

Cinven Foundation
(A company limited by guarantee)

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2018

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TRUSTEES AND PROFESSIONAL ADVISERS

Trustees

David Barker
Michael Colato
Vanessa Maydon
Matthew Sabben-Clare
Christopher Good (appointed 12/12/2017)

Secretary

Tracey Perkins

Registered Office

Warwick Court
Paternoster Square
London EC4M 7AG

Bankers

Lloyds Banking Group Plc
The Mound
Edinburgh EH1 1YZ

Solicitors

Linklaters LLP
One Silk Street
London EC2Y 8HQ

Auditor

Deloitte LLP
Regency Court
Glategny Esplanade
St Peter Port
Guernsey GY1 3HW

REPORT OF THE TRUSTEES

The Trustees present their report on Cinven Foundation (company registration number 6428771, registered in England and Wales) ("the Charity"), together with the audited financial statements and the auditor's report for the year ended 31 December 2018. Cinven Foundation is a public benefit entity as defined by FRS 102.

The trustees report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption, including the exemption from preparing a strategic report.

Objectives and Activities

The Charity is a vehicle for Cinven's corporate giving (Cinven is a European private equity management firm).

In setting our programme each year, we have regard to both the Charity Commission's general guidance on public benefit, and our purpose, to aid the advancement of education through commitments made, mainly to education-related programmes. The Trustees review all proposed grants on a case by case basis to ensure that all grants committed are in accordance with the Charity's agreed objectives. For charities supported on a continuing basis, future commitments are contingent on receipt of satisfactory progress reports.

Achievements and Performance

The Charity continues to support the following charities:

School-Home Support, an education-related charity. School-Home Support helps disadvantaged, vulnerable and disaffected children overcome the barriers that get in the way of their learning through the support of highly-trained, independent workers in schools.

Impetus – PEF (Private Equity Foundation) raises money from the private equity industry and its business partners to support selected charities to empower young people to reach their full potential.

Through Impetus – PEF, the Charity pledged donations to the 3 following education related charities in 2018;

ThinkForward intervenes early to ensure young people most at risk of becoming NEET (Not in Education, Employment, or Training) make a successful transition from education into employment.

Place2Be provides emotional and therapeutic services in primary and secondary schools, building children's resilience through talking, creative work and play.

IntoUniversity offers an innovative programme that supports young people from disadvantaged backgrounds to attain either a university place or another chosen aspiration.

During 2018 the Charity has also supported:

The Children's' Literacy Charity (formally Springboard for Children) – prepare organisations to support children and young people in making improvements to all aspects of reading, writing, listening and speaking.

Other charitable donations

Individual Cinven employees make financial donations and time commitments to a number of charities. The Charity recognises this and has matched employee donations to 46 charities in 2018 (2017: 20).

REPORT OF THE TRUSTEES (CONTINUED)

Governing Document

The Charity is a charitable company limited by guarantee, incorporated on 16 November 2007 and registered as a charity on 7 December 2007. It was established under a Memorandum of Association which established the objectives and powers of the charity and is governed under its Articles of Association. In the event of the Charity being wound up members are required to contribute an amount not exceeding £1.

Structure, Governance and Management

Trustees

The Directors of the Charity are its Trustees for the purpose of charity law and throughout this report are collectively referred to as the Trustees. The Trustees who served during the year and since the period end are listed on page 3. The Trustees of the Charity meet quarterly, or less frequently as required, to review the Charity's grants. The quorum for each meeting is three Trustees.

Appointment of Trustees is governed by the Articles of Association of the Charity. The Board of Trustees is authorised to appoint new Trustees to fill vacancies arising through resignation or death of an existing Trustee. If the number of Trustees falls below three for any reason, the Trustees must take steps to bring the number up to at least three.

Related Parties

Cinven Services Limited is the sole member of the Charity. One of the Trustees, Michael Colato, is a director of Cinven Services Limited and may benefit financially from the activities of Cinven Services Limited, but not the Charity itself. No trustees are remunerated for their services as trustees.

Trustee Training Policy

There is no formal Trustee training policy, but all Trustees are professionally qualified individuals who participate in continuing professional development in the course of their professional duties.

Risk Management

The Charity's principal risk is a reduced funding commitment from Cinven, which would impair its ability to pay the grants it is committed to. The Charity mitigates this risk by receiving a two year funding commitment and the Trustees ensure that any grants from the Charity are matched by this committed revenue. The Trustees consider the risks associated with governance to be low and meet regularly to discuss and review the operation of the Charity and the activities which the Charity supports. The Trustees are all experienced investment professionals, two of whom are also Chartered Accountants. In addition, the Trustees obtain expert professional advice where appropriate.

Financial Review

During the period to 31 December 2018, voluntary income of £270,983 (2017: £208,520) was received comprising funding commitments from Cinven Partners LLP. Investment income was £18 (2017: £nil), relating to bank interest. The Charity made commitments of £270,983 (2017: £208,520), as detailed in note 4. The Charity's net assets amount to £9,507 at 31 December 2018 (2017: £9,359).

Investment Policy

The Trustees' current policy is to place any cash balances in an interest bearing deposit account. The Trustees will review this policy on an ongoing basis.

REPORT OF THE TRUSTEES (CONTINUED)

Future Developments

The Charity plans to continue the activities mentioned in future years subject to satisfactory funding arrangements. The Trustees are confident that the Charity will continue to be supported by Cinven for the foreseeable future. Cinven Partners LLP provide support to the charities through the use of staff and premises. A gift in kind has not been recognised in the accounts as it is not easily quantifiable.

Reserves Policy

The Charity's administration costs are small. There are no ongoing commitments due to day to day administration support from Cinven Partners LLP and therefore the Trustees believe the Charity does not need to maintain significant reserves. Uncommitted reserves freely available for current activities amount to £9,507 (2017: £9,359) as shown in note 11. The Trustees will continue to identify opportunities to make grants in furtherance of its objectives.

The Trustees review this policy annually, or if there are any significant changes to its commitments or activities.

Going Concern

The Trustees have reviewed the voluntary income, commitments and cashflows of the Charity for the coming 18 months. The Charity is the vehicle for Cinven's corporate giving and consequently the Trustees have detailed knowledge of the financial position of Cinven which enables them to conclude that the Charity has the financial resources, via its commitments from Cinven, to meet its obligations. Accordingly, the Trustees deem it appropriate to adopt the going concern basis in preparing the annual report and accounts. (Risk management in relation to the Charity is discussed in the Report of the Trustees, above.)

Auditor

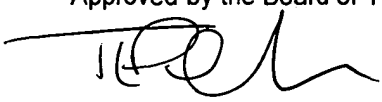
Each of the persons who is a trustee at the date of approval of this report confirms that:

- so far as the trustee is aware, there is no relevant audit information of which the charitable Company's auditor is unaware; and
- the trustee has taken all the steps that he/she ought to have taken as a trustee in order to make himself/herself aware of any relevant audit information and to establish that the charitable Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Trustees and signed on behalf of the Board



Tracey Perkins
Secretary
30 September 2019

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also directors of Cinven Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including The Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS 102").

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CINVEN FOUNDATION
Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Cinven Foundation (the 'charitable company'):

- give a true and fair view of the state of the charitable company's affairs as at 31 December 2018 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of financial activities and income and expenditure account;
- the balance sheet; and
- the related notes 1 to 13.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (FRC's) Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the trustees' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CINVEN FOUNDATION
(CONTINUED)**

Other information

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in respect of these matters.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purpose of company law) 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 trustees 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 trustees are responsible for assessing the charitable 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 trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the trustees' report for the financial year for which the financial statements is prepared is consistent with the financial statements; and
- the trustee's report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report included within the trustees' report.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CINVEN FOUNDATION
(CONTINUED)**

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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 trustees' remuneration specified by law are not made;
- we have not received all the information and explanations we require for our audit; or
- the trustees were not entitled to take advantage of the small companies' exemption in preparing the trustees' report.

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

We have nothing to report in respect of these matters.



David Becker (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
St Peter Port, Guernsey
30 September 2019

STATEMENT OF FINANCIAL ACTIVITIES AND INCOME AND EXPENDITURE ACCOUNT**Year ended 31 December 2018**

		2018	2017
	Note	£	£
Income from:			
Donations	2	270,983	208,520
Investment income		18	-
Total income		271,001	208,520
Expenditure on:			
Other costs	3	130	(131)
Charitable activities	4	(270,983)	(208,520)
Total resources expended		(270,853)	(208,651)
Net movements in funds		148	(131)
Reconciliation of funds			
Net movements during the year		148	(131)
Total funds brought forward as previously reported		9,359	9,490
Total funds carried forward	11	9,507	9,359

All income for the current and preceding years was derived from continuing activities and relates to unrestricted funds.

The statement of financial activities includes all gains and losses recognised in the period.

The notes on pages 13 to 16 form an integral part of the financial statements.

Cinven Foundation**BALANCE SHEET****31 December 2018**

	Note	2018 £	2017 £
CURRENT ASSETS			
Debtors falling due within one year	9	7,254	21,500
Cash at bank and in hand		9,381	9,459
		16,635	30,959
CREDITORS FALLING DUE WITHIN ONE YEAR			
	10	(7,128)	(21,600)
NET CURRENT ASSETS		9,507	9,359
NET ASSETS		9,507	9,359
THE FUNDS OF THE CHARITY			
UNRESTRICTED INCOME FUNDS			
Unrestricted general funds	11	9,507	9,359
TOTAL CHARITY FUNDS		9,507	9,359

The notes on pages 13 to 16 form an integral part of the financial statements.

The accounts have been prepared in accordance with the provision applicable to companies subject to the small companies regime.

The financial statements of Cinven Foundation (registered number 6428771) were approved by the Board of Trustees and authorised for issue on 27 September 2019.

Signed on behalf of the Board of Trustees



Michael Colato
Trustee

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

1. Accounting policies

These financial statements have been prepared under United Kingdom Accounting Standards in accordance with the Financial Reporting Standard 102 ("FRS 102"), the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the charities SORP (FRS 102).

The Charity is a charitable company limited by guarantee, incorporated in the United Kingdom on 16 November 2007 and registered as a charity on 7 December 2007 at Warwick Court Paternoster Square, London EC4M 7AG. It was established under a Memorandum of Association which established the objectives and powers of the charity and is governed under its Articles of Association. In the event of the Charity being wound up members are required to contribute an amount not exceeding £1.

The functional currency of the Charity is considered to be pounds sterling because that is the currency of the primary economic environment in which the Charity operates. The financial statements are also presented in pounds sterling. Any transactions in foreign currency are converted at the exchange rate at the time of the transaction.

Going concern

The Trustees have reviewed the voluntary income, commitments and cashflows of the Charity for the coming 18 months. The Charity is the vehicle for Cinven's corporate giving and consequently the Trustees have detailed knowledge of the financial position of Cinven which enables them to conclude that the Charity has the financial resources, via its commitments from Cinven, to meet its obligations. Accordingly, the Trustees deem it appropriate to adopt the going concern basis in preparing the annual report and accounts. (Risk management in relation to the Charity is discussed in the Report of the Trustees, page 4 to 6).

Income

All incoming resources are included in the statement of financial activities when the Charity is entitled to the income, it is probable that the income will be received and the amount can be measured reliably. The following specific policies are applied to particular categories of income:

- Voluntary income received by way of grants is included in full in the Statement of Financial Activities and income and expenditure account when notification is received from Cinven Partners LLP and there is entitlement probability of receipt and the amount can be measured reliably; and
- Investment income is included on a receivable basis. All investment income arises from interest bearing deposit accounts (including treasury deposits).

Expenditure

Expenditure is recognised on an accruals basis. Any expenses are borne by the company, including the audit fees of £100 (2017: £100) provided by Deloitte LLP. Expenditure includes any VAT which cannot be fully recovered and is reported as part of the expenditure to which it relates:

- Charitable activities include costs incurred in furtherance of the Charity's objects; and
- Governance and support costs include costs associated with meeting the constitutional and statutory requirements of the Charity and include the audit fees and costs linked to the legal advice of the Charity.

Funds structure

All funds are unrestricted income funds.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**Year ended 31 December 2018****1. Accounting policies (continued)****Grant and donations**

Grants and donations to beneficiaries are accounted for on a committed basis. Commitments are recognised as liabilities when a constructive obligation arises that results in future payments being unavoidable.

Cash at bank and in hand

The balances relate to the company's UK held bank accounts for all cash transactions.

Cash flow statement

The Company has taken the exemption under the charities SORP (FRS 102) to present a cash flow statement.

Legal status of Company

The Charity is a company limited by guarantee and has no share capital. The liability of each member in the event of winding up is limited to £1.

Financial Instruments

The company only holds financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value. In the period ending 31 December 2018 the company held no financial assets and financial liabilities.

Sources of estimation uncertainty

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

2. Income from donations

	2018	2017
	£	£
Donations	270,983	208,520

3. Other costs

The Charity allocates its support costs as shown in the table below:

	2018	2017
	£	£
Governance and Support costs		
External audit	100	100
Bank charges	47	31
Foreign currency gain	(277)	-
	(130)	131

All support costs are allocated to grant giving.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**Year ended 31 December 2018****4. Charitable Activities**

Grants committed and paid in the year to 31 December 2018 and 31 December 2017 are listed below:

	2018	2017
	£	£
Impetus – PEF pledged donations (£125,000 commitment)		
- ThinkForward	29,000	28,866
- Place2Be	25,000	25,000
- IntoUniversity	25,000	25,000
- Impetus – PEF General Fund	46,000	46,134
The Charity's direct commitments		
- The Children's Literacy Charity	20,000	20,000
- School Home Support	15,000	15,000
- Opportunity Network (U.S. Charity)	25,000	-
- Impetus – PEF transforming lives dinner	25,000	15,000
- Grants of £10,000 or less	60,983	37,020
	<u>270,983</u>	<u>208,520</u>

5. Staff costs

The Charity does not directly employ any individuals (2017: none). As described in the trustee's report the charity receives administration support from Cinven Partners LLP in which it cannot easily quantify and does not recognise in the accounts.

6. Trustee remuneration and related party transactions

None of the Trustees received any remuneration during the year (2017: £nil), nor have they been reimbursed by the Charity for any expenses incurred in carrying out their duties.

Cinven Services Limited is the sole member of the Charity. One of the Trustees is a director of Cinven Services Limited and may benefit financially from the activities of Cinven Services Limited, but not the Charity itself.

Donations made by the Charity are funded by Cinven Partners LLP. The Trustees may benefit financially from the activities of Cinven Partners LLP, but not the Charity itself.

During the year voluntary income of £nil (2017: £nil) was received from Cinven Services Limited and £270,983 (2017: £208,520) was received from Cinven Partners LLP.

7. Movement in total funds for the year

This is stated after charging auditor's remuneration of £100 (2017: £100), which related solely to the external audit. No non-audit services were received.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2018

8. Taxation

As a Charity, Cinven Foundation is exempt from tax on income and gains falling within Chapter 3, Part 11 of the Corporation Tax Act 2010 to the extent that these are applied to its charitable objects. No tax charges have arisen in the Charity (2017: nil).

9. Debtors

	2018	2017
	£	£
Prepayments and accrued income	896	21,500
Amounts owed by group undertakings	6,358	-
	<u>7,254</u>	<u>21,500</u>

Voluntary income was received in the period comprising of funding commitments from Cinven Partners LLP.

10. Creditors

	2018	2017
	£	£
Accruals	7,028	21,500
Other creditors	100	100
	<u>7,128</u>	<u>21,600</u>

11. Reconciliation of movements in Charity's funds

	2018	2017
	£	£
Incoming resources	271,001	208,520
Resources expended	(270,853)	(208,651)
Opening Funds	9,359	9,490
Closing Funds	<u>9,507</u>	<u>9,359</u>

12. Ultimate parent company

The Directors regard Cinven Services Limited, a company incorporated in the United Kingdom and registered in England and Wales, whose principal is to provide support services to Cinven Partners LLP, as the immediate and ultimate parent and controlling party. Copies of Cinven Services Limited's financial statements can be obtained from The Registrar of Companies, Crown Way, Maindy, Cardiff CF14 3UZ.

13. Subsequent events

There are no events after the end of the reporting period.