



CP2 (UK) Limited

**Annual Report and Financial Statements
For the year ended 30 June 2016**

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CP2 (UK) Limited
For the year ended 30 June 2016
Stated in GBP

Officers and professional advisers

Company registration number	6451118
FCA Registration number	490954
Registered office	100 New Bridge Street London EC4V 6JA
Director	S Holloway
Secretary	Baker & McKenzie LLP Company Secretarial Department 100 New Bridge Street London EC4V 6JA
Auditor	Ernst & Young LLP 25 Churchill Place London E14 5EY

CP2 (UK) Limited
For the year ended 30 June 2016
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CP2 (UK) Limited
For the year ended 30 June 2016
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Director's report

The director presents her report together with the financial statements of CP2 (UK) Limited ("the Company") for the year ended 30 June 2016.

The director has chosen to not include a Strategic Report under Section 414A of the Companies Act 2006 (Strategic Report and Director's Report) Regulations 2013 exemption for small companies.

Principal activities

The principal activity of the Company during the year was to provide transactional support, sales and marketing services to the CP2 group of companies ("the Group"). The Group provides investment management and related services to a range of infrastructure investment vehicles and related projects, and aggregate assets under management of \$2.8 billion for the year ended 30 June 2016 (2015: \$2.8 billion).

Review of business

During the year the Company continued to provide support services to the Group. The net asset position of the Company at the statement of financial position date was £516,241 (2015: £491,966).

The revenue of the Company is calculated as a fixed premium related to the cost of services it provides to the Group. Hence, revenue movements and profitability are driven by the Company's cost base.

The scale on the Company's operations reduced during the year, which caused expenses to decrease.

The Company has been authorised by the Financial Conduct Authority since July 2009.

Results and dividends

The profit after tax for the year amounted to £24,275 (2015: £47,881). The directors have not proposed a dividend during the year (2015: £ nil).

Future development

There are no plans for the foreseeable future which will significantly change the activities and risks of the Company.

Principal risks and uncertainties

Given that the Company's revenue is entirely derived from the parent undertaking, the Company's principal risks relate to the credit default and liquidity risks associated with receipt of income on a timely basis from this counterparty. These risks are managed through regular dialogue with the parent undertaking to ensure that the Company maintains sufficient working capital to meet its liabilities as they fall due.

Director's report (continued)

Events since the statement of financial position date

There has not been any matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Going concern

Whilst the Company remains dependent on a single source of revenue from its parent company, the Director is not aware of any reason that this agreement will be terminated in the foreseeable future. The nature of the agreement with the parent entity provides a high degree of certainty that the Company will continue to be profitable and, historically, the Company has received income in a timely manner in order to manage its obligations (which are relatively predictable in nature).

The Company has sufficient financial resources together with support from the parent company, to continue in operational existence for the foreseeable future. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Directors

The director who served the Company during the year and at the date of this report was S Holloway.

Statement of Director's – Responsibilities in respect of the accounts

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable UK laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 The Financial Reporting Standard applicable to the UK and Republic of Ireland. Under company law the director must not approve the financial statements unless she is 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 director is required to:

- ▶ select suitable accounting policies and then apply them consistently;
- ▶ make judgments and estimates that are reasonable and prudent;
- ▶ state whether applicable UK Accounting Standards have been applied, 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 Company will continue in business.

CP2 (UK) Limited
For the year ended 30 June 2016
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Director's report (continued)

Statement of Director's – Responsibilities in respect of the accounts (continued)

The director is responsible for keeping proper 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 her to ensure that the financial statements comply with the Companies Act 2006. She is 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 the auditors

So far as the director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing this report, of which the auditor is unaware. Having made enquiries of the Company's auditor, the director has taken all the steps that she is obliged to take as a director in order to make herself aware of any relevant audit information and to establish that the auditor is aware of the information.

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

Auditor

Ernst & Young LLP were deemed to have been reappointed as auditor of the Company under section 487(2) of the Companies Act 2006 for the year ended 30 June 2016.

ON BEHALF OF THE BOARD



Sally Holloway
Director
Dated:
21/10/2016

CP2 (UK) Limited
For the year ended 30 June 2016
Stated in GBP

Report of the independent auditor to the members of CP2 (UK) Limited

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CP2 (UK) Limited

We have audited the financial statements of CP2 (UK) Limited for the year ended 30 June 2016 which comprise the Statement of comprehensive income, Statement of changes in equity, Statement of financial position and Statement of cash flows and the related notes 1 to 18. 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), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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 Director's 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.

CP2 (UK) Limited

For the year ended 30 June 2016

Stated in GBP

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 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.

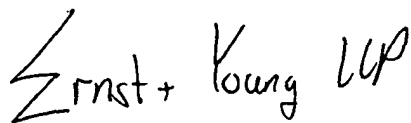
Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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.

Ernst & Young LLP

Neil Parker (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 21st October 2016

CP2 (UK) Limited
For the year ended 30 June 2016
Stated in GBP

Statement of comprehensive income

For the year ended 30 June 2016

	Note	30 June 16 £	30 June 15 £
Turnover		336,577	660,080
Administrative expenses		305,755	600,045
Profit on ordinary activities before taxation	3	30,822	60,035
Tax on profit on ordinary activities	6	6,547	12,154
Profit for the financial year		24,275	47,881
Other comprehensive income		-	-
Total comprehensive income for the year		24,275	47,881

Notes 1 to 18 form an integral part of the financial statements.

CP2 (UK) Limited
For the year ended 30 June 2016
Stated in GBP

Statement of changes in equity

For the year ended 30 June 2016

	Issued share capital	Retained earnings	Total equity
	£	£	£
At 1 July 2014	50,001	394,084	444,085
Profit for the year	-	47,881	47,881
Total comprehensive income	-	47,881	47,881
At 30 June 2015	50,001	441,965	491,966
At 1 July 2015	50,001	441,965	491,966
Profit for the year	-	24,275	24,275
Total comprehensive income	-	24,275	24,275
At 30 June 2016	50,001	466,240	516,241

Notes 1 to 18 form an integral part of the financial statements.

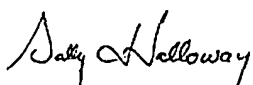
CP2 (UK) Limited
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Statement of financial position

As at 30 June 2016

	Note	30 June 16 £	30 June 15 £
Fixed assets			
Tangible assets	7	2,681	4,288
		<u>2,681</u>	<u>4,288</u>
Current assets			
Cash and cash equivalents		65,378	53,851
Debtors	8	516,122	469,340
		<u>581,500</u>	<u>523,191</u>
Total assets		<u>584,181</u>	<u>527,479</u>
Creditors: Amounts due within one year	9	67,940	35,513
Total liabilities		<u>67,940</u>	<u>35,513</u>
Net assets		<u>516,241</u>	<u>491,966</u>
Capital and reserves			
Share capital	11	50,001	50,001
Profit and loss account	12	466,240	441,965
Shareholders' funds	13	<u>516,241</u>	<u>491,966</u>

These financial statements were approved by the director and authorised for issue and are signed by:



Sally Holloway
Director
Dated: 21/10/2016
Registered Number: 06451118

Notes 1 to 18 form an integral part of the financial statements.

CP2 (UK) Limited
For the year ended 30 June 2016
Stated in GBP

Statement of cash flows

For the year ended 30 June 2016

	Note	30 June 16	30 June 15
		£	£
Cash flows from operating activities	14(a)	12,496	24,425
Taxation paid		(969)	(36,503)
Net increase / (decrease) in cash held		11,527	(12,078)
Cash at the beginning of the year		53,851	65,929
Cash at the end of the year		65,378	53,851

Notes 1 to 18 form an integral part of the financial statements.

Notes to the financial statements

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

a) Accounting convention

CP2 (UK) Limited is a limited liability company incorporated in England. The Company's financial statements have been prepared under the historical cost convention and in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 30 June 2016.

Adoption of FRS 102

The Financial Reporting Council has issued a revised suite of Financial Reporting Standards to be applied to entities domiciled in the United Kingdom for financial reporting periods commencing on or after 1 January 2015. Therefore, for the current financial year, the financial statements of the Company have been prepared for the first time in accordance with FRS 102 *"The Financial Reporting Standard applicable in the UK and Republic of Ireland"* (*"FRS 102"*). This standard replaces all extant UK GAAP financial reporting standards previously applied by the Company.

In accordance with the transition provisions of FRS 102, all comparable information presented in these financial statements has also been prepared in accordance with FRS 102. FRS 102 requires the Company to explain how the transition from previous UK GAAP to FRS 102 has impacted the financial position and financial performance reported in previous financial statements. However, the Directors note that the adoption of FRS 102 has not resulted in any change to the previously reported financial results or financial position of the Company. As a result, no such reconciliations have been prepared for the Company.

The financial statements of the Company were authorised for issue by the Board of Directors on 21 October 2016. The financial statements have been prepared in accordance with applicable accounting standards.

b) Going concern

The financial statements have been prepared on the going concern basis, which is dependent on the continuing financial and operational support of the Company's parent and operating company, CP2 Group Limited and CP2 Limited respectively, both companies incorporated in Australia. CP2 Group Limited as parent and CP2 Limited as operating company within the CP2 group of companies have indicated their intention to continue to provide such support for a period of not less than twelve months and one day from the date of signing of these financial statements. On this basis, the director considers it appropriate to prepare the financial statements on the going concern basis. The financial statements do not include any adjustments which may result from a withdrawal of such support.

c) Turnover and segmental analysis

The turnover shown in the statement of comprehensive income represents amounts invoiced to other group companies for support services provided by the Company and is recognised on an accrued basis net of VAT to the extent that the Company obtains the right to consideration in exchange for its performance of services. All turnover arose in the United Kingdom from the Company's core operations.

Notes to the financial statements (continued)

1 Accounting policies (continued)

d) Fixed assets

All fixed assets are initially recorded at cost.

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Any impairment is recognized in the statement of comprehensive income.

e) Depreciation

Depreciation is calculated so as to write off the cost of a fixed asset, less its estimated residual value, over the useful economic life of that asset as follows:

Office equipment	25% straight line
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f) Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line accrual basis over the period of the lease.

g) Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the blended corporate tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carry amounts in the financial statements.

h) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or receive more tax.

Deferred tax assets are recognised only to the extent that the director considers that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse based on tax rates and laws enacted or substantially enacted at the statement of financial position date.

g) Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are recognised in the statement of comprehensive income.

Notes to the financial statements (continued)

1 Accounting policies (continued)

h) Classification of shares as debt or equity

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly a financial instrument is treated as equity if:

- (i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- (ii) the instrument is a non derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

Shares issued by the Company are classified as equity instruments. There are no financial liabilities attached to these shares.

i) Employee provisions

Employee provisions falling due within one year include annual leave expected to be settled within 12 months of reporting date, and are measured at the amounts expected to be paid when the liabilities are settled.

The liability to make bonus payments is recognised in employee provisions when a constructive obligation to make such payments is created. Bonus accruals payable at the reporting date assume all staff with bonus entitlements remain with the Company.

j) Assumptions and key sources of estimation uncertainty

As at 30 June 2016 there are no assumptions or other key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carry amount of assets and liabilities within the next financial year.

2 Transition to FRS 102

The Company transitioned to FRS 102 from previously extant UK GAAP as at 1 July 2015. There was no material impact from the transition to FRS 102.

The following were changes in accounting policies arising from the transition to FRS 102:

Holiday pay accrual

Under previous UK GAAP, the Company recognised salary costs incurred on a straight line basis over the period of service without taking account of any staff holiday entitlements that had not been taken during the year and which are able to be carried forward and taken in future periods.

Under FRS 102, the Company is required to recognise a liability to reflect any staff holiday entitlements carried forward. This balance is calculated as the proportionate value of the annual salaries of each employee that is attributable to the number of days of holiday entitlement carried forward by that employee. There is no impact as a result of this change as the Company had no employees at the end of the previous financial year.

Notes to the financial statements (continued)

	30 June 16	30 June 15
	£	£
3 Operating profit		
Operating profit is stated after charging:		
Depreciation of fixed assets	1,607	1,608
Fees paid to the Company's auditor for the audit of the financial statements	18,375	8,830
Rental expense attributable to operating leases (land and buildings)	34,755	51,114

There were no non-audit services provided to the Company by the statutory auditor during the year. (2015: none)

4 Director's remuneration

Director's remuneration	-	323,703
Remuneration in respect of the highest paid director	-	323,703

For the current year, the remuneration of the Director was borne by another entity within the Group, and was not recharged to the Company on the basis that the proportion of the Director's services relating directly to the activities of the Company were deemed to be insignificant in the context of the services provided to the wider group.

5 Staff costs

Wages and salaries	132,385	385,054
Social security costs	22,764	118,001
	155,149	503,055

	30 June 16 Number	30 June 15 Number
Investment staff	1	2
	1	2

Notes to the financial statements (continued)

	30 June 16 £	30 June 15 £
6 Taxation on ordinary activities		
(a) Analysis of charge in the year		
Current tax:		
In respect of the year:		
Current tax for the year at 20% (2015: 20.75%)	6,600	1,022
Adjustment in respect of prior years	(53)	11,132
Total current tax	6,547	12,154
Deferred tax:		
Origination and reversal of timing differences	-	-
Tax on profit on ordinary activities	6,547	12,154
(b) Factors affecting the tax charges		
The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:		
Profit on ordinary activities before tax	30,822	60,035
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015: 20.75%)	6,165	12,458
Effects of:		
Income not taxable	-	(11,952)
Disallowed expenses not deductible for tax	435	798
Small companies marginal rate relief	-	(282)
Prior year adjustment	(53)	11,132
	6,547	12,154

Notes to the financial statements (continued)

7 Tangible assets

	£ Office equipment
Cost	
At 1 July 2015	7,977
Additions	-
Disposals	-
At 30 June 2016	<u>7,977</u>
Depreciation	
At 1 July 2015	3,689
Charge for the year	1,607
At 30 June 2016	<u>5,296</u>
Net book value	
At 30 June 2016	<u>2,681</u>
At 30 June 2015	<u>4,288</u>

Notes to the financial statements (continued)

	30 June 16	30 June 15
	£	£
8 Debtors		
Amounts owed by group undertakings	500,655	449,286
VAT receivable	2,389	5,658
Rental security deposit	9,640	5,600
Prepayments	3,438	8,796
	<u>516,122</u>	<u>469,340</u>

9 Creditors: Amounts due within one year

Corporation tax	6,600	1,022
Employee benefits	23,493	-
Other creditors	37,847	34,491
	<u>67,940</u>	<u>35,513</u>

10 Commitments and contingencies

Other than the amounts shown in Note 15, there were no capital commitments (2015: £nil) or contingent liabilities (2015: £nil) at 30 June 2016.

11 Share capital

Allotted, called up and fully paid:
50,001 (2015: 50,001) Ordinary shares of £1 each

<u>50,001</u>	<u>50,001</u>
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Notes to the financial statements (continued)

	30 June 16	30 June 15
	£	£
12 Profit and loss account		
At 1 July 2015	441,965	394,084
Profit for the financial year	24,275	47,881
At 30 June 2016	466,240	441,965

13 Shareholders' funds

At 1 July 2015	491,966	444,085
Profit for the financial year	24,275	47,881
At 30 June 2016	516,241	491,965

14 Cash flow reconciliation

(a) Reconciliation of operating profit to net cash inflow from operating activities

Operating profit before tax	30,822	60,035
Movement in:		
(Increase) / decrease in debtors	(46,782)	37,730
Increase / (decrease) in creditors	26,849	(74,948)
Depreciation	1,607	1,608
Net cash inflow from operating activities	12,496	24,425

(b) Analysis of changes in net funds

	At 1 July 2015	Movement	At 30 June 2016
	£	£	£
Net cash:			
Cash at bank and in hand	53,851	11,527	65,378
Total	53,851	11,527	65,378

Notes to the financial statements (continued)

15 Operating lease commitment

The Company has the following operating lease commitments with the maturities shown in the table below:

	Land and Buildings	
	30 June 16	30 June 15
	£	£
Within one year	15,000	14,000

16 Ultimate parent company and controlling party

The Company is a wholly owned subsidiary of CP2 Group Limited, a company incorporated in Australia. CP2 Group Limited is the parent company of the largest and only group for which consolidated financial statements are prepared at this date.

The ultimate controlling party of the Company is Terdot Pty Limited (incorporated in Australia) by virtue of its controlling interest in CP2 Group Limited.

17 Post balance sheet event

There have been no matters or circumstances that have arisen since the end of the financial year that have significantly affected, or may significantly affect, the Company's operations in future financial years, the results of those operations, or the Company's state of affairs in future financial years.

18 Related party transactions

The Company provides transactional and marketing support services to a related party, CP2 Limited, a fellow subsidiary of CP2 Group Limited. The service fees receivable by the Company for the year were £336,577 (2015: £660,048).

At the statement of financial position date, the Company had a receivable balance due from CP2 Limited of £495,655 (2015: £444,286) as part of the ongoing transactional and marketing support services arrangement.

At the statement of financial position date, the Company had a receivable balance of £5,000 (2015: £5,000) from CP2 Group Limited in respect of unpaid share capital.