

APAX PARTNERS UK LTD  
Report and Financial Statements  
Company Registration No. 01342446  
31 March 2011

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**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
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**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

S B Cresswell	Appointed 15 April 2011
P D Englander	
S Hare	Appointed 10 June 2010
S J Kempen	
S J Tilton	Resigned 31 March 2011

**SECRETARY**

S J Tilton	Resigned 31 March 2011
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**REGISTERED OFFICE**

33 Jermyn Street  
London  
SW1Y 6DN

**BANKERS**

The Royal Bank of Scotland PLC  
1-4 Berkeley Square  
London  
W1J 6BR

**SOLICITORS**

Clifford Chance LLP  
10 Upper Bank Street  
London  
E14 5JJ

**AUDITORS**

KPMG LLP  
8 Salisbury Square  
London  
EC4Y 8BB

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**DIRECTORS' REPORT**

The directors present their annual report on Apax Partners UK Ltd ("the company"), together with the audited financial statements and auditor's report, for the year ended 31 March 2011. The company is a subsidiary undertaking of Apax Partners Holdings Ltd.

**PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The company provides investment management and investment advisory services to private equity funds investing primarily in Europe. It works closely with other companies using the Apax name. These other companies may have certain directors and shareholders in common. The company also provides administration services to other group undertakings.

As shown in the company's profit and loss account on page 6, the company's turnover has increased by 9% and post tax profit was £15,452 compared to £560 in the prior year. The major factor was higher advisory fees received from Apax Partners LLP, offset by increased administrative expenses.

The balance sheet on page 7 of the financial statements shows that the company's financial position at the year end is consistent with the prior year.

There have been no significant events since the balance sheet date which should be considered in order to have a proper understanding of these financial statements.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The objective of the company is to generate attractive returns for the investors in those funds that the company manages or advises.

The main risks to this strategy include:

- any changes in the economic cycle which adversely affect investment returns or desire of investors to commit further capital to the private equity sector
- inappropriate investment decisions or recommendations, which adversely affect investment returns for existing fund investors
- any actions which cause the firm to lose its FSA authorisation

The company manages these risks through its documented governance procedures.

**EMPLOYEES**

Details of the company's employees and related costs can be found in note 6 to the financial statements.

**RESULTS AND DIVIDENDS**

Results and dividends are as follows:

	£
Retained profit at beginning of year	154,096
Profit for the year	15,452
Retained profit at end of year	<u>169,548</u>

The directors do not recommend the payment of a final dividend (2010 – £nil).

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**DIRECTORS' REPORT (CONT'D)**

**DISCLOSURE OF INFORMATION TO THE 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**

KPMG LLP continue as auditors of the company

Approved by the Board of Directors  
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'S. Hare', with a stylized, somewhat abstract form.

**S. Hare**

**Director**

**26 July 2011**

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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 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 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.

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APAX PARTNERS UK LTD**

We have audited the financial statements of Apax Partners UK Ltd for the year ended 31 March 2011 set out on pages 6 to 15. 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 AUDITORS**

As explained more fully in the Statement of directors' responsibilities 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 ("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](http://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 March 2011 and of its profit 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.



**Anthony Cecil (Senior Statutory Auditor)**  
**For and on behalf of KPMG LLP, Statutory Auditor**  
**Chartered Accountants**

**8 Salisbury Square**  
**London EC4Y 8BB**  
**26 July 2011**

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**PROFIT AND LOSS ACCOUNT**  
**For the year ended 31 March 2011**

	Notes	2011 £	2010 £
Turnover	2	35,749,749	32,846,241
Administrative expenses		(35,701,786)	(32,722,745)
<b>Operating Profit</b>		<b>47,963</b>	<b>123,496</b>
Interest receivable and similar income	3	1,219	22,526
Interest payable and similar charges	4	(46,255)	(7,000)
<b>Profit on Ordinary Activities before Taxation</b>	5	<b>2,927</b>	<b>139,022</b>
Tax on profit on ordinary activities	7	12,525	(138,462)
<b>Profit on Ordinary Activities after Taxation</b>	12 & 13	<b>15,452</b>	<b>560</b>

All turnover derives from continuing operations

There are no other recognised gains and losses during the year

The accompanying notes on pages 8 to 15 are an integral part of these financial statements



**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**BALANCE SHEET**  
**As at 31 March 2011**

	Notes	2011 £	2010 £
<b>Fixed Assets</b>			
Tangible assets	8	57,975	411,595
		<u>57,975</u>	<u>411,595</u>
<b>Current Assets</b>			
Debtors	9	6,126,777	5,663,609
Cash at bank and in hand		975,843	2,718,040
		<u>7,102,620</u>	<u>8,381,649</u>
<b>Creditors Amounts Falling Due Within One Year</b>	10	(6,945,423)	(8,593,524)
<b>Net Current Assets/(Liabilities)</b>		<u>157,197</u>	<u>(211,875)</u>
<b>Total Assets Less Current Liabilities</b>		<u>215,172</u>	<u>199,720</u>
<b>Net Assets</b>		<u>215,172</u>	<u>199,720</u>
<b>Capital and Reserves</b>			
Called up share capital	11	1,261	1,261
Share premium account	12	44,363	44,363
Profit and loss account	12	169,548	154,096
<b>Total Equity Shareholders' Funds</b>	13	<u>215,172</u>	<u>199,720</u>

The accompanying notes on pages 8 to 15 are an integral part of these financial statements

These financial statements were approved by the Board of Directors on 26 July 2011

Signed on behalf of the Board of Directors

  
**S. Hare**  
**Director**

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS**  
**For the year ended 31 March 2011**

**1. ACCOUNTING POLICIES**

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

**Basis of accounting**

The financial statements are prepared under the historical cost convention and are in accordance with applicable United Kingdom law and accounting standards

**Tangible fixed assets**

Fixed assets are shown at cost, net of depreciation and any provision for impairment

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of fixed assets on a straight-line basis over their estimated useful lives as follows

Office and computer equipment	50%
Plant and machinery	25%
Leasehold improvements	10%
Furniture and fittings	20%

**Tax**

Corporation tax payable is provided on taxable profits at the current rate

To the extent that income from partnerships, included in turnover, carries associated tax credits, the benefits of such credits are paid to the partnerships and the related cost included in the taxation charge for the year

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets and liabilities are not discounted

**Deferred income and accrued income**

Deferred income represents amounts received in respect of fees that will be earned in periods subsequent to the balance sheet date. Accrued income represents fees unbilled for the current year

**Leases**

The company enters into operating leases. Rentals under operating leases are charged on a straight-line basis over the lease term even if the payments are not made on such a basis

**Pensions**

The company provides pensions to staff and directors through defined contribution schemes. The assets are held independently of the company by insurance companies. The amount charged to the profit and loss account represents the contributions payable in respect of the year

**Related party transactions**

Under the provisions of FRS 8, the company has not disclosed transactions with other members of the group of companies headed by Apax Partners Holdings Ltd, which is registered in England and Wales and has prepared consolidated accounts

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**1. ACCOUNTING POLICIES (CONT'D)**

**Cash flow statement**

Under the provisions of FRS 1 (Revised), the company has not prepared a cash flow statement because its ultimate parent company, Apax Partners Holdings Ltd, which is registered in England and Wales, has prepared accounts which include the financial statements of the company and which contain a cash flow statement. The results of Apax Partners UK Ltd are included in these accounts.

**Foreign currency**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, the forward contract rate.

**2. TURNOVER**

Turnover comprises the fees charged for the provision of advisory and support services to other group and affiliated entities. Turnover is recognised on an accruals basis.

As permitted by SSAP25, no segmental information is presented as in the opinion of the directors this would be prejudicial to the company's interests.

**3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Bank interest receivable	1,219	8,497
Foreign exchange gains	-	14,029
	<u>1,219</u>	<u>22,526</u>

**4. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Other interest	3,709	13
Bank charges	11,809	6,987
Foreign exchange losses	30,737	-
	<u>46,255</u>	<u>7,000</u>

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**5 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

Profit on ordinary activities before taxation is stated after charging

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Advisory fees	4,080,783	3,907,872
Depreciation on owned tangible fixed assets	353,620	756,194
Hire charge – property rentals payable under operating leases	208,867	162,565
Auditors' remuneration		
• audit	18,600	18,000
• other	-	-
Staff costs (see note 6)	<u>20,355,284</u>	<u>14,205,944</u>

**6. STAFF COSTS**

Particulars of employee costs (including executive directors) are shown below

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Employee costs during the year amount to		
Wages and salaries	17,964,114	12,470,064
Social security costs	1,849,610	1,294,350
Pension costs	541,560	441,530
	<u>20,355,284</u>	<u>14,205,944</u>

The average monthly number of persons employed by the company during the year was as follows

	<b>2011</b>	<b>2010</b>
	<b>Number</b>	<b>Number</b>
Investment advice and analysis	31	30
Administration	120	116

**Directors' remuneration:**

Directors' remuneration was paid in respect of directors of the company as follows

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Emoluments (including pension contributions)	524,620	1,175,771
Payments for loss of office	197,183	1,334,333
Company contributions to money purchase pension schemes	32,601	41,156

No directors held any shares or share options in the company during the year

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**6. STAFF COSTS (CONT'D)**

**Pensions**

The numbers of directors who were members of pension schemes was as follows

	<b>2011</b>	<b>2010</b>
	<b>Number</b>	<b>Number</b>
Money purchase schemes	<u>2</u>	<u>3</u>

**Highest paid director**

The above amounts for remuneration include the following in respect of the highest paid director

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Emoluments (including pension contributions)	258,695	491,766
Payment for loss of office	197,183	1,083,833
Company contributions to money purchase pension schemes	<u>15,970</u>	<u>-</u>

**7. TAX ON PROFIT ON ORDINARY ACTIVITIES**

Analysis of tax charge on ordinary activities

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Current Tax		
UK corporation tax on profit of the period	-	(108,098)
Adjustments in respect of previous periods	<u>12,525</u>	<u>(30,364)</u>
Tax benefit/(charge) on profit from ordinary activities	<u>12,525</u>	<u>(138,462)</u>

Factors affecting the tax charge for the current year

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Profit on ordinary activities before tax	<u>2,927</u>	<u>139,022</u>
Tax at 28% thereon	(820)	(38,926)
Expenses not deductible for tax purposes	(60,238)	(43,782)
Capital allowances in excess of depreciation	44,233	(25,390)
Group relief	16,825	-
Prior year adjustment	<u>12,525</u>	<u>(30,364)</u>
Current tax (charge)/credit for the year	<u>12,525</u>	<u>(138,462)</u>

A potential deferred tax asset of £524,765 (31 March 2010 - £621,072) has not been recognised in respect of timing differences relating to the excess of tax written down value over the net book value of qualifying assets as there is insufficient evidence that the asset will be recovered

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**8. TANGIBLE FIXED ASSETS**

	Leasehold Improvements	Furniture & Fittings	Plant & Machinery	Office Equipment	Total
	£	£	£	£	£
<b>Cost</b>					
At 1 April 2010	2,665	68,663	45,457	2,027,499	2,144,284
Additions	-	-	-	-	-
At 31 March 2011	2,665	68,663	45,457	2,027,499	2,144,284
<b>Depreciation</b>					
At 1 April 2010	467	12,936	44,764	1,674,522	1,732,689
Charge for the year	268	13,157	693	339,502	353,620
At 31 March 2011	735	26,093	45,457	2,014,024	2,086,309
<b>Net book value</b>					
At 1 April 2010	2,198	55,727	693	352,977	411,595
At 31 March 2011	1,930	42,570	-	13,475	57,975

The cost and depreciation balances for tangible fixed assets at 31 March 2011 include £2,016,520 (31 March 2010 - £881,782) of assets which have been fully written down

**9. DEBTORS**

	2011	2010
	£	£
Trade debtors	36,661	109,659
Amounts owed by group undertakings	3,377,515	716,264
Amounts owed by undertakings in which the company has a participating interest	946,687	525,419
Other debtors	1,369,956	1,734,484
Prepayments and accrued income	395,958	2,577,783
	<u>6,126,777</u>	<u>5,663,609</u>

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**10. CREDITORS: amounts falling due within one year**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Trade creditors	474,569	1,917,976
Amounts owed to group undertakings	726,422	343,751
Amounts owed to undertakings in which the company has a participating interest	793,252	4,076,564
Other creditors		
• corporation tax payable	-	138,462
• social security and PAYE	1,037,290	103,062
• VAT	1,470,142	765,560
• other creditors	97,471	265,508
Accruals and deferred income	2,346,277	982,641
	<b>6,945,423</b>	<b>8,593,524</b>

**11. CALLED-UP SHARE CAPITAL**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called-up and fully paid</b>		
1,261 ordinary shares of £1 each	1,261	1,261

**12. SHARE PREMIUM AND RESERVES**

	<b>Share premium account</b>	<b>Profit and loss account</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Balance at beginning of year	44,363	154,096	198,459
Profit for the year	-	15,452	15,452
Balance at end of year	<b>44,363</b>	<b>169,548</b>	<b>213,911</b>

The share premium account is non-distributable

**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS**

	2011	2010
	£	£
Balance at beginning of year	199,720	199,160
Profit for the year	15,452	560
Balance at end of year	215,172	199,720

**14 COMMITMENTS**

**Capital commitments**

At 31 March 2011 the company had no capital commitments (31 March 2010 - £nil)

**Operating leases**

Annual commitments under non-cancellable operating leases are as follows

	Property		Office Equipment	
	2011	2010	2011	2010
	£	£	£	£
Operating leases which expire				
within 1 year	143,000	132,600	21,637	-
within 2-5 years	92,300	86,796	-	96,848
	235,300	219,396	21,637	96,848

**VAT**

The company is registered for VAT purposes as part of a group of companies, which share a common registration number. As a result, it has jointly guaranteed the VAT liability of the group, and failure by the other members of the group would give rise to additional liabilities for the company. The directors have no reason to expect that the other group undertakings will fail to meet their VAT obligations.

**15 PENSION ARRANGEMENTS**

The company contributed £541,560 to staff and directors' pensions in the year (2010 - £441,530)

**16 TRANSACTIONS WITH RELATED PARTIES**

- Certain directors of the company during the year are members of Apax Partners LLP

The company provided administration and support services to Apax Partners LLP. During the year Apax Partners LLP paid £35,693,276 (2010 - £32,733,000) for these services.

Apax Partners LLP provided accommodation and associated services to the company. During the year the company paid £2,686,882 to Apax Partners LLP in respect of these services (2010 - £2,676,143).

Apax Partners LLP provided advisory services to the company. During the year the company paid £100,000 to Apax Partners LLP in respect of these services (2010 - £95,000).

At the year end, the company was owed £262,519 by Apax Partners LLP (31 March 2010 - £1,911,811).

- A certain director has an interest in Portland Place Israel II Limited Partnership. The company was owed £1,893 at the year end by that entity (31 March 2010 - £1,985).



**Apax Partners UK Ltd**  
**Company Registration No. 01342446**  
**NOTES TO THE ACCOUNTS (CONT'D)**  
**For the year ended 31 March 2011**

**17. ULTIMATE PARENT COMPANY**

The company is a subsidiary undertaking of Apax Partners Holdings Ltd, registered in England and Wales and incorporated in the United Kingdom

The smallest and largest group in which the results of Apax Partners UK Ltd are consolidated is that headed by Apax Partners Holdings Ltd. The financial statements of this group will be filed with the Registrar in accordance with the requirements of the Companies Act 2006