PENTECH GP HOLDINGS LIMITED

Report and Financial Statements

For the year ended

31 May 2012

MONDAY

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COMPANIES HOUSE

Registered in Scotland – Company Number SC381985

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 May 2012.

REVIEW OF THE BUSINESS

The company acts as the holding company for the following general partners of private equity limited partnership funds:

Pentech Capital Limited
Pentech Fund IA GP Limited
Pentech Fund IB GP Limited
Pentech Fund II GP Limited

DIRECTORS

The directors of the company during the year ended 31 May 2012 were as follows:

C Anderson
E Anderson
A McKinnon
M Moens

RESULTS AND DIVIDENDS

There were no profits or losses, or dividends paid or payable, in the year ended 31 May 2012 or the period ended 31 May 2011.

DIRECTORS AND OFFICERS INSURANCE

Directors benefited from qualifying third party directors and officers liability insurance in place during the year and at the date of this report.

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

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

By order of the Board

C Anderson
Company Secretary
10 September 2012

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. They 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.

REPORT OF THE AUDITORS

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PENTECH GP HOLDINGS LIMITED

We have audited the financial statements of Pentech GP Holdings Limited for the year ended 31 May 2012 set out on pages 4 to 7. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor
As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements
A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm

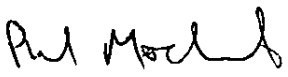
Opinion on financial statements
In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2012 and of its result for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Phil Merchant, Senior Statutory Auditor
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants,
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG
10 September 2012

PROFIT AND LOSS ACCOUNT
for the year ended 31 May 2012

During the financial year and the preceding financial period the company did not trade and received no income and incurred no expenditure. Consequently, during the financial year and the preceding financial period the company made neither a profit nor loss.

BALANCE SHEET
at 31 May 2012

	Note	2012 £	2011 £
FIXED ASSETS			
Investments	2	1	1
NET ASSETS		1	1
CAPITAL AND RESERVES			
Called up share capital	3	1	1

The financial statements were approved and authorised for issue by the Board of Directors on 10 September 2012 and signed on its behalf by:



C Anderson **Director**

Company number SC381985

The notes on pages 6 to 7 together with the accounting policies on page 6 form part of these accounts.

NOTES TO THE ACCOUNTS
at 31 May 2012

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Accounting convention

The accounts are prepared under the historical cost convention, and in accordance with applicable accounting standards.

Investments

Investments are held at cost less any diminution for permanent impairment.

Going Concern

No material uncertainties that may cast significant doubt about the ability of the company to continue as a going concern have been identified by the directors.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2. INVESTMENTS

	2012	*2011*
	£	£
Unlisted investments – cost	1	1

3. CALLED UP SHARE CAPITAL

At 31 May 2012 and 31 May 2011

	Authorised	*Allotted called up and fully paid*
	£	£
Ordinary shares of £1 each	100	1

4. PARENT UNDERTAKING

The company's immediate and ultimate parent undertaking is Pentech Ventures LLP. Copies of the accounts of Pentech Ventures LLP can be obtained from 39 Melville Street, Edinburgh EH3 7JF.

5. RELATED PARTY TRANSACTIONS

The consolidated financial statements of the company's parent undertaking are publicly available and include the balance of all transactions with group members who are related parties of the group. Under the provisions of Financial Reporting Standard No.8, transactions with related parties of this company have not therefore been disclosed other than as required under the Companies Act 2006.

NOTES TO THE ACCOUNTS
at 31 May 2012

6. CASH FLOW STATEMENT

The company has taken advantage of the exemption under Financial Reporting Standard No. 1 not to prepare a Cash Flow Statement as the consolidated financial statements of its parent undertaking include a consolidated Cash Flow Statement dealing with the cash flows of the group.