



CD Associates CEI (UK) GP Limited

Annual report and financial statements
for the year ended 31 December 2016

Registered Number SC456813

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CD Associates CEI (UK) GP Limited

Annual report and financial statements for the year ended 31 December 2016

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CD Associates CEI (UK) GP Limited

Strategic report for the year ended 31 December 2016

The directors present their strategic report and the financial statements for the year ended 31 December 2016.

Review of the business

Results and dividends

The profit of the Company for the financial year ended 31 December 2016, amounted to £nil (2015: £nil). No final dividend is recommended (2015: £nil).

Principal risks and uncertainties

It is deemed that there is minimum risk to the business as the Company incurs no costs and generates no revenues. It is a holding vehicle for Carried Interest Limited Partnerships.

Key performance indicators

Due to the nature of the Company as a holding company, there are no applicable KPIs.

By order of the Board



S Eaves

Director

3rd February 2017

CD Associates CEI (UK) GP Limited

Directors' report for the year ended 31 December 2016

The directors have pleasure in presenting their report and the financial statements for the year ended 31 December 2016.

Directors and their interests

The directors of the Company who were in office during the year and up to the date of signing the financial statements were:

W Gripton (Resigned 16 May 2016)

M Drugan

A Willetts (Appointed 16 May 2016)

S Eaves (appointed 16 May 2016)

G Georgiou (Resigned 16 May 2016)

None of the directors have any beneficial interests in the Company's issued share capital.

No director had any interest required to be disclosed by the Companies Act 2006.

Principal activities and future developments

The Company's principal activity during the period under review was that of holding private equity carried interest limited partnerships. The Directors do not envisage that there will be any change in the operations of the Company, it will continue to hold private equity carried interest limited partnerships. The financial position of the Company at the year end is reflected in the audited balance sheet set out on page 8.

Intercompany service agreements exist between CD Associates CEI (UK) GP Limited and Capital Dynamics Limited for the recharge of income and expenses.

Ultimate Controlling Party

The ultimate controlling undertaking of the Company is Capital Dynamics Holding AG, a company incorporated in Switzerland.

Parent Undertaking

Throughout the year the parent undertaking was Capital Dynamics Limited.

CD Associates CEI (UK) GP Limited

Directors' report for the year ended 31 December 2016 (continued)

Financial risk management

The main financial risks that the Company is exposed to and its management policies for those risks are:

a) Interest rate risk

The Company is not considered to have a significant interest rate risk as it is the Company's policy only to hold sufficient cash in order to fund short term expenditure requirements and therefore interest earnings are minimal.

b) Currency risk

The Company holds no balances denominated in currencies, other than GBP, the base currency of the Company. Consequently the Company is not exposed to currency risk.

c) Credit risk

The Company is not considered to have a significant credit risk as it is a holding company and does not receive income.

d) Liquidity and cash flow risk

The Company carries a positive cash balance at all times. It is the policy of the ultimate parent undertaking to ensure that the Company is at all times in a position to meet its liabilities for the foreseeable future and in any event for a period of not less than one year.

e) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Total capital is calculated as shareholders' funds, as shown in the balance sheet, plus net debt.

CD Associates CEI (UK) GP Limited

Directors' report for the year ended 31 December 2016 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 the directors have prepared the financial statements in accordance with United Kingdom Accounting Practice (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

In accordance with Section 418, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that:

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Mazars LLP have been appointed as auditors and have indicated their willingness to accept the office.

On behalf of the Board



S Eaves

Director

3rd February 2017

CD Associates CEI (UK) GP Limited

Independent auditor's report to the member of CD Associates CEI (UK) GP Limited

We have audited the financial statements of CD Associates CEI (UK) GP Limited for the year ended 31 December 2016 which comprise the Statement of Comprehensive Income and Retained Earnings, the Statement of Financial Position and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 Ethical Standards for Auditors. This report is made solely to the company's member 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 member 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 member for our audit work, for this report, or for the opinions we have formed.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

Opinion on the 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 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Strategic Report and Directors' 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.

CD Associates CEI (UK) GP Limited

Independent auditor's report to the member of CD Associates CEI (UK) GP Limited (Continued)

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinion on other matters prescribed by the Companies Act 2006

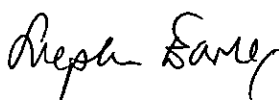
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we 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.



Stephen Eames (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

The Pinnacle

160 Midsummer Boulevard

Milton Keynes

MK9 1FF

Date: 6th February 2017

CD Associates CEI (UK) GP Limited

Statement of comprehensive income and retained earnings for the year ended 31 December 2016

	Note	31-Dec 2016 £	31-Dec 2015 £
Turnover		-	-
Administrative expenses	3	-	-
Loss on ordinary activities before taxation	4	-	-
Tax on result on ordinary activities	8	-	-
Profit for the financial period	10	-	-
Other comprehensive income			
Total comprehensive income		-	-
Accumulated loss brought forward		-	-
Accumulated loss carried forward		-	-

All amounts relate to continuing operations

The Company has no recognised gains and losses other than those included in the results above and therefore no separate statement of recognised gains and losses has been presented.

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis.

All turnover is generated in the UK.

The notes on pages 9 to 14 form an integral part of these financial statements.

CD Associates CEI (UK) GP Limited

Statement of financial position as at 31 December 2016

	Note	2016 £	2015 £
Current assets			
Cash at bank and in hand	7	1	1
Net current assets		<u>1</u>	<u>1</u>
Total assets less current liabilities		1	1
Net assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	9	1	1
Profit and loss account	10	-	-
Total shareholders' equity	11	<u>1</u>	<u>1</u>

The notes on pages 9 to 14 from an integral part of these financial statements

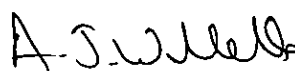
The financial statements on pages 7 to 14 were approved and authorised for issue by the Board of Directors on 3rd February 2017 and were signed on its behalf by:



S Eaves

Director

Registered Number SC456813



A Willetts

Director

CD Associates CEI (UK) GP Limited

Notes to the financial statements

for the year ended 31 December 2016

1. Company Information

CD Associates CEI (UK) GP Limited ("the Company") was incorporated in the United Kingdom. The address of its registered office is 50 Lothian Road, Festival, Square, Edinburgh, EH3 9WJ. The registered business number is SC456813.

The Company's principal activity during the period under review was that of holding private equity carried interest limited partnerships.

The financial statements are presented in Pound Sterling (£) and are drawn up to 31 December each year. The Company's financing, revenue and operating expenses are in Pound Sterling.

2. Accounting policies

A summary of the principal accounting policies, all of which have been applied throughout the current year, is set below.

Basis of accounting

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

Financial reporting standard 102- reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "the Financial Reporting Standard applicable in the UK and republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d)
- the requirements of Section 11 Financial Instruments paragraphs 12.26 to 12.29.

This information is included in the consolidated financial statements of Capital Dynamics Limited as at 31 December 2016 and these financial statements may be obtained from Capital Dynamics Limited, 9 Colmore Row, Birmingham, B3 2BJ.

Limited by shares

In the event the company goes into liquidation, the shareholders are responsible for paying debts up to the amount of the nominal value of the shares and any premium paid in return for the issue of the shares by the company

Going concern basis

The financial statements have been prepared on a going concern basis. The directors are satisfied that this is appropriate as they have received a written undertaking from the parent company, Capital Dynamics Limited, that it will continue to fund the obligations of CD Associates CEI (UK) GP Limited as they fall due and payable for a period of no less than eighteen months from the balance sheet date.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued)

for the year ended 31 December 2016

3. Accounting policies (continued)

Financial instruments

Financial assets and liabilities are recognised when the company becomes party to the contractual provisions of the financial instrument. The Company holds basic financial instruments, which comprise of debtors, investments and creditors. The Company has chosen to apply section 11 'Basic financial statement' in full.

Section 11 'Basic financial instruments sets out the condition a financial instrument must meet in order to be basic and the recognition and measurement requirements for those instruments. It also contains impairment, derecognition and disclosure requirements that are applicable to financial instruments more generally as well as guidance on fair value and amortised cost measurement.

a) Financials assets

Cash and cash equivalents

Cash and cash equivalents includes cash in hands, deposit held at call with banks and other short-term highly liquid investments with original maturities of three months or less. All cash and cash equivalent are available for use by the entity.

Debtors

Short term debtors are measured at the transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently, at amortised cost using the effective interest method, less any impairment

b) Financial liabilities

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method. Amounts payable within one year are measured at the undiscounted amount of cash expected to be paid.

Limited Partnerships and Investments

As at 31 December 2016, the Group managed zero private equity Limited Partnerships in which it has a small participating interest, and for which it acts as the General Partner. Investments held through the Limited Partnerships are made with the express intention of capital appreciation.

The Limited Partnerships could be considered technically to be subsidiaries, however are not consolidated since there are severe long term restrictions over the rights of the General Partner in relation to the Limited Partnerships.

Deferred Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued)

for the year ended 31 December 2016

2. Accounting policies (continued)

taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

3. Administrative Expenses

Expenses incurred in the Company's operations have been borne by Capital Dynamics Limited.

4. Result on ordinary activities before taxation

Capital Dynamics Limited will pay the audit costs for CD Associates CEI (UK) GP Limited. The accrual in respect of such cost is included in the financial statements of Capital Dynamics Limited. The amount of the accrual in respect of CD Associates CEI (UK) GP Limited is £2,400 (2015: £2,250).

5. Staff Costs

The staff involved in the Company's operations are all employees of the parent company, Capital Dynamics Limited. The total staff costs have been borne by a group company without recharge, and accordingly no staff costs have been included in these financial statements.

6. Directors emoluments

The directors did not receive any emoluments for their services to the Company. (2015: £nil)

7. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, with maturities of three months or less. All cash and cash equivalent are available for use by the Company.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued)

for the year ended 31 December 2016

8. Tax on result / profit on ordinary activities

a) Analysis of credit /(charge) in the year

	2016	2015
	£	£
Current tax:		
UK corporation tax on profits of the year	-	-
Total current tax	-	-

b) Factors affecting the tax credit / (charge) for the year

The tax assessed for the year equal to the standard rate of corporation tax in the UK of 20% (2015: 20%):

	2016 £	2015 £
Loss on ordinary activities before taxation	-	-
Tax credit at average UK corporation tax rate of 20% (2015: 20%)	-	-
Timing differences	-	-
Total tax charge for the year	-	-

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued)

for the year ended 31 December 2016

9. Called up share capital

	2016	
	Authorised	Allotted and fully paid
	£	£
Ordinary shares of 1 (2015: 1) shares at £1 each	<u>1</u>	<u>1</u>

The Shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

10. Profit and loss account

	£
As at 1 January 2016	-
Profit for the financial period	-
As at 31 December 2016	<u>-</u>

The fixed income for the company comes from carried interest received through the limited partnerships. There was no income received in the year (2015: nil)

11. Reconciliation of movement in shareholders' equity / deficit

	2016	2015
	£	£
Profit for the financial period	-	-
Issued share capital	-	-
Net addition to shareholders' deficit	<u>-</u>	<u>-</u>
Opening shareholders' equity /(deficit)	1	1
Closing shareholders' equity /(deficit)	<u>1</u>	<u>1</u>

There was no additional share capital issued with the financial year, therefore there was no movement in the shareholders position.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued)

for the year ended 31 December 2016

12. Financial risk management

The main financial risks that the Company is exposed to and its management policies for those risks are:

Interest rate risk

The Company is not considered to have a significant interest rate risk as it is the Company's policy only to hold sufficient cash in order to fund short term expenditure requirements and therefore interest earnings are minimal.

Currency risk

The Company holds no balances denominated in currencies, other than GBP, the base currency of the Company. Consequently the Company is not exposed to currency risk.

Credit risk

The Company is not considered to have a significant credit risk as it is a holding company and does not receive income.

Liquidity and cash flow risk

The Company carries a positive cash balance at all times. It is the policy of the ultimate parent undertaking to ensure that the Company is at all times in a position to meet its liabilities for the foreseeable future and in any event for a period of not less than one year.

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Total capital is calculated as shareholders' funds, as shown in the consolidated balance sheet, plus net debt.

13. Parent company and ultimate controlling party

The immediate parent undertaking is Capital Dynamics Limited. The ultimate parent undertaking and controlling party is Capital Dynamics Holding AG, a company incorporated in Switzerland.

Capital Dynamics Holding AG is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2016. The consolidated financial statements of Capital Dynamics Holding AG available from Bahnhofstrasse 22, 6301 Zug, Switzerland.

Capital Dynamics Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements Capital Dynamics Limited can be obtained from 9 Colmore Row, Birmingham B3 2BJ, United Kingdom.