ☞ It ensures our fund managers have a fuller understanding of where the analysis may be particularly sensitive or potentially vulnerable.
- ☞ It also avoids the risks associated with second guessing the level of conviction of analysts' opinions.

At Miton we have grown a culture where able fund managers can excel, which attracts the talented. For example Carlos Moreno has recently joined us to launch a new European fund later in the year.



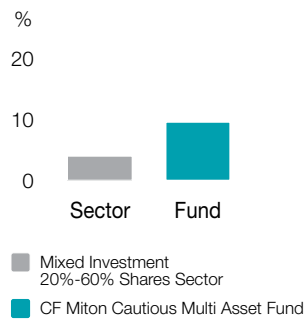
# ...to generate attractive returns

Gervais Williams /  
Martin Turner



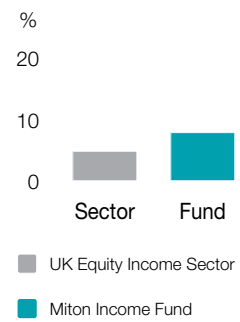
14.10.11 – 30.6.15

David Jane / Anthony  
Rayner / Henna Hemnani



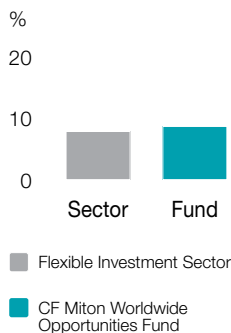
9.6.14 – 30.6.15

Eric Moore



1.11.13 – 30.6.15

Nick Greenwood



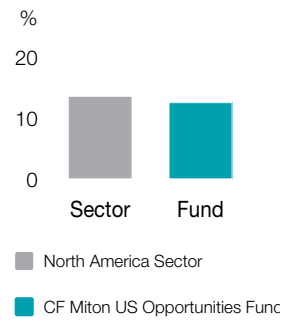
30.4.03 – 30.6.15

George Godber /  
Georgina Hamilton



25.3.13 – 30.6.15

Nick Ford / Hugh  
Grieves



18.3.13 – 30.6.15

The above charts show annualised returns for each of the fund management teams' best performing funds since launch; or in the case of CF Miton Cautious Multi Asset Fund and Miton Income Fund since the fund management team took over the management of the fund.

Source of performance data: FE Analytics, as at 30 June 2015, in GBP Sterling Class A shares, net income reinvested, mid to mid basis for OEIC funds and bid to bid for Miton Income Fund.

Risk Warning: Past performance is not a guide to future returns. The value of investments may fluctuate which will cause fund prices to fall as well as rise and investors may not get back the original amount invested.

# Financial Review

## Assets under Management

On 30 June 2015 Assets under Management (AUM) were £2,225m (30 June 2014: £2,643m; 31 December 2014: £2,050m). During the first half of 2015 fund performance and market movements accounted for the increase in value. Net outflows in the first three months of £54m were transformed into net inflows of £64m in the second quarter. This trend has continued since 30 June with net inflows of £134m in July and August.

Average AUM over the first half was £2,140m down from £2,953m in the corresponding period last year which included £438m of AUM relating to the Liverpool business which was sold on 31 March 2014. The following summary shows the movements during the six months ended 30 June 2015:

## Fund Flows Summary

	Audited Opening AUM 1 January 2015 £m	Inflows £m	Outflows £m	Net flows £m	Other (including market) £m	Unaudited Closing AUM 30 June 2015 £m
Equity funds	1,080	276	(187)	89	104	<b>1,273</b>
Multi asset funds	603	28	(156)	(128)	29	<b>504</b>
Total funds	1,683	304	(343)	(39)	133	<b>1,777</b>
Investment trusts	367	49	–	49	32	<b>448</b>
Total	2,050	353	(343)	10	165	<b>2,225</b>

## Revenue and Margins

With the 28% reduction in average AUM referred to above, net revenue reduced to £7.1m from £9.6m in H1 2014. The average net revenue margin for the first half was 66.6bp compared with 65.0bp in 2014 due to the loss of some lower margin funds and maintained margins elsewhere.

## Costs

H1 administrative expenses of £5.7m (after adjusting for a VAT provision write-back) were reduced marginally from the £5.8m in H1 2014.

## Adjusted Profit before Tax

Adjusted Profit before Tax of £0.8m for the period reduced significantly compared to H1 2014 as a result of the operational gearing in the business acting on the reduced revenue base. This sensitivity emphasises the opportunity for increased future profitability as a result of increasing AUM.

**Reconciliation of Adjusted Profit before Tax**

	<b>Six months to 30 June 2015 £m</b>	Six months to 30 June 2014 £m	Year to 31 December 2014 £m
Net revenues	7.1	9.6	17.2
Administrative expenses <sup>1</sup>	(5.7)	(5.8)	(11.1)
Share-based payment charge	(0.6)	(0.4)	(0.9)
Net finance revenue	–	–	0.1
<b>Adjusted Profit before Tax<sup>2</sup></b>	<b>0.8</b>	3.4	5.3
Amortisation	(0.4)	(0.9)	(1.2)
Write-back/ (creation) of VAT provision <sup>1</sup>	0.2	–	(0.2)
Exceptional non-recurring items	–	(12.5)	(9.4)
<b>Profit/(Loss) before Tax</b>	<b>0.6</b>	(10.0)	(5.5)

**Notes**

<sup>1</sup> A VAT provision of £185,000 created in 2014 has been written back since it is no longer required. The impact of the provision has been excluded from administrative expenses in this table in order to calculate Adjusted Profit before Tax on a consistent basis.

<sup>2</sup> Adjusted Profit before Tax represents profit before amortisation, exceptionals and taxation.

**Cash**

At 30 June 2015 cash balances amounted to £13.6m compared with £15.2m at the start of the year. After making deductions for regulatory capital requirements, the creditors reserve and other provisions, the Group's free cash as at 30 June 2015 was £4.7m. The creditors reserve of £2.9m arose from the capital reduction in 2013 and will no longer need to be held on the balance sheet after 2015.

**Growth Share Plan**

As at 30 June 2015 the total accrued value of the growth shares in issue estimated according to the Plan rules was £6.6m (31.12.14: £2.7m). This equates to 14.6% (8.2%) of Miton Group plc ordinary shares in issue at the date of approval of the Plan in 2013. This disclosure is required in accordance with accounting standards. The actual dilution experienced in future will depend on a number of factors including:

- the value of assets under management (AUM) within each Fund Management Unit (FMU) and within the Group as a whole at the end of the reporting period
- average AUM over a reporting period
- the profitability of specific FMUs and of the Miton Group
- the share price of Miton Group plc
- the proportion of an FMU's value in relation to that of the Group
- the timing and extent of the exchange of growth shares into Miton shares by participants: growth shares currently in issue are due to vest proportionately over the period 2016 to 2018.

The Company will consider when appropriate the use of Group cash balances to finance the buying back of Miton Group plc ordinary shares.

## Consolidated Statement of Comprehensive Income

For the period ended 30 June 2015

	Notes	Unaudited Six months to 30 June 2015 £000	Unaudited Six months to 30 June 2014 £000	Audited Year to 31 December 2014 £000
<b>Revenue</b>		<b>10,372</b>	15,253	26,952
Fees and commission expenses		(3,242)	(5,655)	(9,732)
<b>Net revenue</b>		<b>7,130</b>	9,598	17,220
Administration expenses		(5,505)	(5,804)	(11,297)
Share-based payment charge	10	(588)	(392)	(905)
Amortisation of intangible assets		(414)	(895)	(1,218)
Exceptional operating expenses	4	–	(12,540)	(9,364)
<b>Operating profit/(loss)</b>		<b>623</b>	(10,033)	(5,564)
Finance revenue		10	22	58
<b>Profit/(Loss) for the period before taxation</b>		<b>633</b>	(10,011)	(5,506)
Taxation	5	(205)	979	679
<b>Profit/(Loss) for the period after taxation and profit/(loss) for the period attributable to equity holders of the parent</b>		<b>428</b>	(9,032)	(4,827)
		<b>pence</b>	pence	pence
<b>Basic earnings/(loss) per share</b>	6	<b>0.28</b>	(6.20)	(3.27)
<b>Diluted earnings per share</b>	6	<b>0.24</b>	–	–

No other comprehensive income was recognised during 2015 or 2014, therefore the profit/(loss) for the period is equal to the total comprehensive income.

## Consolidated Statement of Changes in Equity

For the period ended 30 June 2015

	Share Capital £000	Share Premium £000	Employee Benefit Trust £000	Treasury Shares £000	Creditors Reserve £000	Retained Earnings £000	Total £000
<b>At 1 January 2015</b>	<b>171</b>	<b>2,661</b>	<b>(6,294)</b>	<b>(26)</b>	<b>3,057</b>	<b>57,171</b>	<b>56,740</b>
Profit for the period	-	-	-	-	-	428	428
Release of Treasury shares	-	-	-	43	-	-	43
Purchase of Treasury shares	-	-	-	(17)	-	-	(17)
Share-based payment charge	-	-	-	-	-	588	588
Release from Creditors Reserve	-	-	-	-	(146)	146	-
Dividend	-	-	-	-	-	(910)	(910)
<b>At 30 June 2015 (unaudited)</b>	<b>171</b>	<b>2,661</b>	<b>(6,294)</b>	<b>-</b>	<b>2,911</b>	<b>57,423</b>	<b>56,872</b>
<b>At 1 January 2014</b>	<b>164</b>	<b>-</b>	<b>(6,924)</b>	<b>-</b>	<b>3,799</b>	<b>62,464</b>	<b>60,133</b>
(Loss) for the period	-	-	-	-	-	(9,032)	(9,032)
Shares issued on exercise of options	2	651	-	-	-	(322)	331
Share-based payment charge	-	-	-	-	-	392	392
Deferred tax direct to equity	-	-	-	-	-	(922)	(922)
Reduction in Creditors Reserve	-	-	-	-	(404)	404	-
Dividend	-	-	-	-	-	(782)	(782)
<b>At 30 June 2014 (unaudited)</b>	<b>166</b>	<b>651</b>	<b>(6,294)</b>	<b>-</b>	<b>3,395</b>	<b>52,202</b>	<b>50,120</b>
<b>At 1 January 2014</b>	<b>164</b>	<b>-</b>	<b>(6,294)</b>	<b>-</b>	<b>3,799</b>	<b>62,464</b>	<b>60,133</b>
(Loss) for the year	-	-	-	-	-	(4,827)	(4,827)
Shares issued re acquisition of PSigma Asset Management Holdings	3	1,254	-	-	-	-	1,257
Shares issued on acquisition of Darwin Investment Managers	2	700	-	-	-	-	702
Purchase of Treasury shares	-	-	-	(26)	-	-	(26)
Shares issued on exercise of options	2	707	-	-	-	(377)	332
Share-based payment charge	-	-	-	-	-	905	905
Deferred tax direct to equity	-	-	-	-	-	(953)	(953)
Release from Creditors Reserve	-	-	-	-	(742)	742	-
Dividend	-	-	-	-	-	(783)	(783)
<b>At 31 December 2014 (audited)</b>	<b>171</b>	<b>2,661</b>	<b>(6,294)</b>	<b>(26)</b>	<b>3,057</b>	<b>57,171</b>	<b>56,740</b>

# Consolidated Statement of Financial Position

As at 30 June 2015

	Notes	Unaudited 30 June 2015 £000	Unaudited 30 June 2014 £000	Audited 31 December 2014 £000
<b>Non-current assets</b>				
Goodwill		41,070	39,385	41,070
Intangible assets		1,361	798	1,575
Property and equipment		201	273	216
		<b>42,632</b>	40,456	42,861
<b>Current assets</b>				
Trade and other receivables		4,014	4,385	2,871
Deferred tax asset		90	–	109
Cash and cash equivalents	7	13,605	16,153	15,192
		<b>17,709</b>	20,538	18,172
<b>Total assets</b>		<b>60,341</b>	60,994	61,033
<b>Current liabilities</b>				
Trade and other payables		2,650	6,284	3,690
Other payables		550	734	–
Provisions	8	–	106	260
		<b>3,200</b>	7,124	3,950
<b>Non-current liabilities</b>				
Other payables		–	3,750	–
Deferred tax liability		244	–	343
Provisions	8	25	–	–
		<b>269</b>	3,750	343
<b>Total liabilities</b>		<b>3,469</b>	10,874	4,293
<b>Net assets</b>		<b>56,872</b>	50,120	56,740
<b>Equity</b>				
Share capital	9	171	166	171
Share premium		2,661	651	2,661
Employee Benefit Trust		(6,294)	(6,294)	(6,294)
Treasury shares		–	–	(26)
Creditors Reserve		2,911	3,395	3,057
Retained earnings		57,423	52,202	57,171
<b>Total equity shareholders' funds</b>		<b>56,872</b>	50,120	56,740

## Consolidated Statement of Cash Flows

For the period ended 30 June 2015

	Notes	Unaudited Six months to 30 June 2015 £000	Unaudited Six months to 30 June 2014 £000	Audited Year to 31 December 2014 £000
<b>Operating activities</b>				
Profit/(Loss) for the year after taxation		428	(9,032)	(4,827)
Adjustments to reconcile profit/(loss) to net cash flow from operating activities:				
Tax on continuing operations		205	(979)	(679)
Net finance revenue		(10)	(22)	(58)
Depreciation		44	47	99
Loss on disposal of fixed assets		2	–	10
Amortisation of intangible assets		414	895	1,218
Share-based payment charge		588	392	905
Loss on disposal of Miton Capital Partners Limited		–	–	11,990
Intangible assets written off on disposals of Miton Capital Partners Limited		–	16,029	–
Consideration receivable on disposal of Miton Capital Partners Limited		–	(4,150)	–
Change in fair value of deferred contingent consideration payable		–	–	(3,410)
(Increase) in trade and other receivables		(295)	(920)	(83)
(Decrease)/increase in trade and other payables		(262)	52	(737)
(Decrease) in provisions		(235)	(412)	(258)
Cash generated from operations		879	1,900	4,170
Income tax paid		(1,141)	(445)	(1,245)
<b>Net cash flow from operating activities</b>		<b>(262)</b>	<b>1,455</b>	<b>2,925</b>
Investing activities:				
Interest received		10	22	58
Purchase of property and equipment		(31)	(81)	(72)
Acquisition of PSigma Asset Management Holdings Limited		–	–	(1,672)
Acquisition of Darwin Investment Managers Limited		(420)	–	(645)
Consideration received on disposal of Miton Capital Partners Limited		–	4,000	4,614
Purchase of Matterley management contract		–	–	(750)
<b>Net cash flow from investing activities</b>		<b>(441)</b>	<b>3,941</b>	<b>1,533</b>
Financing activities:				
Net release/(purchase) of Treasury shares		26	–	(26)
Proceeds from share issue		–	328	332
Dividend paid	3	(910)	(782)	(783)
<b>Net cash flow from financing activities</b>		<b>(884)</b>	<b>(454)</b>	<b>(477)</b>
<b>(Decrease)/increase in cash and cash equivalents</b>		<b>(1,587)</b>	<b>4,942</b>	<b>3,981</b>
Cash and cash equivalents at the beginning of the period		15,192	11,211	11,211
<b>Cash and cash equivalents at the end of the period</b>	7	<b>13,605</b>	<b>16,153</b>	<b>15,192</b>

# Notes to the Consolidated Financial Statements

For the period ended 30 June 2015

## 1. Basis of accounting

These interim condensed and consolidated financial statements do not constitute statutory accounts within the meaning of section 435 of the Companies Act 2006. They have been prepared on the basis of the accounting policies as set out in the Group's Annual Report for the year ended 31 December 2014.

The interim report has been prepared in accordance with IAS 34 'Interim Financial Reporting' and the Listing Rules of the Financial Conduct Authority.

The accounting policies applied in these interim financial statements are consistent with those applied in the Group's most recent annual financial statements.

The Group has sufficient financial resources and contracts with a number of customers and suppliers such that the directors believe that the Group is well placed to manage its business risks successfully despite the continued uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the interim report.

The Group's 2014 Annual Report is prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, and is available on the Miton Group plc website ([www.mitongroup.com](http://www.mitongroup.com)).

These unaudited financial statements were approved and authorised for issue by a duly appointed and authorised committee of the Board of Directors on 25 September 2015.

The full year accounts to 31 December 2014 were approved by the Board of Directors on 27 March 2015 and have been delivered to the Registrar of Companies. The report of the Auditors on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under Section 498 of the Companies Act 2006. The figures for the six months ended 30 June 2015 and the six months ended 30 June 2014 have not been audited.

## 2. Segmental information

The Group operates as one business segment, Fund Management, which offers a number of fund management products through a variety of distribution channels, and therefore does not provide information on different segments.

## 3. Dividend

The dividend for the year ended 31 December 2014 was paid on 7 May 2015, being 0.60p per share. The trustees of the Employee Benefit Trust waived their rights to part of this dividend, leading to a total distribution of £910,000, which is reflected in the Consolidated Statement of Changes in Equity.

## 4. Exceptional operating expenses

	<b>Six months to 30 June 2015 £000</b>	Six months to 30 June 2014 £000	Year to 31 December 2014 £000
Loss on disposal of Miton Capital Partners Limited	–	12,000	11,990
Growth Share Plan implementation costs	–	343	309
Changes to multi-asset fund management team and Darwin acquisition	–	197	–
Movement in fair value of deferred contingent consideration	–	–	(3,210)
Acquisition costs	–	–	275
<b>Total exceptional operating costs</b>	<b>–</b>	<b>12,540</b>	<b>9,364</b>



## 5. Taxation

	Six months to 30 June 2015 £000	Six months to 30 June 2014 £000	Year to 31 December 2014 £000
Corporation tax charge	288	844	920
Deferred tax credit	(83)	(139)	(1,599)
Deferred tax credit on goodwill write-off	–	(1,684)	–
Tax charge/(credit)	205	(979)	(679)

## 6. Earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) for the period attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period.

In calculating diluted earnings per share, IAS 33 Earnings Per Share requires that the profit/(loss) is divided by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of any potential dilutive ordinary shares that would be issued on their conversion to ordinary shares during the period.

### (a) Reported earnings per share

Reported basic profit/(loss) per share has been calculated as follows:

	Six months to 30 June 2015	Six months to 30 June 2014	Year to 31 December 2014
Net profit/(loss) attributable to ordinary equity holders of the parent for basic earnings (£000)	428	(9,032)	(4,827)
Weighted average shares in issue (No. 000)	151,841	145,712	147,702
Weighted average shares in issue - diluted (No. 000)	175,923	–	–
Basic EPS (pence)	0.28	(6.20)	(3.27)
Diluted EPS (pence)	0.24	–*	–*

\* No diluted EPS is disclosed for 2014 as the Company reported a basic loss per share in the year.

# Notes to the Consolidated Financial Statements *continued*

For the period ended 30 June 2015

## 6. Earnings per share *continued*

### (b) Adjusted earnings per share (Adjusted EPS)

Adjusted EPS is based on Adjusted Profit after tax, where Adjusted Profit is stated after charging interest and share-based payments but before amortisation and exceptional items.

	<b>Six months to 30 June 2015 £000</b>	Six months to 30 June 2014 £000	Year to 31 December 2014 £000
Profit/(Loss) before taxation for the period	<b>633</b>	(10,011)	(5,506)
Adjust:			
Exceptional operating expenses	–	12,540	9,364
Amortisation	<b>414</b>	895	1,218
(Write-back)/creation of VAT provision	<b>(185)</b>	–	185
Adjusted Profit before Tax	<b>862</b>	3,424	5,261
Taxation:			
Tax in the Consolidated Statement of Comprehensive Income	<b>(205)</b>	979	679
Tax effect of adjustments	<b>(3)</b>	(1,948)	(1,829)
Adjusted Profit after tax for the calculation of Adjusted earnings per share	<b>654</b>	2,455	4,111

Adjusted earnings per share and diluted adjusted earnings per share were as follows:

	<b>Six months to 30 June 2015 pence</b>	Six months to 30 June 2014 pence	Year to 31 December 2014 pence
Adjusted earnings per share	<b>0.43</b>	1.68	2.78
Diluted adjusted earnings per share	<b>0.37</b>	1.64	2.53

The above dilution arises largely as a result of the requirement to include an estimate of the Miton Group plc shares which would be issued if all the Growth Share Plan shares with an accrued value at 30 June 2015, which will not fully vest until 2018, had vested and had been exchanged into Miton Group plc ordinary shares at that date.

Adjusted earnings per share and diluted adjusted earnings per share have been calculated as follows:

	<b>Six months to 30 June 2015</b>	Six months to 30 June 2014	Year to 31 December 2014
Adjusted profit after tax for the calculation of Adjusted earnings per share for diluted adjusted earnings			
Earnings (£000)	<b>654</b>	2,455	4,111
Weighted average shares in issue (No. 000)	<b>151,841</b>	145,712	147,702
Weighted average shares in issue - diluted (No. 000)	<b>175,923</b>	149,339	162,307

## 7. Cash and cash equivalents

	<b>30 June 2015 £000</b>	30 June 2014 £000	31 December 2014 £000
Cash at bank and in hand	<b>13,605</b>	16,153	15,192
Included within the above are cash deposits held in a segregated account for the benefit of creditors following the Group restructuring in December 2013	<b>2,911</b>	3,395	3,057

## 8. Provisions

	Restructuring £000	Other £000	Fund management £000	Total £000
<b>Current</b>				
<b>At 1 January 2015</b>	–	<b>260</b>	–	<b>260</b>
Utilised	–	(33)	–	(33)
Released	–	(227)	–	(227)
<b>At 30 June 2015</b>	–	–	–	–
<i>At 1 January 2014</i>	398	–	120	518
<i>Utilised</i>	(292)	–	(95)	(387)
<i>Released</i>	–	–	(25)	(25)
<i>At 30 June 2014</i>	106	–	–	106
<i>At 1 January 2014</i>	398	–	120	518
<i>Provided</i>	–	260	–	260
<i>Utilised</i>	(398)	–	(95)	(493)
<i>Released</i>	–	–	(25)	(25)
<i>At 31 December 2014</i>	–	260	–	260
<b>Non-current</b>				Other £000
<b>At 1 January 2015</b>				–
Provided				25
<b>At 30 June 2015</b>				<b>25</b>

# Notes to the Consolidated Financial Statements *continued*

For the period ended 30 June 2015

## 9. Share capital

	<b>30 June 2015 £000</b>	30 June 2014 £000	31 December 2014 £000
<b>Authorised:</b>			
250,000,000 ordinary shares of 0.1 pence each	<b>250</b>	250	250
		No of ordinary shares 0.1 pence each No. 000	Value of ordinary shares 0.1 pence each £000
<b>Allotted, called up and fully paid:</b>			
<b>At 1 January 2015 and at 30 June 2015</b>		<b>170,920</b>	<b>171</b>
At 1 January 2014		164,090	164
Issued on exercise of share options		1,855	2
At 30 June 2014		165,945	166
		No of ordinary shares 0.1 pence each No. 000	Value of ordinary shares 0.1 pence each £000
At 1 January 2014		164,090	164
Issued re. acquisition of PSigma Asset Management Holdings Limited		3,320	3
Issued on acquisition of Darwin Investment Managers Limited		1,655	2
Issued on exercise of share options		1,855	2
At 31 December 2014		170,920	171

## 10. Share-based payments

The fair value of the share incentives granted in the period to 30 June 2015 was £nil (2014: £3.0m). Of the total £588,000 (2014: £392,000) share-based payment charge in the period, £nil (2014: £107,000) relates to the incentive granted in the period.

The fair value of the Miton Group plc Growth Plan was calculated using a Monte Carlo simulation adjusted discounted cash flow model using assumptions regarding volatility, growth in AUM, timing of exercise, employee exit and forfeiture rates and share price.

For both the MEI and MIP awards, the fair value was estimated as at the date of grant using a Black-Scholes model and based on employee exit and forfeiture rates, dividend yields, share price, composite volatility and performance conditions. The expected life of the incentives has been estimated taking account of the extent to which the exercise price was above or below the share price at date of grant. The annualised volatility has been based on historical trends, which have been assumed to indicate future volatility. The risk free interest rate has been based on the UK gilts rate with a maturity corresponding to the expected life of the option.

# Shareholder Notes



# Financial Calendar

2015 full year results announced	March 2016
Annual General Meeting	May 2016
2016 half year results announced	September 2016
Closing mid-market share price on 30 June 2015	27.5p
Stock code	MGR
Listing details	The Company's ordinary shares are quoted on the AIM. The price of the ordinary shares appears daily under the AIM section in the Financial Times.

## Contact Details of the Secretary and Advisers

### Company Secretary and Registered Office

Roger Bennett  
6th Floor Paternoster House  
65 St Paul's Churchyard  
London  
EC4M 8AB  
Tel: 0203 714 1500

### Bankers

Bank of Scotland  
Bishopsgate Exchange  
155 Bishopsgate  
London  
EC2M 3YB

### Registrars

Capita Registrars Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU  
Tel: 0871 664 0300

### Nominated Adviser and Broker

Peel Hunt LLP  
Moor House  
120 London Wall  
London  
EC2Y 5ET

### Auditors

Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

Company registration number 5160210

# Our Investment Range

## Equity Funds



### CF Miton UK Smaller Companies

The CF Miton UK Smaller Companies Fund is an equity fund that aims to achieve long-term total returns by investing primarily in UK smaller quoted companies.



### CF Miton UK Multi Cap Income

The CF Miton UK Multi Cap Income Fund invests across the market cap spectrum of UK quoted companies, aiming to provide attractive levels of dividends coupled with capital growth over the long term.



### CF Miton UK Value Opportunities

The CF Miton UK Value Opportunities Fund aims to achieve capital growth for investors by focusing on the very best value opportunities across the whole UK market capitalisation spectrum: quoted companies with robust tangible balance sheets and consistent cash flow generation.



### FP Miton Undervalued Assets

The investment objective of the fund is to achieve long-term capital growth by investing predominantly in the securities of UK quoted companies.



### CF Miton US Opportunities

The CF Miton US Opportunities Fund aims to achieve long-term total returns by investing primarily in a portfolio of North American equities.



### Miton Income

The Miton Income Fund aims to achieve a reasonable and rising income together with long term capital growth. The Fund invests primarily in UK quoted companies but may invest internationally.

## Multi Asset Funds



### CF Miton Cautious Multi Asset

The CF Miton Cautious Multi Asset Fund aims to provide long-term growth by investing in a portfolio of other authorised funds, worldwide equities, fixed interest stocks, cash and money market instruments.



### CF Miton Defensive Multi Asset

The CF Miton Defensive Multi Asset Fund aims to achieve modestly above inflation returns with lower volatility than equity markets over a five year period, from an actively managed multi asset portfolio of UK and International assets including equities, bonds and indirectly, both property and commodities.



### PFS Cautious Monthly Income

The PFS Cautious Monthly Income Fund aims to provide an increasing level of income, over a three to five year rolling period, with the potential for capital growth.

## Fund of Investment Trusts



### CF Miton Worldwide Opportunities

The aim of the CF Miton Worldwide Opportunities Fund is to prioritise capital growth by investing primarily in a full range of both open ended and closed ended funds.

## Closed end funds



### The Diverse Income Trust plc

The Company's investment objective is to provide shareholders with an attractive level of dividends, coupled with capital growth over the long-term, by investing across the market cap spectrum of UK quoted companies.



### The Investment Company plc

The Company's investment objective is to provide an attractive level of dividends coupled with capital growth over the long-term through investment in a portfolio of equities, preference shares, loan stocks, debentures and convertibles.



### Miton Worldwide Growth Investment Trust plc

The Company's investment objective is to outperform 3 month LIBOR +2% over the longer term, principally through exploiting inefficiencies in the pricing of closed end funds.



### Miton UK MicroCap Trust plc

The Company's investment objective is to generate capital growth over the long term principally through investing in the smallest companies quoted or traded on an exchange in the UK.

 **Miton**  
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