

ACPL (NOMINEES) 2 LIMITED

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE PERIOD FROM 1 JANUARY 2017 TO 30 JUNE 2018**



Company registration number: 1740547

ACPL (NOMINEES) 2 LIMITED

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ACPL (NOMINEES) 2 LIMITED

MANAGEMENT AND ADMINISTRATION

DIRECTORS: Mr J Arney (resigned: 26 February 2018)
Mr G Farrell (appointed: 6 June 2018)
Mr M Harrison
Mr S Lawson (appointed: 6 June 2018)
Mr D Morton (appointed: 6 June 2018)

AUDITOR: haysmacintyre
10 Queen Street Place
London
United Kingdom
EC4R 1AG

REGISTERED OFFICE: 128 Gregories Road
Beaconsfield
Buckinghamshire
United Kingdom
HP9 1HT

ACPL (NOMINEES) 2 LIMITED

DIRECTORS' REPORT

The directors present their Directors' Report together with the audited Financial Statements of ACPL (Nominees) 2 Limited (the "Company") for the period from 1 January 2017 to 30 June 2018.

PRINCIPAL ACTIVITY

The Company principally performs the office and duties of a nominee company for a number of fund schemes. The immediate parent company is responsible for all operating expenses relating to the operating and administration of the Company. The Company did not incur any costs in the period nor make any charge in performing its duty as nominee.

On 28 March 2018, in accordance with the terms of a Security Transfer Agreement, the Company received cash and various securities from each of ACPL 2005 Fund, ACPL 2005 Fund Scottish GP LP, ACPL 2005 Carried Interest LP, the ACPL 2008 Fund, ACPL 2008 Gamma LP, Old Bailey LLP, Panther LP, Preston LP and Espartaco LP (collectively the "ACPL Funds"). This was done in order to facilitate the orderly liquidation of the ACPL Funds. Under the terms of a Trust Deed, all cash and securities received by the Company is held beneficially for the former investors in the ACPL Funds as at the date of the transfer of securities and cash to the Company. The fair value of the securities transferred was £ nil.

DIRECTORS

The directors of the Company who held office during the period and up to the date of signing of this report are as stated on page 1.

CHANGE IN FINANCIAL YEAR END

On 8 January 2018 the Company changed its financial year-end from 31 December to 30 June. Accordingly, these financial statements are for an 18 month period from 1 January 2017 to 30 June 2018. Comparative data is for the 12 month period from 1 January 2016 to 31 December 2016.

RESULTS AND DIVIDENDS

The immediate parent company is responsible for all operating expenses relating to the operation and administration of the Company. The Company did not incur any costs in the period ended 30 June 2018 nor make any charge in performing its duty as nominee. Accordingly, income for the period ended 30 June 2018 amounted to £ nil (2016: £ nil) and the loss for the period ended 30 June 2018 after taxation amounted to £ nil (2016: £ nil). The financial position of the Company at the period ended 30 June 2018 is set out on page 6.

GOING CONCERN

The Company performs the office and duties of a nominee company for a number of fund schemes. All of these fund schemes terminated on or after 31 March 2017. However, the Company will continue as a going concern for at least 12 months from the date of approval of these financials statements as many of the securities transferred under the Security Transfer Agreement are unlikely to be fully realised before this time.

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 period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

ACPL (NOMINEES) 2 LIMITED

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES (continued)

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;
- 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.

DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who held office at the date of approval of the Directors' Report confirm that, as far as they are aware, there is no relevant audit information of which the Company's auditor is unaware and that the directors have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

INDEPENDENT AUDITOR

During the year the directors resolved to replace the Company's auditor, KPMG LLP, with haysmacintyre. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and haysmacintyre will therefore continue in office.



Director

29 March 2019

Mr D Morton

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACPL (NOMINEES) 2 LIMITED

Opinion

We have audited the financial statements of ACPL (Nominees) 2 Limited (the "company" for the period from 1 January 2017 to 30 June 2018 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK 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 30 June 2018 and of its result for the period 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.

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 have 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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. 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 has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACPL (NOMINEES) 2 LIMITED (CONTINUED)

Matters on which we are required to report by exception

In the 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 specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, 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.

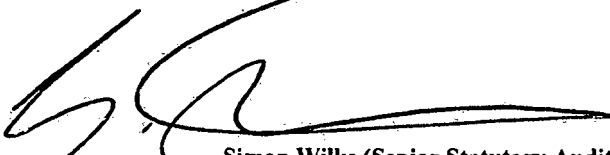
Auditor's responsibilities for the audit of the financial statements

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.

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.

Use of our report

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.



Simon Wilks (Senior Statutory Auditor)
For and on behalf of **haysmacintyre**, Statutory Auditor
Chartered Accountants
29 March 2019

10 Queen Street Place
London
EC4R 1AG

ACPL (NOMINEES) 2 LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2018

	Notes	30.06.2018 £	31.12.2016 £
Non-Current Assets			
Investments	5	-	
Current assets			
Debtors	6	122,056	26,341
Cash and cash equivalents		1,378,427	2,480
Total assets		<u>1,500,483</u>	<u>28,821</u>
Liabilities			
Creditors: amounts falling due within one year	7	1,491,191	19,529
Total liabilities		<u>1,491,191</u>	<u>19,529</u>
Net Assets		<u>9,292</u>	<u>9,292</u>
Capital and reserves			
Called up - Share capital	8	100	100
Revenue reserves		9,192	9,192
Total Equity		<u>9,292</u>	<u>9,292</u>

The financial statements on pages 6 to 11 were approved by the Board of Directors on 29 March 2019 and signed on its behalf by:



Director
Mr D Morton

The notes on pages 8 to 11 form an integral part of these financial statements.

ACPL (NOMINEES) 2 LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS

AS AT 30 JUNE 2018

	01.01.2017 to 30.06.2018 £	01.01.2016 to 31.12.2016 £
Opening retained earnings	9,192	9,192
Result for the year	-	-
Closing retained earnings	<u>9,192</u>	<u>9,192</u>

The Company incurred no income or expense transactions in the current or comparative period.



Director
Mr D Morton
29 March 2019

The notes on pages 8 to 11 form an integral part of these financial statements.

ACPL (NOMINEES) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2018

1. PRINCIPAL ACTIVITIES

The Company principally performs the office and duties of a nominee company for a number of fund schemes. The immediate parent company is responsible for all operating expenses relating to the operating and administration of the Company. The Company did not incur any costs in the period nor make any charge in performing its duty as nominee.

On 28 March 2018, in accordance with the terms of a Security Transfer Agreement, the Company received cash and various securities from each of ACPL 2005 Fund, ACPL 2005 Fund Scottish GP LP, ACPL 2005 Carried Interest LP, the ACPL 2008 Fund, ACPL 2008 Gamma LP, Old Bailey LLP, Panther LP, Preston LP and Espartaco LP (collectively the "ACPL Funds"). This was done in order to facilitate the orderly liquidation of the ACPL Funds. Under the terms of a Trust Deed, all cash and securities received by the Company is held beneficially for the former investors in the ACPL Funds as at the date of the transfer of securities and cash to the Company. The fair value of the securities transferred was £ nil.

The Company's registered office address is as detailed on page 1 of the financial statements.

2. ACCOUNTING POLICIES

The following accounting policies have been applied consistently throughout the period:

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

(b) Going Concern

The Company performs the office and duties of a nominee company for a number of fund schemes. All of these fund schemes terminated on or after 31 March 2017. However, the Company will continue as a going concern for at least 12 months from the date of approval of these financial statements as many of the securities transferred under the Security Transfer Agreement are unlikely to be fully realised before this time.

(c) Foreign currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in Sterling ("£") which is the Company's functional currency and presentation currency.

Monetary assets and liabilities in currencies other than Sterling are translated into Sterling at the rate of exchange ruling at the Statement of Financial Position date. Transactions in foreign currencies other than Sterling are translated into the reporting currency at the rate of exchange ruling at the date of the transaction. Realised and unrealised foreign exchange gains are recognised within debtors whereas realised and unrealised exchange losses are recognised within creditors.

(d) Income and expenses

The immediate parent company is responsible for all operating expenses relating to the operations and administration of the Company. The Company did not incur any costs in the period nor make any charge in performing its duty as a nominee.

Where expenses have been incurred in relation to the wind-up and liquidation of the Arle Funds, these are settled out of cash received from the Arle Funds under the Security Transfer Agreement and the associated payable to the former investors of the Arle Funds is reduced accordingly.

(e) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short term, highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

ACPL (NOMINEES) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2018

2. ACCOUNTING POLICIES (continued)

(f) **Basic financial instruments**

The directors opted to adopt Section 11 of FRS 102 in respect of financial instruments.

Investments

All investments are initially recognised at cost, being the consideration given, excluding acquisition charges associated with the investment which are expenses. Where any impairment is recognised against the cost of investments, an expense is recognised in the corresponding period, with the carrying value stated after this amount.

Other basic financial instruments

Financial assets consists of trade and other debtors and cash and cash equivalents. These assets are initially measured at transaction price unless the arrangement constitutes a financing transaction where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Where receipt is due in more than one year, the assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period debtors are assessed for impairment and recoverability and any amount deemed to be impaired or not recoverable is written off to the Statement of Comprehensive Income. Sundry debtors and creditors are disclosed in the notes of the Financial Statements.

Financial liabilities consists of trade and other creditors. These liabilities are measured at the transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Where settlement is due in more than one year, the liabilities are subsequently carried at amortised cost using the effective interest method.

(g) **Critical Accounting Estimates and Judgements in Applying Accounting Policies**

The preparation of the financial statements requires the members to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The Directors do not consider there to be any sources of material estimation uncertainty.

3. NUMBER OF EMPLOYEES AND DIRECTORS EMOLUMENTS

The Company had no employees during the period ended 30 June 2018 (2016: nil).

During the period ended 30 June 2018 the directors did not receive any emoluments (2016: £ nil).

4. TAXATION

Corporate tax is provided on taxable profits at the current rate. As the Company has incurred no income nor expenditure, no tax charge has arisen in the year (2016: £nil).

ACPL (NOMINEES) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2018

5. INVESTMENTS

	01.01.2017 to 30.06.2018	01.01.2016 to 31.12.2016
	£	£
Cost as at beginning of period/year	-	-
Additions in the period/year	-	-
Cost as at end of period/year	-	-

No investment were held during the comparative period

On 28 March 2018, in accordance with the terms of a Security Transfer Agreement, the Company received various securities from each of ACPL 2005 Fund, ACPL 2005 Fund Scottish GP LP, ACPL 2005 Carried Interest LP, the ACPL 2008 Fund, ACPL 2008 Gamma LP, Old Bailey LLP, Panther LP, Preston LP and Espartaco LP (collectively the "ACPL Funds"). This was done in order to facilitate the orderly liquidation of the ACPL Funds. Under the terms of a Trust Deed, all securities received by the Company are held beneficially for the former investors in the ACPL Funds as at the date of the transfer of securities to the Company.

Securities were transferred in to the Company and initially recognised in the Statement of Financial Position at a cost equal to their fair value as at the date of transfer in, which for all securities was £nil. No securities have been realised during the period from transfer in to 30 June 2018 and there has been no change in the fair value since transfer in.

6. DEBTORS

	30.06.2018	31.12.2016
	£	£
Amounts due from other parties:		
Taxes recoverable	122,056	26,341
Total debtors	122,056	26,341

7. CREDITORS

Creditors: amounts falling due within one year:	30.06.2018	31.12.2016
	£	£
Amounts due to other parties:		
Amounts due to investors under trustee arrangement	1,119,764	5,207
Trade creditors	269,996	-
Accruals	100,000	-
Sundry creditors	1,431	14,322
Total creditors: amounts falling due within one year	1,491,191	19,529

Amounts due to investors under trustee arrangement will be utilised for costs related to the trustee arrangement including administrative, directors, professional and other costs, both related to the Company and the recovery of proceeds from the underlying assets held on trust for the investors.

ACPL (NOMINEES) 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2018

8. SHARE CAPITAL

	30.06.2018	31.12.2016
	£	£
Authorised:		
100 (2016: 100) Shares of £1 each	<u>100</u>	<u>100</u>
Allotted and paid up:		
100 (2016: 100) Shares of £1 each	<u>100</u>	<u>100</u>

The holders of the Ordinary Shares have the right to one vote per share and are each entitled to an equal share of the net assets of the Company on winding up.

9. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is ACPL Investments Limited, a company incorporated in the United Kingdom.

The ultimate parent undertaking and controlling party of the Company is Newgate Capital Limited, a company incorporated in the United Kingdom. Copies of the financial statements of Newgate Capital Limited are available from 128 Gregories Road, Beaconsfield, Buckinghamshire, United Kingdom, HP9 1HT . There is no ultimate controlling party beyond Newgate Capital Limited.