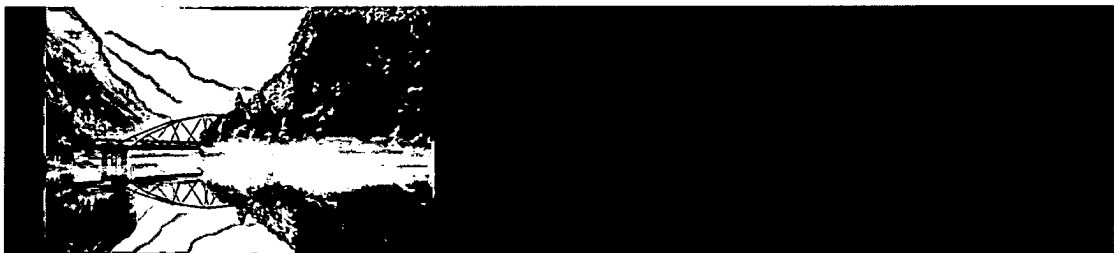


CapitalDynamics



CD Associates CEI (UK) GP Limited

Audited financial statements as of December 31, 2017

Registered Number SC456813

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CD Associates CEI (UK) GP Limited

CapitalDynamics



**Report and financial statements
for the year ended 31 December
2017**

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CD Associates CEI (UK) GP Limited

Directors' report for the year ended 31 December 2017

The directors have pleasure in presenting their report and the audited financial statements for the year ended 31 December 2017.

The Directors' report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006, which also exempts the company from preparing a Strategic Report.

Directors and their interests

The directors of CD Associates CEI (UK) GP Limited ("the Company") who were in office during the year and up to the date of signing the financial statements were:

M Drugan (Resigned on 31st March 2017)

S Eaves

A Willets

R Heath (Appointed on 31st March 2017)

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

Principal activity

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 statement of financial position set out on page 7.

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

Results and dividends

The profit of the Company for the financial year ended 31 December 2017, amounted to £nil (2016: £nil). No final dividend is recommended (2016: £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 (KPI's)

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

Ultimate controlling party

Capital Dynamics Holding AG, a company incorporated in Switzerland, is the ultimate controlling party.

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 2017 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual 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 and the group 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.

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.

Statement of financial risks

The main financial risks that the Company is exposed to and its management policies for those risks are set out in note 12 to these financial statements.

Independent Auditors

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

For and on behalf of the board

DocuSigned by:


SIMON LEVES

Director

CD Associates CEI (UK) GP Limited

7th February 2018

CD Associates CEI (UK) GP Limited

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

Opinion

We have audited the financial statements of CD Associates CEI (UK) GP Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Statement of Financial Position and Retained Earnings and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the 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 members of CD Associates CEI (UK) GP Limited (Continued)

Other Information (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.

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

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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 specific by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

CD Associates CEI (UK) GP Limited

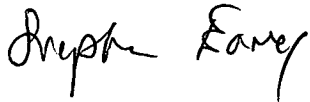
Independent auditor's report to the members of CD Associates CEI (UK) GP Limited (Continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK). Those standards require us to comply with the Financial Reporting Council's Ethical Standard. 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.



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: 7 February 2018

CD Associates CEI (UK) GP Limited

Statement of comprehensive income and retained earnings for the year ended 31 December 2017

	Note	2017 £	2016 £
Turnover		-	-
Administrative expenses	3	-	-
Operating loss		<u>-</u>	<u>-</u>
Interest receivable and similar income		-	-
Loss on ordinary activities before taxation	4	<u>-</u>	<u>-</u>
Tax on result on ordinary activities	8	-	-
Loss for the financial period	10	<u>-</u>	<u>-</u>
Other comprehensive income		-	-
Total comprehensive loss income		<u>-</u>	<u>-</u>
Accumulated loss brought forward		-	-
Accumulated loss carried forward		<u>-</u>	<u>-</u>

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.

The notes on pages 8 to 13 form an integral part of these financial statements.

CD Associates CEI (UK) GP Limited

Statement of financial position as at 31 December 2017

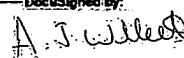
	Note	2017 £	2016 £
Current assets			
Debtors		-	-
Cash at bank and in hand	7	<u>1</u>	<u>1</u>
Current assets		<u>1</u>	<u>1</u>
Creditors : amounts falling due within one year		-	-
Net current assets		<u>1</u>	<u>1</u>
Total assets less current liabilities		1	1
Provisions for liabilities		<u>-</u>	<u>-</u>
Net (liabilities) / assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	9	1	1
Accumulated loss		<u>-</u>	<u>-</u>
Total shareholders' deficit / equity		<u>1</u>	<u>1</u>

The notes on pages 8 to 13 from an integral part of these financial statements

The financial statements on pages 6 to 13 were approved and authorised for issue by the Board of Directors on 7th February 2018 and were signed on its behalf by:

DocuSigned by:

 0AA9378E8CA446B...
 S Eaves
 Director
 Registered Number SC456813

DocuSigned by:

 8EA2C564F463412...
 A Willetts
 Director

CD Associates CEI (UK) GP Limited

Notes to the financial statements for the year ended December 31, 2017

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 out below.

a) 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.

The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

Accounting policies have been applied consistently throughout the financial year.

b) 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 2017 and these financial statements may be obtained from Capital Dynamics Limited, One Snowhill, Snowhill Queensway, Birmingham, B4 6GB.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued) for the year ended December 31, 2017

2. Accounting policies (continued)

c) Going concern

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.

d) Foreign currencies

Foreign currency assets and liabilities have been expressed in sterling at the rates of exchange ruling at the statement of financial position date. Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transactions.

e) Financial instruments

Financial Assets

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, 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 equivalents 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.

Investments

Interest in subsidiary undertakings are carried in the Company's statement of financial position at cost in accordance with FRS102.

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.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued) for the year ended December 31, 2017

2. Accounting policies (continued)

f) Limited partnerships and investments

As at 31 December 2017, the group managed 10 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.

g) Taxation

Tax expense for the year comprises of current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or subsequently enacted as of the reporting date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position 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 statement of financial position 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 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 statement of financial position date. Deferred tax is measured on a non-discounted basis.

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries only to the extent that, at the statement of financial position date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future periods has been entered into by the subsidiary.

3. Administrative Expenses

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

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued) for the year ended December 31, 2017

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 £2,500 (2016: £2,400).

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. (2016: £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 equivalents are available for use by the Company.

8. Tax on profit on ordinary activities

a) Analysis of credit in year

	31-Dec 2017 £	31-Dec 2016 £
Current tax:		
Corporation tax on profits for the year	-	-
Total current tax charge for the year	-	-

b) Factors affecting the tax charge for the year

The tax assessed for the year is equal (2016: equal) to the effective rate of corporation tax in the UK for the year ended 31 December 2017 of 19% (2016: 19%). The differences are explained below:

	31-Dec 2017 £	31-Dec 2016 £
Loss on Ordinary activities before taxation	-	-
Tax credit at average UK Corporation tax rate of 20% (2016: 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 December 31, 2017

9. Called up share capital

	2017	
	Authorised	Allotted and fully paid
	£	£
Ordinary shares of 215,001 (2016: 1) shares at £1 each	1	1

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. Accumulated Profit and Loss

As at 1 January 2017	-
Profit for the financial period	-
As at 31 December 2017	-

The fixed income for the company comes from carried interest received through the limited partnerships. There was no income received in the year (2016: nil)

11. Reconciliation of movement in shareholders' equity

	2017	2016
	£	£
Profit/(Loss) for the financial period	-	-
Net addition to shareholders' equity	-	-
Opening shareholders' equity	-	-
Closing shareholders' equity	-	-

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

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.

CD Associates CEI (UK) GP Limited

Notes to the financial statements (continued) for the year ended December 31, 2017

12. Financial risk management (Continued)

Currency risk

The Company holds minimal balances denominated in currencies, other than GBP, the base currency of the Company. Consequently the Company is only exposed to currency risk due as the cash balances held will fluctuate due to changes in exchange rates. The Company accepts this currency risk and consequently does not maintain any policy to enter into any currency hedging transactions. If the pound had weakened/strengthened by 10% against the Euro with all other variables held constant, the change to net results for the year would have been immaterial.

Credit risk

The Company is not considered to have a significant credit risk as all of the Company's income is received from the Capital Dynamics Limited fund of funds. The Priority Profit Share Income receivable is based on the terms of the Limited Partnership Agreements. Draw downs from the Investors are made to meet the obligations of the Fund. All of the Funds Investors are large institutional investors.

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 greater 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 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 2017. 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 One Snowhill, Snowhill Queensway, Birmingham, B4 6GB United Kingdom.