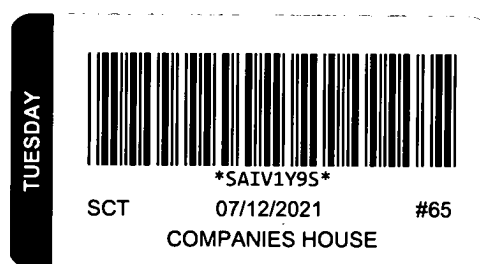


Dunedin (SAPE GP) Limited

Report and Accounts

31 March 2021

Registered No. 4253905



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Registered No. 4253905

Directors

Dougal Bennett
Shaun Middleton
Graeme Murray

Secretary

Graeme Murray

Auditor

Johnston Carmichael LLP
7-11 Melville Street
Edinburgh
EH3 7PE

Bankers

Lloyds Bank plc
City Office Branch
PO Box 1000
BX1 1LT

Registered Office

1st Floor
1 Vere Street
London
W1G 0DF

Directors' Report

The Directors present their report and the financial statements of Dunedin (SAPE GP) Limited for the year ended 31 March 2021.

Principal activity and review of business

The Company is a general partner in the Equity Harvest Fund LP ('the Partnership'). The Company continues to receive non-recourse advances from the Partnership in advance of its profit entitlements. The Company does not envisage any change in its activities in the foreseeable future.

Results and dividends

The result for the year, after taxation, is £nil (2020: loss £1,491). During the year a dividend of £nil was paid by the Company (2020: nil).

COVID-19 impact

There is a risk that the profitability of the Company could be adversely impacted due to the adverse economic impact on the UK and world economy from COVID-19. A representative of Dunedin LLP ("Dunedin") sits on the board of each Dunedin portfolio company. These companies hold regular board meetings at which the financial position of the company is monitored. Between board meetings there is an ongoing dialogue between Dunedin and the senior management of the portfolio company. Each portfolio company monitors all risks pertinent to their businesses including COVID-19 and the potential impact these risks may have on their businesses, and develops contingency plans where appropriate.

The Board is satisfied that COVID-19 will not impact the Company's ability to continue as a going concern.

Directors

The Directors of the Company at 31 March 2021 were:-

Dougal Bennett
Shaun Middleton
Graeme Murray

No Director has any direct interest in the share capital of the Company.

Financial instruments

The Company is not directly exposed to significant risks arising from financial instruments.

Disclosure of information to the auditor

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 auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Johnston Carmichael LLP has expressed its willingness to continue in office and the manager, Dunedin LLP, has consented to their re-appointment.

Going concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of this report. Accordingly they continue to adopt the going concern basis in preparing these financial statements.

Directors' Report

Strategic Report: Small Companies Exemption

The Company has taken advantage of the small companies exemption in section 414B of the Companies Act 2006 which allows it to not prepare a Strategic Report.

By order of the board



Graeme Murray
Secretary

1 July 2021

Statement of Directors' Responsibilities in respect of the Directors' Report and the financial statements.

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 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*.

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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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 Dunedin (SAPE GP) Limited

Opinion

We have audited the financial statements of Dunedin (SAGE GP) Limited (the 'Company') for the year ended 31 March 2021 which comprise the Income Statement, Statement of Financial Position and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2021 and of its return for the year then ended;
- have been properly prepared in accordance with United Kingdom 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

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Report and Financial Statements, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Report and Financial Statements. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 our 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 Dunedin (SAPE GP) Limited

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 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; or
- the Directors were not entitled to take advantage of the small companies' exemption from preparing a Strategic Report.

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities statement set out on page 6, 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 is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/Our-Work/Audit/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Auditors-responsibilities-for-audit/Description-of-auditors-responsibilities-for-audit.aspx>. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry;
- results of our enquiries of management and those charged with governance about their own identification and assessment of the risks of irregularities; and;
- the matters discussed among the audit engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

Independent Auditor's Report

To the Members of Dunedin (SAPE GP) Limited

Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud to be management override of controls in order to manipulate the financial statements. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override of controls.

We also obtained an understanding of the legal and regulatory frameworks that the Company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act and tax legislation.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures to assess compliance with the laws and regulations described as having a direct effect on the financial statements;
- enquiring of management and those charged with governance regarding the actual or suspected instances of non-compliance with laws and regulations and following up on any items identified to ensure no irregularities included;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reviewing board minutes for indicators of any breaches of laws and regulations, including actual or suspected fraud or litigation or claims;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and
- evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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.

DS Holmes

David Holmes (Senior Statutory Auditor)
For and on behalf of Johnston Carmichael LLP
Statutory Auditor
Edinburgh, United Kingdom
1 July 2021

Statement of Income and Retained Earnings

For the year ended 31 March 2021

		2021	2020
	Notes	£	£
Turnover		43,683	38,528
Less: Administration expenses	2	(43,683)	(40,028)
Operating (loss)		-	(1,500)
Interest received		-	9
(Loss) on ordinary activities before tax		-	(1,491)
Tax on (loss) on ordinary activities	3	-	-
(Loss) on ordinary activities after tax		-	(1,491)
Retained earnings at 1 April 2020 / 2019		(1,491)	-
(Loss) for the year		-	(1,491)
Dividends		-	-
Retained earnings at 31 March 2021 / 2020		(1,491)	(1,491)

The Company has no recognised gains or losses.

The notes on pages 12 to 15 form part of these financial statements.

Statement of Financial Position

At 31 March 2021

	Notes	2021 £	2020 £
Current assets			
Debtors	4	9,561	-
Cash		109	109
		<u>9,670</u>	<u>109</u>
Creditors: amounts falling due within one year	5	(11,061)	(1,500)
Net assets		<u>(1,391)</u>	<u>(1,391)</u>
Capital and reserves			
Called up share capital	7	100	100
Profit and loss account		(1,491)	(1,491)
Shareholders' funds		<u>(1,391)</u>	<u>(1,391)</u>

The notes on pages 12 to 15 form part of these financial statements.

These financial statements were approved by the board of Directors on 1 July 2021 and were signed on its behalf by:



.....

Graeme Murray

Director

01 / 07 / 2021

.....

Date

Company Registration No 4253905

Notes to the accounts

At 31 March 2021

1. Accounting policies

1.1 Basis of preparation

These financial statements have been prepared on a going concern basis under historical cost convention, in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102, - 'The Financial Reporting Standard applicable in United Kingdom and Republic of Ireland' ('FRS102'), and with the Companies Act 2006.

The Company manages a private equity limited partnership as the General Partner. This partnership is a subsidiary undertaking and under the terms of the Companies Act 2006 should be consolidated in full. However, the Directors consider the accounts would not give a true and fair view if the assets and income as a whole were to be consolidated since the Company's interest in these assets is merely that of an investment manager.

The Company does not have a capital contribution in the underlying limited partnership and therefore there is no financial interest requiring consolidation in the financial statements of the Company.

The Company's ultimate parent undertaking, Dunedin LLP, includes the Company in its consolidated financial statements. The consolidated financial statements are available to the public and may be obtained from Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes: and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Directors do not believe there to be any judgements or estimates in the application of these accounting policies that have significant effect on the financial statements or significant risk of material adjustment in the next year. Having considered the activities of the Company and the wider context of the Dunedin LLP group, including the group business continuity plans and going concern projections, the Directors are satisfied that it remains appropriate to prepare the accounts on a going concern basis. In making this assessment the Directors have factored-in the ongoing impact of Covid-19 and considered a period of at least 12 months from the date of signing these accounts.

1.2 Measurement convention

The financial statements are prepared on the historical cost basis.

1.3 Turnover

Turnover represents non-recourse advances from the partnership in advance of its profit entitlements.

1.4 Taxation

Tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date and any adjustment to tax payable in respect of prior years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes to the accounts

At 31 March 2021

1.5 Provisions for liabilities

A provision is recognised at the balance sheet date when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle an obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

1.6 Cash and cash equivalents

Cash comprises cash balances and call deposits.

1.7 Basic Financial Instruments

Trade and other debtors

Trade and other debtors are recognised at transaction price plus attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost.

Trade and other creditors

Trade and other creditors are recognised at transaction price less attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost.

2. Administrative expenses

Administrative expenses relate to management fees paid to Dunedin LLP.

3. Tax on profit on ordinary activities

a) The taxation credit recognised in the statement of income:

	2021	2020
	£	£
<i>Current tax</i>		
Based on the profit for year:		
Corporation tax – prior year adjustment	-	-
	<u>-</u>	<u>-</u>
Total tax	<u>-</u>	<u>-</u>

b) Reconciliation of effective tax rate

The tax assessed for the year is lower than the standard rate of corporation tax. The differences are explained below:

	2021	2020
	£	£
(Loss) on ordinary activities before tax	-	(1,491)
Corporation tax at standard rate of 19% (2020: 19%)	-	(283)
Effects of:		
Non-taxable income and disallowed expenses	(7,296)	(7,320)
Excess management expenses not recognised	-	283
Taxable income from partnerships	7,296	7,320
	<u>-</u>	<u>-</u>
Total tax included in the statement of income	<u>-</u>	<u>-</u>

Notes to the accounts

At 31 March 2021

3. Tax on profit on ordinary activities (continued)

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%). This new law was substantively enacted on 17 March 2020. Deferred tax balances have been measured at this rate.

4. Debtors

	2021 £	2020 £
Other Debtors	9,561	-
	<u>9,561</u>	<u>-</u>

5. Creditors

	2021 £	2020 £
Other Creditors	11,061	1,500
	<u>11,061</u>	<u>1,500</u>

6. Deferred Tax

The Company has an unrecognised deferred tax asset of £86,268 (2020: £73,573) based on a prospective corporation tax rate of 19% (2020: 19%). This has arisen from deductible expenses exceeding taxable income as a result of some of its share of partnership income not being subject to tax. It is not expected that the Company will generate sufficient taxable income in future periods that this asset will be utilised.

7. Called up share capital

	<i>Allotted, called up and fully paid 2020 & 2021 £</i>
Ordinary shares of £1 each	100
	<u>100</u>

Notes to the accounts

At 31 March 2021

8. Parent Undertaking

Dunedin Saltire Limited, which is registered in Scotland, owns 100% of the issued share capital of the Company.

9. Related party transactions

The Company is a wholly owned subsidiary of Dunedin Saltire Limited which in turn is wholly owned by Dunedin LLP. All subsidiaries in the Dunedin LLP Group are wholly owned and consequently the Company has taken advantage of the exemption under FRS 102 from disclosing transactions with other group companies.

The Company is the General Partner of Equity Harvest Fund LP and as such is deemed to be a related party of the Company. The only transactions in the year is the receipt of non-recourse advances in advance of profit share as disclosed within Turnover. There were no amounts outstanding at the year end.