



FLEMING FAMILY AND PARTNERS

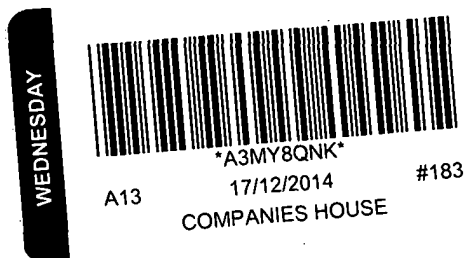
Company No: 05186523

FF&P GENERAL PARTNER (NO.2) LIMITED

Annual Report & Accounts

FOR THE YEAR ENDED

31 March 2014



TRUST SERVICES | WEALTH PLANNING | ASSET MANAGEMENT | CORPORATE FINANCE | PRIVATE EQUITY

FF&P GENERAL PARTNER (NO.2) LIMITED, 15 SUFFOLK STREET, LONDON SW1Y 4HG.
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A member of the Fleming Family & Partners Group of Companies.
Registered Office: 15 Suffolk Street, London SW1Y 4HG. Registered Company No. 05186523 England & Wales

DIRECTORS

K D Munday
J St G Shacklock

COMPANY SECRETARY

K D Munday

REGISTERED OFFICE

15 Suffolk Street
London
SW1Y 4HG

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
7 More London Riverside
London
SE1 2RT

REGISTERED NUMBER

05186523

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2014

The Directors present their strategic report of the Company for the year ended 31 March 2014.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The Company is the general partner of an investment limited partnership. The Company delegates the management of the investment portfolio of the limited partnership to FF&P Private Equity Limited. The Company's principal business risk relates to the operation of FF&P Private Equity Limited. FF&P Private Equity Limited is part of the Fleming Family & Partners Limited Group. The Strategic Report on pages 3 to 5 of the annual report and accounts of Fleming Family & Partners Limited includes a review of the Group's principal business risks and uncertainties, business and future developments, performance and key performance indicators, including FF&P Private Equity Limited.

FINANCIAL RISK MANAGEMENT

The Company is exposed to financial risk predominantly through the operation of its bank accounts. Balances on such accounts are generally held on short term notice and are therefore subject to short term variations in interest rates.

Currency risk

Substantially all of the Company's turnover, expenses, assets and liabilities are denominated in sterling. The Company ensures that the exposure to net assets held in foreign currency is monitored and managed as appropriate.

Market risk

The majority of the Company's income arises from profit shares from the limited partnership. Such income is affected by the impact of movements in the values of securities held by the limited partnership.

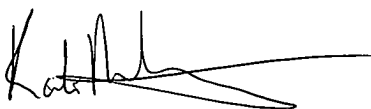
It is not currently the policy of the Company to seek to reduce the exposure of the Company through hedging mechanisms.

Credit risk

The majority of the Company's assets comprise debtors and cash at bank. It is the Company's policy to hold cash with a small number of high quality institutions. Debtors are monitored regularly.

The Company's credit exposure is, indirectly, to fellow members of the limited partnership.

Approved by the Board of Directors and signed on its behalf by:



K D Munday
Company Secretary
3 July 2014

FF&P General Partner (No.2) Limited
Registered Number 05186523

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2014

The Directors present their report and the audited financial statements of the Company for the year ended 31 March 2014.

PRINCIPAL ACTIVITY

The principal activity of the Company during the year was to be the general partner of three investment limited partnerships. The Company intends to continue to operate with this principal activity during the next financial year.

RESULTS AND DIVIDENDS

The Company made an operating profit of £nil (2013: £199) on turnover of £1,181,277 (2013: £1,146,773). At 31 March 2014, the Company had net assets of £2,197 (2013: £2,191).

The Directors do not recommend the payment of any dividend for the year ended 31 March 2014 (2013: £nil).

DIRECTORS

The Directors of the Company who were in office during the year and up to the date of signing the financial statements are listed on page 1.

EMPLOYEES

The Company has no employees (2013: none).

GOING CONCERN

The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- state whether applicable UK Accounting Standards has been followed, subject to any material departures disclosed and explained in the financial statements.

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 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.

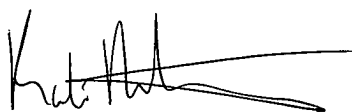
Disclosure of information to auditors

Each of the Directors confirms that, to the best of each person's knowledge and belief:

- So far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- They have each taken all the steps that ought to have been taken by them as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors confirm that they have complied with the above requirements in preparing these financial statements.

Approved by the Board of Directors and signed on its behalf by:



K D Munday
Company Secretary
3 July 2014

FF&P General Partner (No.2) Limited
Registered Number 05186523

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FF&P GENERAL PARTNER (NO.2) LIMITED**Report on the financial statements****Our opinion**

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its profit and cash flows 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by FF&P General Partner (NO.2) Limited, comprise:

- Balance Sheet At 31 March 2014;
- Profit And Loss Account for the year then ended;
- Cash Flow Statement for the year then ended;
- Reconciliation Of Movements In Shareholders' Funds for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Annual Report & Accounts (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FF&P GENERAL PARTNER (NO.2) LIMITED (CONTINUED)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.



Jeremy Jensen (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
3 July 2014

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2014

	Note	2014 £	2013 £
Turnover	2	1,181,277	1,146,773
Administrative expenses		(1,181,277)	(1,146,574)
Operating profit	3	-	199
Interest receivable and similar income		6	32
Profit on ordinary activities before taxation		6	231
Tax on profit on ordinary activities	5	-	-
Profit for the financial year	11	6	231

The above results are all attributable to continuing operations.

The Company has no recognised gains and losses other than as disclosed above and therefore no separate statement of total recognised gains and losses has been presented.

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

The notes to the financial statements on pages 10 to 12 form an integral part of these financial statements.

BALANCE SHEET AT 31 MARCH 2014

	Note	2014 £	2013 £
Fixed assets			
Investment	6	300	300
		300	300
Current assets			
Debtors	7	1,062,394	524,053
Other debtors		200	200
Cash at bank and in hand		1,797	1,791
		1,064,391	526,044
Creditors – amounts falling due within one year	8	(1,062,494)	(524,153)
Net current assets		1,897	1,891
Total assets less current liabilities		2,197	2,191
Net assets		2,197	2,191
Capital and reserves			
Called up share capital	9	232	232
Share premium account	10	768	768
Profit and loss account	11	1,197	1,191
Total shareholders' funds	12	2,197	2,191

The financial statements on pages 7 to 12 were approved by the Board of Directors on 3 July 2014 and were signed on its behalf by:



J St G Shacklock
Director

FF&P General Partner (No.2) Limited
Registered Number 05186523

The notes to the financial statements on pages 10 to 12 form an integral part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2014

	2014	2013
	£	£
Net cash flow from operating activities	-	-
Return on investments and servicing of finance		
Interest received	6	32
Net cash inflow from return on investments and servicing of finance	6	32
Taxation paid	-	-
Increase in net cash	6	32
Reconciliation of net cash		
Net cash at 1 April	1,791	1,759
Increase in net cash	6	32
Net cash at 31 March	1,797	1,791

	2014	2013
	£	£
Cash flow from operating activities		
Operating profit	-	199
Increase in debtors	(538,341)	(86,420)
Increase in creditors and provisions for liabilities and charges	538,341	86,421
Other non-cash changes	-	(200)
Net cash flow from operating activities	-	-

The notes to the financial statements on pages 10 to 12 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1. Accounting policies

Basis of preparation - These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below and are consistently applied.

Going concern - The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on page 2.

The Company meets its day to day working capital requirements through its cash resources.

The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Company should be able to operate within the level of its current cash.

The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Directors' Report and financial statements.

Turnover - Turnover comprises profit share receivable from three limited partnerships established to invest in unquoted securities. Profit share is recognised on an accruals basis.

Foreign currencies - Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

Investments - FF&P General Partner (No. 2) Limited holds investments in FF&P Special Situations III LLP, FF&P PFI LLP and FF&P PFI II LLP. As general partner of these limited partnerships it is entitled to receive 5% carried interest, after a 6% hurdle rate, of any profit arising on sale of investments by these limited partnerships.

Fixed asset investments are shown at cost less provision for impairment. Impairment provisions are reviewed annually.

Critical accounting estimates and judgements – The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of turnover, expenses, assets and liabilities. The estimates and judgements are based on historical experience and other factors, including expectations of future events that are believed to be reasonable and constitute management's best judgement at the date of the financial statements. In the future, actual experience could differ from those estimates.

2. Turnover

The Company's revenue derives solely from UK sources.

3. Operating profit

The costs of auditing the Company's financial statements are borne by a subsidiary of Fleming Family & Partners Limited.

The costs of auditing the Company's financial statements for the year ended 31 March 2014 amounted to £1,200 (2013: £1,125).

4. Directors' emoluments

Directors of the Company are paid salaries and defined contribution pensions by a subsidiary of Fleming Family & Partners Limited. No directors' fees for services of Directors of the Company were paid by this Company.

5. Tax on profit on ordinary activities

	2014	2013
	£	£
Current tax:		
UK Corporation tax on profit of the year	-	-
Tax on profit on ordinary activities	-	-

The tax assessed for the year is the same as (2013: the same as) the standard rate of corporation tax in the UK 23% (2013: 24%). The standard rate of corporation tax in the UK changed from 24% to 23% with effect from 1 April 2013.

Factors affecting current and future tax charges

	2014	2013
	£	£
Profit on ordinary activities before taxation	6	231
Profit on ordinary activities multiplied by the standard rate of Corporation tax in the UK of 23% (2013: 24%)	1	53
Effects of:		
Group relief claimed	(1)	(53)
Tax charge for the year	-	-

6. Investment

	2014	2013
	£	£
As at 1 April	300	100
Adjustment	-	200
At 31 March	300	300

The Company's investments represent equal shares in FF&P Special Situations III LLP, FF&P PFI LLP, and FF&P PFI II LLP, which are all investment limited liability partnerships established in England & Wales and with their principal operations in the United Kingdom.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

7. Debtors

	2014	2013
	£	£
Other debtors	1,062,394	524,053
	1,062,394	524,053

8. Creditors – amounts falling due within one year

	2014	2013
	£	£
Other creditors	1,062,494	524,153
	1,062,494	524,153

9. Called up share capital

	2014 £	2013 £
Authorised		
12,500 (2013: 12,500) ordinary 'A' shares of £0.04 each	500	500
500 (2013: 500) ordinary 'B' shares of £1 each	500	500
	1,000	1,000
Allotted and not fully paid		
800 (2013: 800) ordinary 'A' shares of £0.04 each (paid)	32	32
200 (2013: 200) ordinary 'B' shares of £1 each (unpaid)	200	200
	232	232

The 'A' shares and 'B' shares rank pari passu.

10. Share premium account

	2014 £	2013 £
At 1 April	768	768
At 31 March	768	768

11. Profit and loss account

	2014 £	2013 £
At 1 April	1,191	960
Profit for the financial year	6	231
At 31 March	1,197	1,191

12. Reconciliation of movements in shareholders' funds

	2014 £	2013 £
Profit for the financial year	6	231
Net change in shareholders' funds	6	231
Opening shareholders' funds – equity interests	2,191	1,960
Closing shareholders' funds – equity interests	2,197	2,191

13. Contingencies

The Company can from time to time be party to legal and other claims in the ordinary course of its business. The Directors assess all claims carefully and make provision and/or disclosure as appropriate. In the Board's opinion no provisions or disclosures are necessary in these financial statements (2013: none).

14. Related party disclosure

The Company has no related party transactions that require disclosure (2013: none).

15. Ultimate parent undertaking

The immediate and ultimate parent undertaking and controlling party of the Company is FF&P Guarantee Company Limited, a company incorporated in England and having no share capital (registered number 05078473).