

Company Registered Number: 5139984

CIFF (UK) TRADING LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



CIFF (UK) TRADING LIMITED

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CIFF (UK) TRADING LIMITED
COMPANY INFORMATION

DIRECTORS	Mr Bradley Duncan Mr Jonathan Watts Mr James Fuggle Mr Shalin Punu Ms Jamie Cooper (resigned 9 January 2021)
COMPANY SECRETARY	Cargil Management Services Limited (appointed 18 June 2020, resigned 10 February 2021) Mr Bradley Duncan (appointed 10 February 2021)
COMPANY NUMBER	5139984
REGISTERED OFFICE	7 Clifford Street London W1S 2FT
INDEPENDENT AUDITORS	KPMG 1 Harbourmaster Place, IFSC, Dublin 1, Ireland
SOLICITORS	Mills & Reeve Botanic House 100 Mills Road Cambridge CB2 1PH

**CIFF (UK) TRADING LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

The Directors present their report and audited financial statements for the year ended 31 December 2020 which has been prepared in accordance with Companies Act 2006. The Company Information on page 1 also forms part of this report.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

CIFF (UK) Trading Limited (the "Company") was incorporated on 27 May 2004 and it is a wholly owned subsidiary of The Children's Investment Fund Foundation (UK) ("CIFF (UK)"), Charity number 1091043. It is a private company limited by shares. The principal activity was to be a holding company, however the Company is now dormant.

On 5th February 2019, the Company signed a Limited Liability Partnership Agreement becoming one of two initial members in CIFF Investments LLP. CIFF Investments LLP is incorporated and registered in England and Wales with Limited Liability Partnership number OC425857. The Company subsequently resigned its membership on 1st April 2020.

In 2019, the Company also resigned its membership interest in TCI Fund Services LLP.

The loss on ordinary activities before taxation in the year to 31 December 2020 was US\$3k (2019: loss of US\$21k).

FUTURE DEVELOPMENT OF THE COMPANY

The Company is now dormant and the Directors in conjunction with the majority shareholder will evaluate what opportunities are available to the Company and the necessity of the Company to continue to operate, but there are no current plans for any future business activity.

KEY PERFORMANCE INDICATORS ("KPIs")

Given the straightforward nature of the business, the Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is now dormant therefore the only risk and uncertainty would be with respect to the ongoing liquidity of the Company. The current assets are sufficient to fund the Company for future years.

DIVIDENDS

The Directors do not recommend the payment of a dividend.

DIRECTORS AND SECRETARY

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were, except where otherwise stated:

Mr Bradley Duncan
Mr Jonathan Watts
Mr James Fuggle
Mr Shalin Punn
Ms Jamie Cooper (resigned 9 January 2021)

The secretary of the Company during the year and at the date of this report is as follows:

Cargil Management Services Limited (appointed 18 June 2020, resigned 10 February 2021)
Mr Bradley Duncan (appointed 10 February 2021)

**CIFF (UK) TRADING LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

GOING CONCERN

The directors have made an assessment of the Company's ability to continue as a going concern and have determined that the Company effectively ceased trading. Therefore, the financial statements are prepared on a non-going concern basis.

This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.



On behalf of the Board
Jonathan Watts
Director

Date: 15 March 2021
Company number: 5139984

CIFF (UK) TRADING LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 controls 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the Directors' Report is approved:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

C


Jonathan Watts
Director

Date: 15 March 2021

Company number: 5139984



KPMG
Audit
1 Harbourmaster Place
IFSC
Dublin 1
D01 F6F5
Ireland

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIFF (UK) TRADING LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of CIFF (UK) Trading Limited ('the Company') for the year ended 31 December 2020, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland, including Section 1A*.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland, including Section 1A*; and
- the financial statements 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and the provisions available for small entities in the circumstances set out in note 1 to the financial statements 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.

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIFF (UK) TRADING LIMITED (continued)

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The Company is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. On this audit we do not believe there is a fraud risk related to revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Emphasis of matter – non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements are not prepared on the going concern basis for the reason(s) set out in that note. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIFF (UK) TRADING LIMITED (continued)

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; 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 they 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIFF (UK) TRADING LIMITED (continued)

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

Our 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.

A handwritten signature in black ink, appearing to read 'Brian Clavin'.

Brian Clavin
for and on behalf of
KPMG Statutory Auditor
1 Harbourmaster Place
IFSC
Dublin 1
Ireland

15 March 2021

CIFF (UK) TRADING LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	Year ended 31 December 2020 US\$ '000	Year ended 31 December 2019 US\$ '000
Operating Income		-	-
Administrative expenses		(3)	(21)
OPERATING LOSS	2	<u>(3)</u>	<u>(21)</u>
Loss on ordinary activities before taxation		<u>(3)</u>	<u>(21)</u>
Tax on loss on ordinary activities	3	-	-
LOSS FOR THE YEAR		<u><u>(3)</u></u>	<u><u>(21)</u></u>

There are no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated and their historical cost equivalents.

The subsequent notes to the financial statements form part of these financial statements.

CIFF (UK) TRADING LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2020

	Notes	31 December 2020 US\$ '000	31 December 2019 US\$ '000
FIXED ASSETS			
Investments	4	-	-
CURRENT ASSETS			
Debtors	5	206	223
TOTAL ASSETS		<u>206</u>	<u>223</u>
CREDITORS: Amounts falling due within one year	6	-	(14)
NET CURRENT ASSETS		<u>206</u>	<u>209</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>206</u>	<u>209</u>
CAPITAL AND RESERVES			
Called up share capital	7	-	-
Profit and loss account	8	206	209
TOTAL SHAREHOLDERS' FUNDS	9	<u>206</u>	<u>209</u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within part 15 of the Companies Act 2006.

The subsequent notes to the financial statements form part of these financial statements.

The financial statements on pages 9 to 15 were approved by the Board of Directors on 15 March 2021 and signed on its behalf by:



Jonathan Watts
Director
Date: 15 March 2021

CIFF (UK) TRADING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called-up share capital*	Profit & loss account	Total Equity
	US\$ '000	US\$ '000	US\$ '000
Balance at 31 December 2018	-	230	230
Loss for the period	-	(21)	(21)
Balance at 31 December 2019	<u>-</u>	<u>209</u>	<u>209</u>
Loss for the year	-	(3)	(3)
Balance at 31 December 2020	<u>-</u>	<u>206</u>	<u>206</u>

* \$2 ordinary shares

CIFF (UK) TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

1. ACCOUNTING POLICIES

a) Basis of Accounting

The financial statements are prepared under the historic cost convention in accordance with the Companies Act 2006 and in accordance with Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"). The application of these accounting policies that have significant effect on the financial statements require use of judgements made by the directors. A summary of accounting policies is set out below and these have been applied consistently throughout the year.

The Company meets the definition of a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following disclosure exemptions available under FRS 102 have been applied:

- No cash flow statement is included
- The disclosure of transactions with group companies

The Company is a wholly-owned subsidiary of CIFF (UK) and is included in the consolidated financial statements of CIFF (UK) which are publicly available.

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within part 15 of the Companies Act 2006.

b) Going concern

The directors have made an assessment of the Company's ability to continue as a going concern and have determined that the Company has effectively ceased trading. Therefore, the financial statements are prepared on a non-going concern basis.

c) Functional and presentation currency

The financial statements of the Company are prepared in US dollars. This is because the currency of the primary economic environment for parent is US dollars.

d) Expenditure

Expenditure is accounted for on an accruals basis gross of irrecoverable VAT. Constructive obligations are accounted for as liabilities where it is probable that there will be a transfer of economic benefits and the amount of the obligation can be reliably estimated.

e) Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the rates ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the Profit and Loss Account.

f) Investments

Investments in limited partnerships and wholly owned subsidiaries are held at cost, less any impairment charges.

In 2019, the Company resigned its membership from CIFF Investments LLP. CIFF Investments LLP is incorporated and registered in England and Wales with Limited Liability partnership number OC425857.

CIFF (UK) TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

1. ACCOUNTING POLICIES (CONTINUED)

g) Taxation

Taxation is recognised in the Profit and Loss Account and is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Tax provisions are recognised where appropriate on the basis of amounts expected to be paid to the tax authorities.

h) Foreign exchange rates (expressed in US Dollars)

	Year ended 31 December 2020 GBP	Year ended 31 December 2019 GBP
Average	1.29	1.28
As at end of year/period	1.36	1.32

2. OPERATING LOSS

	Year ended 31 December 2020 US\$ '000	Year 31 December 2019 US\$ '000
Operating loss is stated after charging :		
Auditors' remuneration	(2)	(13)
Tax advice	(1)	(4)
Other	-	(4)
	<u>(3)</u>	<u>(21)</u>

In 2020, auditors' remuneration and tax advice were borne by CIFF (UK). The audit fee to KPMG was USD\$9,223. There was no remuneration for KPMG in relation to non-audit fees. The 2020 operating loss is driven by under accruals in 2019.

3. TAX ON LOSS ON ORDINARY ACTIVITIES

	Year ended 31 December 2020 US\$ '000	Year ended 31 December 2019 US\$ '000
Current tax charge	<u>-</u>	<u>-</u>
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	<u>(3)</u>	<u>(21)</u>
Loss on ordinary activities before taxation multiplied by standard rate of (UK) corporation tax of 19% (2019: 19%)	-	(4)
Expenses not deductible for tax purposes	-	-
Group relief	-	-
Losses not recognised	-	4
Current tax charge	<u>-</u>	<u>-</u>

CIFF (UK) TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

4. INVESTMENTS

Classification

The Company classifies its investment as a financial asset held at cost. The financial asset is classified as membership capital treated as equity.

Recognition

Purchases and sales in the investment are recognised on their trade date, which is the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at cost.

Measurement

Subsequent to initial recognition, the financial assets are held at cost. Income from the financial asset is recognised through the Profit and Loss Account when the Company's right to receive payment is established.

	31 December 2020 US\$ '000	31 December 2019 US\$ '000
Balance at beginning of year	-	4
Disposals	-	(4)
Balance at end of year	<u>-</u>	<u>-</u>

In 2019, the Company resigned its membership interest in TCI Fund Services LLP. TCI LLP repaid the Company all amounts standing to the credit of its capital account.

5. DEBTORS

	31 December 2020 US\$ '000	31 December 2019 US\$ '000
Amounts owed by CIFF UK	<u>206</u>	<u>223</u>
	206	223

Amounts owed by CIFF UK are unsecured, interest free and repayable on demand.

6. CREDITORS: amounts falling due within one year

	31 December 2020 US\$ '000	31 December 2019 US\$ '000
Accruals	<u>-</u>	<u>14</u>
	-	14

As explained in note 1, the Company has effectively ceased trading and the the financial statements are being prepared on a non-going concern basis. Any future potential liquidation or wind-up costs will be borne by CIFF UK.

CIFF (UK) TRADING LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020

7. SHARE CAPITAL	31 December 2020 US\$	31 December 2019 US\$
Authorised		
100 Ordinary shares (2019: 100) of £1 each	<u>159</u>	<u>159</u>
Issued		
1 Ordinary share paid (2019: 1) of £1 each	<u>2</u>	<u>2</u>
8. PROFIT AND LOSS ACCOUNT	Year Ended 31 December 2020 US\$ '000	Year Ended 31 December 2019 US\$ '000
Balance at beginning of year	209	230
Loss for the year	<u>(3)</u>	<u>(21)</u>
Balance at end of year	<u>206</u>	<u>209</u>
9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	31 December 2020 US\$ '000	31 December 2019 US\$ '000
Loss for the financial year	<u>(3)</u>	<u>(21)</u>
Net movement in shareholders' funds	(3)	(21)
Opening shareholders' funds	209	230
Closing shareholders' funds	<u>206</u>	<u>209</u>
10. EMPLOYEES		
The Company had no employees during the period (2019: none). Staff are employed by CIFF (UK), and all related costs are incurred by the parent company. The Directors did not receive any emoluments in respect of their services to the Company (2019: nil).		
11. CONTROL		
The immediate and ultimate parent undertaking and controlling party is CIFF (UK), a charitable company registered and incorporated in England and Wales (charity number 1091043).		
CIFF (UK) is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2020. The consolidated financial statements of CIFF (UK) can be obtained from 7 Clifford Street, London, W1S 2FT.		
12. COMMITMENTS AND CONTINGENT LIABILITIES		
As at 31 December 2020, the Company had no outstanding commitments or contingent liabilities (2019: none).		
13. POST BALANCE SHEET EVENTS		
There were no events between the date of the balance sheet and the date on which the financial statements were approved which have a material effect on the Company's financial statements.		