

Innisfree Group Limited and subsidiary undertakings



Annual Report & Accounts
31 March 2018



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DIRECTORS AND PROFESSIONAL ADVISERS
for the year ended 31 March 2018

DIRECTORS

David Metter (Chief Executive)

Matthew Webber

Tim Pearson

David Burton (appointed 26 April 2017)

Tim Kashem (resigned 30 September 2017)

SECRETARY

David Burton

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

7 More London Riverside

London SE1 2RT

SOLICITORS

Hogan Lovells International LLP

Atlantic House

Holborn Viaduct

London EC1A 2FG

and

Shearman & Sterling (London) LLP

Broadgate West

9 Appold Street

London EC2A 2AP

BANKERS

The Royal Bank of Scotland plc

London Drummonds Branch

49 Charing Cross

London SW1A 2DX

HEADQUARTERS AND REGISTERED OFFICE

First floor, Boundary House

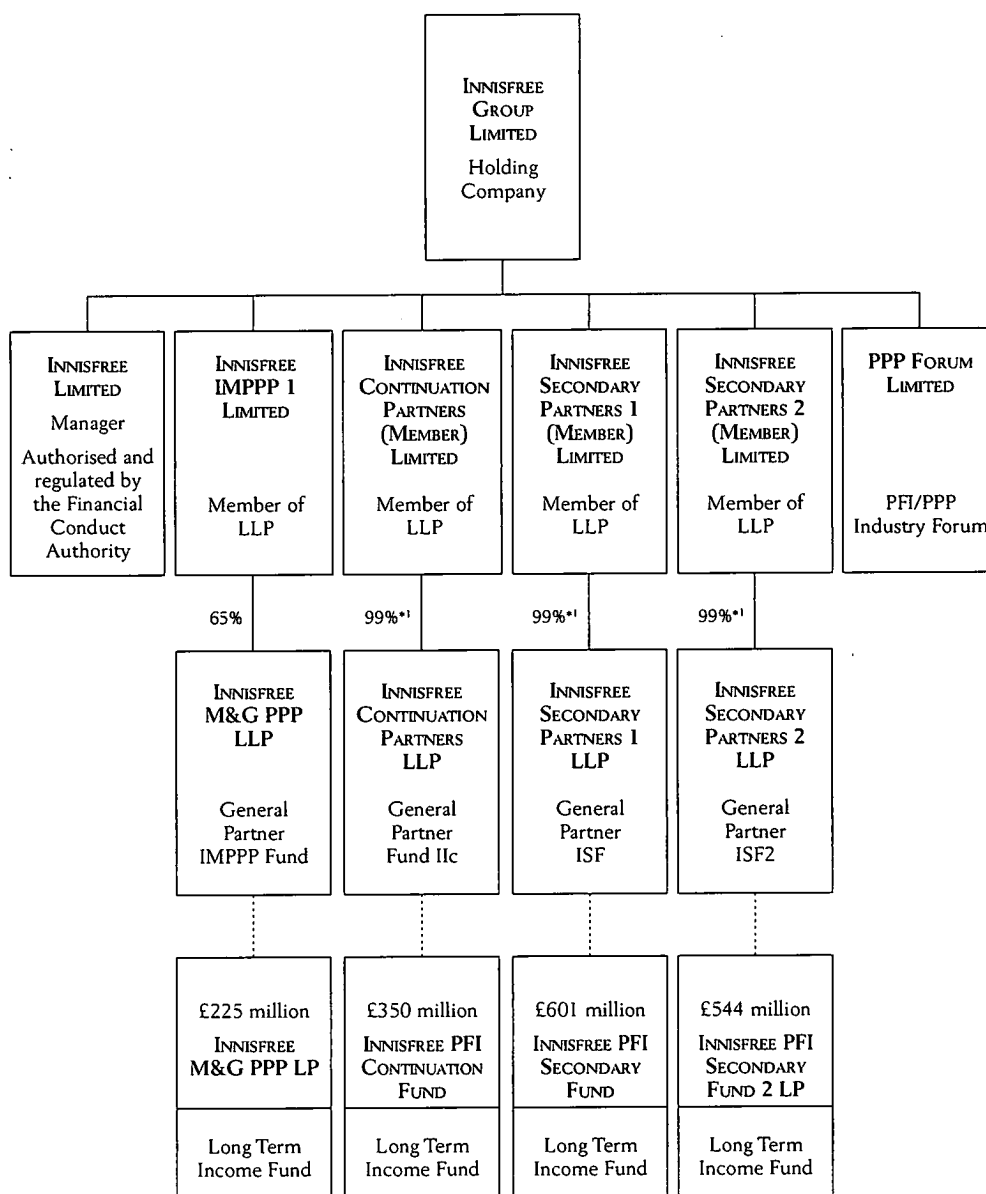
91/93 Charterhouse Street

London EC1M 6HR



CORPORATE STRUCTURE – PRINCIPAL ENTITIES

as at 31 March 2018



*1. The remaining 1% partnership share in Innisfree Continuation Partners LLP, Innisfree Secondary Partners 1 LLP and Innisfree Secondary Partners 2 LLP is held by Innisfree Partners (Second Member) Limited.



STRATEGIC REPORT

for the year ended 31 March 2018

RESULTS AND REVIEW OF THE BUSINESS

Innisfree is a leading equity investor in UK and international PFI and PPP public-private sector infrastructure projects. Innisfree has £1.7 billion of funds under management in 4 long term infrastructure funds. Innisfree has committed £1.6 billion to 57 projects (2017 - £1.5 billion, 57 projects). Together these projects amount to £18.4 billion (2017 - £18.4 billion) in capital value.

The Group profit before taxation was £10,540,000 (2017 - £9,647,000).

FUNDS UNDER MANAGEMENT

The funds under management at 31 March 2018 comprised Innisfree M&G PPP LP ('IMPPP Fund'), Innisfree PFI Continuation Fund ('Fund IIC'), Innisfree PFI Secondary Fund ('ISF'), and Innisfree PFI Secondary Fund 2 LP ('ISF2') (together, the 'Innisfree Funds'). The Innisfree Funds are as follows:

	Final Closing	Fundraising Status	Fund Investing Status	Fund Size (£ million)
IMPPP Fund	2002/6	Closed	Closed	225
Fund IIC	2006	Closed	Closed	350
ISF	2008	Closed	Open ¹	601
ISF2	2013	Closed	Open	544

¹The Drawdown Period of ISF expired on 30 June 2016 but the fund is able to make Follow-On Investments until 30 June 2018.

IMPPP Fund is managed jointly by Innisfree Limited and M&G Investment Management Limited, a subsidiary of Prudential plc.

KEY PERFORMANCE INDICATORS

The directors consider funds under management and profit before tax to be the key performance indicators for the Group. Performance for the year against these has been outlined above.

On behalf of the Board,

D.J. Burton
Director and Company Secretary
29 June 2018



DIRECTORS' REPORT
for the year ended 31 March 2018

Registered Number: 3078732

The directors present their annual report on the affairs of the Group, together with the audited consolidated accounts and Independent Auditors' Report, for the year ended 31 March 2018.

PRINCIPAL ACTIVITY AND FUTURE DEVELOPMENTS

The principal activity of the Group is the management of private equity funds investing in UK, European and Canadian PFI/PPP projects. The principal activity of the Company is that of a holding company. The directors expect the Company and Group to carry on business in a similar fashion in the future.

A subsidiary of the Company, Innisfree Limited, is authorised and regulated by the Financial Conduct Authority, registration number 176485.

DIVIDENDS

Dividends of £8,926,000 (2017 - £12,735,000) were paid by the Company in the year. Full details are included in note 12.

DIRECTORS AND SHAREHOLDERS

The directors' interests in the Company's shares were as follows:

Director	31 March 2018	
	Number	%
David Metter	104,000	72.2
Tim Pearson	20,000	13.9
Matthew Webber	20,000	13.9
Total	144,000	100.0

The directors have the benefit of a qualifying third party indemnity provision (as defined in section 234 of the Companies Act 2006) as they maintain Directors' and Officers' insurance in respect of the Company and its directors. This insurance was in force throughout the financial year and up to the date of approval of these accounts.

FINANCIAL RISK MANAGEMENT

The directors have considered the principal risks and uncertainties related to Innisfree Group Limited (the 'Company') and the Group and consider financial risk to be the most relevant.

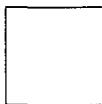
The Group's operations expose it to a variety of financial risks that include credit risk, liquidity risk and interest rate risk. These are managed in the following ways:

(a) Credit risk

The principal source of income is fund management income. This is received from the Innisfree Funds, whose limited partners are predominantly large institutional and financial investors. The partnership agreements of the Innisfree Funds provide step-in rights for non-defaulting investors to meet the partnership obligations. The principal source of income to the Innisfree Funds is interest and dividends receivable from projects. The projects have a policy of contracting with creditworthy counterparties. The PFI concession contracts are entered into with government, quasi government and other public or equivalent low-risk bodies. The Group is represented on the boards of project companies which reduces the risk of non-payment of the amounts due.

(b) Liquidity risk

The Group is ungeared and maintains cash balances on short-term deposits with several large financial institutions. Fund management income is received semi-annually in advance. This policy ensures that the Group has sufficient available funds for operations and planned expansion.



DIRECTORS' REPORT (CONTINUED)

for the year ended 31 March 2018

FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Interest rate risk

The Group's interest income is not significant in relation to its operations. Apart from the use of term deposits, income from the Group's cash balances is subject to fluctuations in prevailing deposit interest rates. The Group has no external debt.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have prepared the Group and Company accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102, 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' ('FRS 102'). Under company law the directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom accounting standards including FRS 102 have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 Group and the Company and enable them to ensure that the accounts 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.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

Each of the directors in office at the date of this report confirms that:

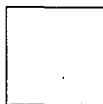
- so far as the director is aware, there is no relevant audit information of which the Group's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Group's auditors are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

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP has indicated its willingness to continue in office as auditors for the ensuing year.

On behalf of the Board,

D.J. Burton
Director and Company Secretary
29 June 2018



INDEPENDENT AUDITORS' REPORT

for the year ended 31 March 2018

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INNISFREE GROUP LIMITED

REPORT ON THE AUDIT OF THE ACCOUNTS

OPINION

In our opinion, Innisfree Group Limited's Group accounts and Company accounts (the 'accounts'):

- give a true and fair view of the state of the Group's and of the Company's affairs as at 31 March 2018 and of the Group's profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the accounts included within the Annual Report & Accounts (the 'Annual Report') which comprise: the Balance Sheets as at 31 March 2018, the Consolidated Profit and Loss Account, the Consolidated Cash Flow Statement, and the Consolidated and Company Statements of Changes in Equity for the year then ended, and the notes to the accounts, which include a description of the significant accounting policies.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the accounts section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENCE

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the accounts in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

CONCLUSIONS RELATING TO GOING CONCERN

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

- the directors' use of the going concern basis of accounting in the preparation of the accounts is not appropriate; or
- the directors have not disclosed in the accounts any identified material uncertainties that may cast significant doubt about the Group's and 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 accounts are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group's and Company's ability to continue as a going concern.

REPORTING ON OTHER INFORMATION

The other information comprises all of the information in the Annual Report other than the accounts and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the accounts does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the accounts 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described on page 8.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

for the year ended 31 March 2018

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INNISFREE GROUP LIMITED (CONTINUED)

STRATEGIC REPORT AND DIRECTORS' REPORT

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the accounts and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

RESPONSIBILITIES FOR THE ACCOUNTS AND THE AUDIT

RESPONSIBILITIES OF THE DIRECTORS FOR THE ACCOUNTS

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, the directors are responsible for the preparation of the accounts in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of accounts that are free from material misstatement, whether due to fraud or error.

In preparing the accounts, the directors are responsible for assessing the Group's and 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 Group or the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE ACCOUNTS

Our objectives are to obtain reasonable assurance about whether the accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 accounts.

A further description of our responsibilities for the audit of the accounts is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

USE OF THIS REPORT

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

OTHER REQUIRED REPORTING

COMPANIES ACT 2006 EXCEPTION REPORTING

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the Company accounts are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Richard McGuire (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

29 June 2018



CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2018

		Group 2018 £'000	Group 2017 £'000
	<i>Note</i>		
Turnover	5	22,223	24,418
Administrative expenses		<u>(11,697)</u>	<u>(13,303)</u>
Operating profit	6	10,526	11,115
Interest receivable and similar income	9	14	14
Unrealised loss on revaluation of investments	10	<u>-</u>	<u>(1,482)</u>
Profit before taxation		10,540	9,647
Tax on profit	11	<u>7</u>	<u>441</u>
Profit for the financial year		<u>10,547</u>	<u>10,088</u>

The Group has no income other than the amounts shown above in either the current year or preceding year and consequently no Statement of Comprehensive Income has been prepared.

The accompanying notes on pages 13 to 25 are an integral part of these accounts.



BALANCE SHEETS
as at 31 March 2018

Registered Number: 3078732

	Note	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Fixed assets					
Tangible assets	13	531	-	614	-
Investments in subsidiary undertakings	14	-	115	-	115
Investments in associated undertakings	15	-	-	6,135	1
		<u>531</u>	<u>115</u>	<u>6,749</u>	<u>116</u>
Current assets					
Debtors	16	1,649	387	1,650	387
Cash		<u>7,727</u>	<u>-</u>	<u>6,431</u>	<u>-</u>
		9,376	387	8,081	387
Creditors: amounts falling due within one year	17	<u>(2,208)</u>	<u>(392)</u>	<u>(2,610)</u>	<u>(177)</u>
Net current assets / (liabilities)		7,168	(5)	5,471	210
Total assets less current liabilities		7,699	110	12,220	326
Provision for liabilities	19	<u>(60)</u>	<u>-</u>	<u>(67)</u>	<u>-</u>
Net assets		<u>7,639</u>	<u>110</u>	<u>12,153</u>	<u>326</u>
Capital and reserves					
Called-up share capital	20	36	36	36	36
Capital redemption reserve		64	64	64	64
Profit and loss account	24	<u>7,539</u>	<u>10</u>	<u>12,053</u>	<u>226</u>
Total equity		<u>7,639</u>	<u>110</u>	<u>12,153</u>	<u>326</u>

No individual Profit and Loss Account is presented as the Company has taken advantage of the exemption in section 408 of the Companies Act 2006. The profit of the Company for the financial year was £8,710,000 (2017 - £12,800,000).

The accompanying notes on pages 13 to 25 are an integral part of these accounts.

The accounts on pages 9 to 25 were authorised for issue by the board of directors on 29 June 2018 and were signed on its behalf.

D.A. Metter
Director
29 June 2018



STATEMENTS OF CHANGES IN EQUITY
for the year ended 31 March 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

	Note	Called-up share capital £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total equity £'000
Balance as at 1 April 2016		36	64	22,197	22,297
Profit for the financial year		–	–	10,088	10,088
Total comprehensive income		–	–	10,088	10,088
Dividends	12	–	–	(12,735)	(12,735)
Elimination of subsidiary at fair value	12	–	–	(7,497)	(7,497)
Total transactions with owners recognised directly in equity		–	–	(20,232)	(20,232)
Balance at 31 March 2017		36	64	12,053	12,153
Balance as at 1 April 2017		36	64	12,053	12,153
Profit for the financial year		–	–	10,547	10,547
Total comprehensive income		–	–	10,547	10,547
Dividends	12	–	–	(8,926)	(8,926)
Elimination of subsidiary at fair value	12	–	–	(6,135)	(6,135)
Total transactions with owners recognised directly in equity		–	–	(15,061)	(15,061)
Balance at 31 March 2018		36	64	7,539	7,639

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

	Note	Called-up share capital £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total equity £'000
Balance as at 1 April 2016		36	64	161	261
Profit for the financial year		–	–	12,800	12,800
Total comprehensive income		–	–	12,800	12,800
Dividends	12	–	–	(12,735)	(12,735)
Total transactions with owners recognised directly in equity		–	–	(12,735)	(12,735)
Balance at 31 March 2017		36	64	226	326
Balance as at 1 April 2017		36	64	226	326
Profit for the financial year		–	–	8,710	8,710
Total comprehensive income		–	–	8,710	8,710
Dividends	12	–	–	(8,926)	(8,926)
Total transactions with owners recognised directly in equity		–	–	(8,926)	(8,926)
Balance at 31 March 2018		36	64	10	110

The accompanying notes on pages 13 to 25 are an integral part of these accounts.



CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2018

		Group 2018 £'000	Group 2017 £'000
Net cash from operating activities	21(a)	10,223	11,422
Net cash generated from operating activities		<u>10,223</u>	<u>11,422</u>
Cash flows from investing activities			
Interest received		13	14
Purchase of tangible fixed assets	13	(14)	(5)
Purchase of investments	14	–	(7)
Disposal of investments	14	–	6
Disposal of subsidiary (net of cash disposed)		–	(285)
Reclassification to associated undertakings		–	(233)
Net cash used in investing activities		<u>(1)</u>	<u>(510)</u>
Cash flows from financing activities			
Dividends paid	12	(8,926)	(12,735)
Net cash used in financing activities		<u>(8,926)</u>	<u>(12,735)</u>
Increase / (decrease) in cash in year	21(b)	1,296	(1,823)
Cash at the beginning of the year		<u>6,431</u>	<u>8,254</u>
Cash at the end of the year		<u>7,727</u>	<u>6,431</u>
Cash consists of			
Cash at bank and in hand		3,427	4,431
Short-term deposits		<u>4,300</u>	<u>2,000</u>
		<u>7,727</u>	<u>6,431</u>

The accompanying notes on pages 13 to 25 are an integral part of these accounts.



NOTES TO THE ACCOUNTS

for the year ended 31 March 2018

- 1. General information** The Company is a private company limited by shares and is incorporated in England and Wales with reference 3078732. Its registered office is First floor, Boundary House, 91/93 Charterhouse Street, London EC1M 6HR.
- 2. Statement of compliance** The accounts of the Company and the Group have been prepared in compliance with:
- Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102'); and
 - The Companies Act 2006.
- 3. Accounting policies** The principal accounting policies applied in the preparation of these accounts are set out below. The policies have been consistently applied to all of the years presented, unless otherwise stated. The Company and the Group have adopted FRS 102 in these accounts.
- (a) Basis of preparation**
- The accounts are prepared on a going concern basis, under the historical cost convention as modified by the revaluation of certain financial assets and liabilities measured at fair value through the Profit and Loss Account and in accordance with the Companies Act 2006 and FRS 102.
- The preparation of accounts in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company and Group's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the accounts are explained in note 4.
- (b) Basis of consolidation**
- The Group accounts consolidate the accounts of the Company and its subsidiary undertakings using the acquisition method of accounting. Under this method, the results of subsidiary undertakings acquired or disposed of in the year are included in the Consolidated Profit and Loss Account from the date of acquisition or up to the date of disposal.
- A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
- An associate is an entity which is not a subsidiary in which the Group holds an interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. The results of associates are accounted for using the equity method of accounting.
- Subsidiary and associate undertakings are included up to or from the dates of change of control or change of significant influence, respectively.
- All intra-group transactions, balances, income and expenses are eliminated on consolidation.
- No individual Profit and Loss Account is presented as the Company has taken advantage of the exemption in section 408 of the Companies Act 2006.
- (c) Going concern**
- The directors have reviewed the Group's projected profit and have a reasonable expectation that the Group has adequate resources to continue for the foreseeable future. The Group therefore continues to adopt the going concern basis.
- (d) Tangible fixed assets**
- Fixed assets are shown at cost less depreciation. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life. Computer equipment is depreciated over three years. Fixtures, fittings and furniture and leasehold improvements are written off over the lease term.
- (e) Investments - Company**
- Investments in subsidiary companies are held at cost less accumulated impairment losses.



NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

3. Accounting policies (continued)

(f) Taxation

The taxation expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity, respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantially enacted by the year end.

Deferred tax arises from timing differences that are the differences between taxable profits and profits as stated within the accounts. These timing differences arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the accounts. Deferred tax is recognised on all timing differences at the Balance Sheet date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date and that are expected to apply to the reversal of the timing difference.

(g) Turnover

Group turnover represents profit shares, transaction fees and other fees receivable for services provided in the normal course of business, on an accruals basis, exclusive of VAT and similar taxes.

Transaction fees represent amounts receivable for work performed in relation to investing in companies involved in public-private sector projects. Transaction fees receivable are accounted for in the financial year in which the concession agreement relating to the project is signed, all material conditions thereon have been met at the Balance Sheet date and the transaction has been completed prior to issue of the year-end accounts.

(h) Dividends

Dividends are recognised when the dividend is paid or approved by shareholders. These amounts are recognised in the Statement of Changes in Equity.

(i) Operating leases

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. As lessee, costs under operating leases are charged to the Profit and Loss Account in equal amounts over the periods of the leases. Incentives received to enter into leases are amortised over the period to the end of the lease.

(j) Foreign currency translation

The Group and Company accounts are presented in Sterling which is the functional and presentational currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account for the year.

(k) Financial instruments

The Company and Group has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets, which include debtors, are measured at fair value which is normally the transaction price. Such assets are subsequently carried at amortised cost using the effective rate method. Financial assets are derecognised when the contractual rights to the cash flows from the asset expire or are settled.

Financial assets measured at amortised cost are assessed for objective evidence of impairment at each Balance Sheet date. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Profit and Loss Account.



NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

3. Accounting policies (k) Financial instruments (continued)

policies
(continued)

Financial assets and liabilities are offset and the net amounts presented in the accounts when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial liabilities, which include creditors, are measured at fair value which is normally the transaction price. Such liabilities are subsequently carried at amortised cost using the effective rate method. Creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Financial liabilities are derecognised when the liability is extinguished, being the date that the contractual obligation is discharged, cancelled or expires.

4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Where the Group makes estimates and assumptions concerning the future the resulting accounting estimates will, by definition, seldom equal the related actual results. There were no significant estimates or assumptions concerning the future made in the current year.

5. Turnover

Turnover, profit before taxation and net assets are derived from fund management activities.

Apart from £9,081,000 (2017 - £104,000) received from Europe and a further £186,000 (2017 - £166,000) received from Canada, all turnover arising from trading activities originated in the United Kingdom.

All income arising from investment activities in the prior year originated in the United Kingdom.

An analysis of the profit attributable to shareholders (after adding back taxation) is as follows:

	Group 2018 £'000	Group 2017 £'000
Profit for the financial year	10,547	10,088
Add back: taxation	(7)	(441)
	<u>10,540</u>	<u>9,647</u>
Attributable to:		
Trading activities	10,540	8,295
Investment activities	-	1,352
	<u>10,540</u>	<u>9,647</u>



NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2018

6. Operating profit	Group	Group
	2018	2017
	£'000	£'000
Operating profit is stated after charging:		
Operating lease rentals - buildings	255	255
Depreciation of owned tangible assets	97	93
Remuneration to the auditors in respect of:		
- statutory audit of the Company and consolidated accounts	22	29
- statutory audit of subsidiary and associated company accounts	88	146
- tax compliance services	173	81
- tax advisory services	71	40
- other advisory services	45	197
- other services supplied pursuant to legislation	<u>23</u>	<u>31</u>

7. Staff costs Particulars of employees (including executive directors) are shown below:

	Group	Group
	2018	2017
	£'000	£'000
Employee costs during the year amounted to:		
Wages and salaries	6,326	7,330
Social security costs	962	1,110
Other pension costs	<u>111</u>	<u>102</u>
	<u>7,399</u>	<u>8,542</u>

The monthly average number of persons employed by the Group during the year was 27 (2017 - 28). 18 (2017 - 19) of these employees were involved in fund management activities and 9 (2017 - 9) in administrative roles. The Company has no staff (2017 - none).

8. Directors' remuneration Directors' remuneration in respect of directors of the Group was as follows:

	Group	Group
	2018	2017
	£'000	£'000
Fees and remuneration	2,628	3,284
Other emoluments (including pension contributions)	<u>120</u>	<u>240</u>
	<u>2,748</u>	<u>3,524</u>

The directors' emoluments, shown above, include the following in respect of the highest paid director:

	Group	Group
	2018	2017
	£'000	£'000
Fees and remuneration	1,515	2,404
Other emoluments (including pension contributions)	<u>26</u>	<u>55</u>
	<u>1,541</u>	<u>2,459</u>

The Chief Executive was not the highest paid director in either year.



NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2018

9. Interest receivable and similar income	Group	Group
	2018	2017
	£'000	£'000
Bank interest	14	14
	<u>14</u>	<u>14</u>
10. Unrealised loss on revaluation of investments	Group	Group
	2018	2017
	£'000	£'000
Unrealised gains on investments	-	325
Unrealised losses on investments	-	(1,807)
	<u>-</u>	<u>(1,482)</u>
11. Tax on profit	(a) Total tax on profit	Group
	2018	2017
	£'000	£'000
Current tax:		
United Kingdom corporation tax	-	-
Adjustment relating to prior years	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred tax:		
Origination and reversal of timing differences	(7)	(291)
Impact of change in tax rate	-	(150)
Total tax on profit	<u>(7)</u>	<u>(441)</u>

(b) Reconciliation of tax charge

The tax credit is based on an effective UK corporation tax rate of 19% (2017 - 20%). The current tax is lower (2017 - lower) than the standard rate of UK corporation tax. The differences are explained below:

	Group	Group
	2018	2017
	£'000	£'000
Profit before taxation	10,540	9,647
Profit multiplied by the standard rate of tax in the UK of 19% (2017 - 20%)	2,003	1,929
Effects of:		
- Non-taxable income	(3,390)	(4,046)
- Elimination of subsidiary at fair value	1,247	1,605
- Expenses not deductible	24	439
- Timing differences	7	59
- Losses carried forward to future periods	109	14
- Deferred tax - origination and reversal of timing differences	(7)	(291)
- Deferred tax - impact of change in tax rate	-	(150)
Total tax credit for the year	<u>(7)</u>	<u>(441)</u>

As part of the Finance (No. 2) Bill 2017, published on 20 March 2017, the UK government confirmed its intention to reduce the main rate of UK Corporation Tax to 17% by 2020. There were no changes to this announced within the Finance Act 2018 which received Royal Assent on 15 March 2018.

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

- 12. Dividends** The Company's share capital was reclassified in the prior year as described in note 20. Dividends paid on each share class were as follows:

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Ordinary Shares				
1st interim declared:				
n/a (2017 - £17.566 per share)	-	-	2,530	2,530
Less: amounts waived	-	-	(1,400)	(1,400)
Net paid	-	-	1,130	1,130
2nd interim declared and paid:				
n/a (2017 - £63.781 per share)	-	-	9,184	9,184
3rd interim declared and paid:				
n/a (2017 - £12.084 per share)	-	-	1,740	1,740
Total: Dividends on Ordinary Shares	-	-	12,054	12,054
A Ordinary Shares				
No dividends paid (2017 - none)	-	-	-	-
Total: Dividends on A Ordinary Shares	-	-	-	-
B Ordinary Shares				
1st interim declared and paid:				
£566.267 per share (2017 - £52.469)	7,339	7,339	680	680
2nd interim declared and paid:				
£23.148 per share (2017 - £nil)	300	300	-	-
Total: Dividends on B Ordinary Shares	7,639	7,639	680	680
C Ordinary Shares				
1st interim non-cash dividend declared and paid: 648 (2017 - 792) £1 Ordinary Shares in Innisfree Coinvestments Limited	1	1	1	1
2nd interim declared and paid:				
£8,680.556 per share (2017 - £nil)	625	625	-	-
3rd interim declared:				
£33,058.900 per share (2017 - £nil)	2,380	2,380	-	-
Less: amounts waived	(1,719)	(1,719)	-	-
Net paid	661	661	-	-
Total: Dividends on C Ordinary Shares	1,287	1,287	1	1
Total dividends	8,926	8,926	12,735	12,735
Elimination of associate / subsidiary at fair value (note 15)	6,135	-	7,497	-
Total transactions with owners recognised directly in equity	15,061	8,926	20,232	12,735

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

13. Tangible fixed assets	Leasehold improvements	Computer equipment	Fixtures, fittings and furniture	Total
	£'000	£'000	£'000	£'000
As at 31 March 2017				
Cost	449	88	275	812
Accumulated depreciation	(85)	(59)	(54)	(198)
Net book amount	364	29	221	614
Year ended 31 March 2018				
Opening net book amount	364	29	221	614
Additions	-	14	-	14
Disposals - cost	-	(1)	-	(1)
Disposals - accumulated depreciation	-	1	-	1
Depreciation charged in year	(45)	(25)	(27)	(97)
Closing net book amount	319	18	194	531
As at 31 March 2018				
Cost	449	101	275	825
Accumulated depreciation	(130)	(83)	(81)	(294)
Net book amount	319	18	194	531

The above tangible fixed assets relate to the Group. The Company did not hold any tangible fixed assets in either the current or preceding year.

14. Investments in subsidiary undertakings	At 1 April 2017	Additions	Disposals	At 31 March 2018
	£'000	£'000	£'000	£'000
Company				
Subsidiary undertakings	115	-	-	115
	115	-	-	115
Group				
Other investments	-	-	-	-
	-	-	-	-



NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

14. Investments in subsidiary undertakings (continued)	The Company has investments in the following subsidiary undertakings:		
	Company	Principal activity	Interest
	Investment Companies		
	Innisfree M&G PPP LLP ^{*1}	General Partner of IMPPP Fund	65%
	Innisfree IMPPP I Ltd	Member of Innisfree M&G PPP LLP	100%
	Innisfree IMPPP SLP Ltd	Special Limited Partner of IMPPP Fund	100%
	Innisfree Continuation Partners LLP ^{*2}	General Partner of Fund IIc	100%
	Innisfree Continuation Partners (Member) Ltd	Member of Innisfree Continuation Partners LLP	100%
	Innisfree Continuation SLP Ltd	Special Limited Partner of Fund IIc	100%
	Innisfree EXGP Continuation Ltd	Investing in funds	100%
	Innisfree Secondary Partners 1 LLP ^{*3}	General Partner of ISF	100%
	Innisfree Secondary Partners 1 (Member) Ltd	Member of Innisfree Secondary Partners 1 LLP	100%
	Innisfree Secondary SLP Ltd	Special Limited Partner of ISF	100%
	Innisfree EXGP Secondary Ltd	Investing in funds	100%
	Innisfree Secondary Partners 2 LLP ^{*4}	General Partner of ISF2	100%
	Innisfree Secondary Partners 2 (Member) Ltd	Member of Innisfree Secondary Partners 2 LLP	100%
	Innisfree Secondary SLP 2 Ltd	Special Limited Partner of ISF2	100%
	Innisfree EXGP Secondary 2 Ltd	Investing in funds	100%
	Innisfree Partners (Second Member) Ltd	Member of Innisfree Continuation Partners LLP, Innisfree Secondary Partners 1 LLP and Innisfree Secondary Partners 2 LLP	100%
	Innisfree Nominees Ltd	Nominee company	100%
	Trading Companies		
	Innisfree Ltd	Fund management	100%
	Innisfree Resources Ltd	Bid management / project advisory	100%
	PPP Forum Ltd	PFI/PPP industry forum	100%
	Innisfree Publishing Ltd	Dormant	100%
	Innisfree Canada Ltd	Bid management / project advisory - Canada	100%

*1. Held by Innisfree IMPPP I Ltd.

*2. Held by Innisfree Continuation Partners (Member) Ltd and Innisfree Partners (Second Member) Ltd.

*3. Held by Innisfree Secondary Partners 1 (Member) Ltd and Innisfree Partners (Second Member) Ltd.

*4. Held by Innisfree Secondary Partners 2 (Member) Ltd and Innisfree Partners (Second Member) Ltd.

*5. A number of subsidiary companies for which the Group had no further purpose were dissolved in the year. Innisfree EXGP III Ltd, Innisfree TTT Partners LLP, Innisfree TTT Partners (Member) Ltd, Innisfree TTT SLP Ltd and Innisfree EXGP TTT Ltd were dissolved on 2 May 2017, Innisfree Partners Ltd, Innisfree SLP Ltd and Innisfree SLP II Ltd were dissolved on 30 May 2017 and Innisfree SLP III Ltd and Innisfree Partners III Ltd were dissolved on 27 June 2017.

All of the entities listed above are registered in England and Wales and have the same registered office as the Company with the exception of Innisfree Canada Ltd, which is registered in Canada with registered office at 1321 Blanshard Street, Suite 301, Victoria BC V8W 0B6.



NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

- 15. Investments in associated undertakings** On 3 April 2017 the Company declared and paid an interim non-cash dividend totalling 648 (2017 - 792) £1 Ordinary Shares in Innisfree Coinvestments Ltd, as described in note 12. On paying this dividend the Company had no further interest in Innisfree Coinvestments Ltd and it is no longer classified as an associated undertaking.

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
At 1 April	6,135	1	-	-
Disposals	(6,135)	(1)	-	-
Reclassification from investments in subsidiary undertakings	-	-	6,605	1
Reclassification from cash	-	-	233	-
Reclassification from debtors	-	-	506	-
Reclassification from creditors	-	-	(54)	-
Reclassification from deferred tax	-	-	(1,155)	-
	-	-	6,135	1
Share of profit	-	-	-	-
At 31 March	-	-	6,135	1

16. Debtors

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Amounts falling due within one year:				
Trade debtors	365	-	374	-
Amounts owed by group undertakings	-	387	-	387
Prepayments and accrued income	1,284	-	1,276	-
	1,649	387	1,650	387

Amounts owed by group undertakings are unsecured, non-interest bearing, have no fixed date of repayment and are repayable on demand.

17. Creditors: amounts falling due within one year

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Trade creditors	173	-	187	-
Amounts owed to group undertakings	-	392	-	177
Taxation and social security	314	-	312	-
Other creditors	670	-	693	-
Accruals and deferred income	1,051	-	1,418	-
	2,208	392	2,610	177

Other creditors include £421,000 (2017 - £399,000) due to M&G IMPPP 1 Limited in respect of its interest in Innisfree M&G PPP LLP.

Amounts owed to group undertakings are unsecured, non-interest bearing, have no fixed date of repayment and are repayable on demand.

NOTES TO THE ACCOUNTS. (CONTINUED)

for the year ended 31 March 2018

18. Financial instruments

The Group and Company have the following financial instruments:

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Financial assets at fair value through the Profit and Loss Account	-	-	6,135	-
Financial assets that are debt instruments measured at amortised cost	9,376	387	8,081	387
Financial liabilities measured at amortised cost	(2,208)	(392)	(2,610)	(177)

19. Provisions for liabilities

	Group 2018 £'000	Company 2018 £'000	Group 2017 £'000	Company 2017 £'000
Deferred taxation:				
At 1 April	67	-	3,074	-
Additions dealt with in the Profit and Loss Account	-	-	-	-
Unused amounts reversed to the Profit and Loss Account	(7)	-	(441)	-
Disposals resulting from disposal of subsidiary	-	-	(1,411)	-
Reclassification to associated undertakings	-	-	(1,155)	-
At 31 March	60	-	67	-

The deferred tax liability of £60,000 (2017 - £67,000) arises due to timing differences on the write-down of tangible fixed assets for book and taxation purposes. None of the £31,375,000 (2017 - £31,317,000) of losses carried forward in group companies are expected to have value in future years and a deferred tax asset of £5,961,000 (2017 - £5,950,000) has therefore not been recognised in these accounts. Deferred tax is calculated based on the UK corporation tax rate of 19% effective for periods beginning 1 April 2018 (2017 - 19%).

NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

20. Called-up share capital

	Company 2018	Company 2017
	£'000	£'000
All allotted and fully paid:		
A Ordinary Shares		
94,588 A-1 Ordinary Shares of 25 pence each (2017 - 94,588)	24	24
18,190 A-2 Ordinary Shares of 25 pence each (2017 - 18,190)	5	5
18,190 A-3 Ordinary Shares of 25 pence each (2017 - 18,190)	5	5
	<u>34</u>	<u>34</u>
B Ordinary Shares		
9,360 B-1 Ordinary Shares of 25 pence each (2017 - 9,360)	2	2
1,800 B-2 Ordinary Shares of 25 pence each (2017 - 1,800)	-	-
1,800 B-3 Ordinary Shares of 25 pence each (2017 - 1,800)	-	-
	<u>2</u>	<u>2</u>
C Ordinary Shares		
52 C-1 Ordinary Shares of 25 pence each (2017 - 52)	-	-
10 C-2 Ordinary Shares of 25 pence each (2017 - 10)	-	-
10 C-3 Ordinary Shares of 25 pence each (2017 - 10)	-	-
	<u>-</u>	<u>-</u>
Total share capital	<u>36</u>	<u>36</u>

On 17 January 2017 the Company's 144,000 Ordinary Shares of 25 pence each were reclassified into 131,040 A Ordinary Shares of 25 pence each and 12,960 B Ordinary Shares of 25 pence each. On 13 March 2017 72 of the A Ordinary Shares of 25 pence each were reclassified into 72 C Ordinary Shares of 25 pence each.

The Company's share capital is now divided into 130,968 A Ordinary Shares of 25 pence each, 12,960 B Ordinary Shares of 25 pence each and 72 C Ordinary Shares of 25 pence each.

The A Ordinary Shares carry full voting rights for the Company, a right to income (on the A Ordinary Shares) and a right to surplus capital on the event of a winding up.

The B Ordinary Shares do not carry voting rights for the Company (save for the amendment of rights and restrictions connected to the B Ordinary Shares) but have a right to income (on the B Ordinary Shares). They hold no right to surplus capital on the event of a winding up.

The C Ordinary Shares do not carry voting rights for the Company (save for the amendment of rights and restrictions connected to the C Ordinary Shares) but have a right to income (on the C Ordinary Shares). They hold no right to surplus capital on the event of a winding up.

The capital of the Company may only be altered with the prior consent of the Founder Director, David Antony Metter.



NOTES TO THE ACCOUNTS (CONTINUED)
for the year ended 31 March 2018

21. Cash flow information (a) Reconciliation of operating profit to net cash inflow from operating activities

	Group 2018 £'000	Group 2017 £'000
Profit for the financial year	10,547	10,088
Add back / (less):		
- Tax credit on profit on ordinary activities	(7)	(441)
- Interest receivable and similar income	(14)	(14)
- Unrealised loss on revaluation of investments	-	1,482
Operating profit	10,526	11,115
Depreciation	97	93
Decrease / (increase) in debtors	2	(141)
(Decrease) / increase in creditors	(402)	355
Net cash inflow from operating activities	10,223	11,422

(b) Analysis of changes in net cash

	At 1 April 2017 £'000	Cash flows £'000	At 31 March 2018 £'000
Cash at bank and in hand	4,431	(1,004)	3,427
Short term deposits	2,000	2,300	4,300
Net cash at end of year	6,431	1,296	7,727

22. Guarantees and other financial commitments

(a) Lease commitments

On 5 June 2015 a subsidiary entered into an agreement for a ten year lease on premises at Boundary House, 91/93 Charterhouse Street, London EC1M 6HR which expires on 9 June 2025. The current annual rental on the lease is £283,000 (2017 - £283,000). Under the terms of the lease a one year rent-free period was granted and this incentive will be amortised evenly over the term of the lease. The lease has been guaranteed by the Company.

	Group 2018 £'000	Group 2017 £'000
Payments due:		
Within one year	283	283
Between one and five years	1,132	1,132
After five years	566	849
	1,981	2,264

The Group had no other off-Balance Sheet arrangements.

(b) VAT

The Company is registered for VAT purposes in a group of undertakings that share a common VAT registration. As a result, it has jointly guaranteed the VAT liability of the VAT Group.



NOTES TO THE ACCOUNTS (CONTINUED)

for the year ended 31 March 2018

23. Related party transactions Innisfree Continuation Partners LLP, as the General Partner of Fund IIC, received a profit share of £4,343,000 during the year (2017 - £4,229,000). At 31 March 2018 £nil (2017 - £nil) was due from Fund IIC.

Innisfree IMPPP 1 Limited, through its interest in Innisfree M&G PPP LLP as the General Partner of IMPPP Fund, received a profit share of £2,309,000 during the year (2017 - £2,225,000). At 31 March 2018 £2,000 (2017 - £2,000) was due from IMPPP Fund relating to sundry operating costs borne on its behalf by the Group.

Innisfree Secondary Partners 1 LLP, as the General Partner of ISF, received a profit share of £7,205,000 during the year (2017 - £6,936,000). At 31 March 2018 £nil (2017 - £38,000) was due to ISF relating to directors' fees receivable by the Group and to be shared with ISF once received and £1,000 (2017 - £2,000) was due from ISF relating to sundry operating costs borne on its behalf by the Group.

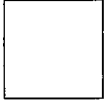
Innisfree Secondary Partners 2 LLP, as the General Partner of ISF2, received a profit share of £3,979,000 during the year (2017 - £3,825,000). At 31 March 2018 £50,000 (2017 - £75,000) was due to ISF2 relating to directors' fees receivable by the Group and to be shared with ISF2 once received and £1,000 (2017 - £nil) was due from ISF2 relating to sundry operating costs borne on its behalf by the Group.

The Group received fees in connection to its representation on the boards of project companies totalling £2,413,000 during the year (2017 - £2,405,000) of which £370,000 (2017 - £359,000) was allocated to M&G Investment Management Limited in respect of its co-management role on IMPPP Fund and a further £216,000 (2017 - £289,000) was allocated to the Innisfree Funds. At 31 March 2018 £386,000 (2017 - £329,000) was due from project companies.

24. Profit and Loss Account Following the adoption of FRS 102, the Group's Profit and Loss Account included unrealised gains recognised as a result of holding financial instruments at fair value, together with deferred tax provided for on these gains. Accordingly, in the prior year the reserves of the Group were not wholly distributable, as described below:

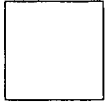
	Distributable reserves £'000	Non-distributable reserves £'000	Group Total £'000
As at 31 March 2017			
Realised profits and losses	7,198	-	7,198
Unrealised revaluation surplus on financial instruments	-	6,077	6,077
Deferred tax	(67)	(1,155)	(1,222)
Total at 31 March 2017	7,131	4,922	12,053
Year ended 31 March 2018			
As at 1 April 2017	7,131	4,922	12,053
Realised profits and losses before tax	10,540	-	10,540
Deferred tax	7	-	7
Disposal of associate	(1,213)	(6,077)	(7,290)
Disposal of associate - deferred tax	-	1,155	1,155
Dividends	(8,926)	-	(8,926)
Closing net book amount	7,539	-	7,539
As at 31 March 2018			
Realised profits and losses	7,599	-	7,599
Unrealised revaluation surplus on financial instruments	-	-	-
Deferred tax	(60)	-	(60)
Total at 31 March 2018	7,539	-	7,539

25. Ultimate controlling party The ultimate controlling party of the Group and the Company is The David Antony Metter Settlement.



NOTES

for the year ended 31 March 2018



NOTES

for the year ended 31 March 2018



NOTES

for the year ended 31 March 2018

Innisfree Group Limited
Boundary House, 91/93 Charterhouse Street,
London EC1M 6HR