

APAX PARTNERS UK LTD
Report and Financial Statements
Company Registration No 01342446
31 March 2013



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

DIRECTORS

S B Cresswell

R Gruss (appointed 24/07/2012)

G Aliberti (appointed 16/10/2012)

S Hare (resigned 24/07/2012)

S J Kempen

REGISTERED OFFICE

33 Jermyn Street

London

SW1Y 6DN

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 2013. The company is a subsidiary undertaking of Apax Partners LLP.

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 decreased by 24% and post tax profit was £9,876 compared to £96 in the prior year. The major factor was lower advisory fees received from Apax Partners LLP, offset by lower 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 FCA 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	169,644
Profit for the year	9,876
Retained profit at end of year	<u>179,520</u>

The directors do not recommend the payment of a final dividend (2012 – £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 'R. Gruss', written over a horizontal line.

R Gruss
Director
23 July 2013

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.

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 2013 set out on pages 6 to 14. 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.

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 2013 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.



Lord Rockley (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

8 Salisbury Square
London EC4Y 8BB
23 July 2013

Apax Partners UK Ltd
Company Registration No. 01342446
PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2013

	Notes	2013 £	2012 £
Turnover	2	28,042,554	36,724,225
Administrative expenses		(27,895,340)	(36,843,215)
Operating Profit/(Loss)		147,214	(118,990)
Interest receivable and similar income	3	213	132,816
Interest payable and similar charges	4	(135,305)	(13,730)
Profit on Ordinary Activities before Taxation	5	12,122	96
Tax on profit on ordinary activities	7	(2,246)	-
Profit on Ordinary Activities after Taxation	12 & 13	9,876	96

All turnover derives from continuing operations

There are no other recognised gains and losses during the year

The accompanying notes on pages 8 to 14 are an integral part of these financial statements

Apax Partners UK Ltd
Company Registration No. 01342446
BALANCE SHEET
As at 31 March 2013

	Notes	2013 £	2012 £
Fixed Assets			
Tangible assets	8	20,346	37,361
		<u>20,346</u>	<u>37,361</u>
Current Assets			
Debtors	9	4,577,979	4,008,997
Cash at bank and in hand		896,888	350,595
		<u>5,474,867</u>	<u>4,359,592</u>
Creditors Amounts Falling Due Within One Year	10	(5,270,069)	(4,181,685)
Net Current Assets		<u>204,798</u>	<u>177,907</u>
Total Assets Less Current Liabilities		<u>225,144</u>	<u>215,268</u>
Net Assets		<u>225,144</u>	<u>215,268</u>
Capital and Reserves			
Called up share capital	11	1,261	1,261
Share premium account	12	44,363	44,363
Profit and loss account	12	179,520	169,644
Total Equity Shareholders' Funds	13	<u>225,144</u>	<u>215,268</u>

The accompanying notes on pages 8 to 14 are an integral part of these financial statements

These financial statements were approved by the Board of Directors on 23 July 2013

Signed on behalf of the Board of Directors



R Gruss
Director

Apax Partners UK Ltd
Company Registration No. 01342446
NOTES TO THE ACCOUNTS
For the year ended 31 March 2013

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
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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

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 entity, Apax Partners LLP, 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

	2013	2012
	£	£
Bank interest receivable	213	2,456
Other interest	-	1,175
Foreign exchange gains	-	129,095
	<u>213</u>	<u>132,816</u>

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2013	2012
	£	£
Other interest	3,326	3,225
Bank charges	10,123	10,505
Foreign exchange losses	121,856	-
	<u>135,305</u>	<u>13,730</u>

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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

5 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging

	2013	2012
	£	£
Advisory fees	4,085,980	4,520,124
Depreciation on owned tangible fixed assets	17,015	27,794
Hire charge – property rentals payable under operating leases	201,421	239,518
Auditors' remuneration		
• audit	25,700	25,100
• other	6,500	-
Staff costs (see note 6)	<u>16,307,963</u>	<u>23,499,584</u>

6 STAFF COSTS

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

	2013	2012
	£	£
Employee costs during the year amount to		
Wages and salaries	14,054,618	20,427,022
Social security costs	1,782,836	2,564,084
Pension costs	470,509	508,478
	<u>16,307,963</u>	<u>23,499,584</u>

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

	2013	2012
	Number	Number
Investment advice and analysis	26	28
Administration	<u>119</u>	<u>123</u>

Directors' remuneration.

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

	2013	2012
	£	£
Emoluments (including pension contributions)	266,986	278,011
Company contributions to money purchase pension schemes	<u>17,336</u>	<u>17,081</u>

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

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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

6 STAFF COSTS (CONT'D)

Pensions

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

	2013	2012
	Number	Number
Money purchase schemes	<u>1</u>	<u>1</u>

Highest paid director

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

	2013	2012
	£	£
Emoluments (including pension contributions)	266,986	278,011
Company contributions to money purchase pension schemes	<u>17,336</u>	<u>17,081</u>

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of tax charge on ordinary activities

	2013	2012
	£	£
Current Tax		
UK corporation tax on profit of the period	2,246	-
Adjustments in respect of previous periods	<u>-</u>	<u>-</u>
Tax benefit/(charge) on profit from ordinary activities	<u>2,246</u>	<u>-</u>

Factors affecting the tax charge for the current year

	2013	2012
	£	£
Profit on ordinary activities before tax	<u>12,122</u>	<u>96</u>
Tax at 24% thereon (2012 – 26%)	2,909	25
Expenses not deductible for tax purposes	(663)	53,904
Capital allowances in excess of depreciation	-	(53,929)
Group relief	-	-
Prior year adjustment	<u>-</u>	<u>-</u>
Current tax (charge)/credit for the year	<u>2,246</u>	<u>-</u>

A potential deferred tax asset of £336,125 (31 March 2012 - £524,765) 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
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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

8 TANGIBLE FIXED ASSETS

	Leasehold Improvements	Furniture & Fittings	Plant & Machinery	Office Equipment	Total
	£	£	£	£	£
Cost					
At 1 April 2012	2,665	68,663	45,457	2,034,679	2,151,464
Additions	-	-	-	-	-
At 31 March 2013	2,665	68,663	45,457	2,034,679	2,151,464
Depreciation					
At 1 April 2012	999	39,251	45,457	2,028,396	2,114,103
Charge for the year	268	13,157	-	3,590	17,015
At 31 March 2013	1,267	52,408	45,457	2,031,986	2,131,118
Net book value					
At 1 April 2012	1,666	29,412	-	6,283	37,361
At 31 March 2013	1,398	16,255	-	2,693	20,346

The cost and depreciation balances for tangible fixed assets at 31 March 2013 include £2,024,029 (31 March 2012 - £1,957,180) of assets which have been fully written down

9 DEBTORS

	2013	2012
	£	£
Trade debtors	190,387	96,998
Amounts owed by group undertakings	2,942,404	2,948,990
Amounts owed by affiliated undertakings	853,066	381,194
Other debtors	278,060	329,714
VAT recoverable	118,179	-
Prepayments and accrued income	195,883	252,101
	<u>4,577,979</u>	<u>4,008,997</u>

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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

10 CREDITORS amounts falling due within one year

	2013	2012
	£	£
Trade creditors	900,612	522,274
Amounts owed to group undertakings	1,558,792	60,648
Amounts owed to affiliated undertakings	195,323	256,934
Other creditors		
• corporation tax payable	2,246	-
• VAT payable	-	1,364,572
• other creditors	21,813	21,813
Accruals and deferred income	2,591,283	1,955,444
	<u>5,270,069</u>	<u>4,181,685</u>

11 CALLED-UP SHARE CAPITAL

	2013	2012
	£	£
Allotted, called-up and fully paid		
1,261 ordinary shares of £1 each	<u>1,261</u>	<u>1,261</u>

12. SHARE PREMIUM AND RESERVES

	Share premium account	Profit and loss account	Total
	£	£	£
Balance at beginning of year	44,363	169,644	214,007
Profit for the year	-	9,876	9,876
Balance at end of year	<u>44,363</u>	<u>179,520</u>	<u>223,883</u>

The share premium account is non-distributable

13. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2013	2012
	£	£
Balance at beginning of year	215,268	215,172
Profit for the year	9,876	96
Balance at end of year	<u>225,144</u>	<u>215,268</u>

Apax Partners UK Ltd
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NOTES TO THE ACCOUNTS (CONT'D)
For the year ended 31 March 2013

14 COMMITMENTS

Capital commitments

At 31 March 2013 the company had no capital commitments (31 March 2012 - £nil)

Operating leases

Annual commitments under non-cancellable operating leases are as follows

	Property		Office Equipment	
	2013	2012	2013	2012
	£	£	£	£
Operating leases which expire				
within 1 year	-	187,464	124,750	122,545
within 2-5 years	-	-	310,773	428,909
	<u>-</u>	<u>187,464</u>	<u>435,523</u>	<u>551,454</u>

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 £470,509 to staff and directors' pensions in the year (2012 - £508,478)

16 ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of Apax Partners LLP, incorporated in Great Britain and registered in England and Wales, which is the ultimate parent.

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