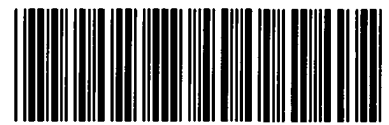


DIF Management UK Limited

Audited annual financial statements

For the period ended 31 December 2023

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Company No: 06570536



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DIF Management UK Limited

Audited financial statements *for the period ended 31 December 2023*

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DIF Management UK Limited

Directors and other information

Directors	C J Mansfield A L Roshier
Registered office	Doran & Minehane 2 nd Floor, 16 Stratford Place Marylebone, London W1C 1BF United Kingdom
Company number	06570536
Auditor	Ernst & Young LLP 25 Churchill Place Canary Wharf London E14 5EY United Kingdom
Company secretary	D&M Financial Services (UK) Anumerate Office 2.05 Clockwise Old Town Hall 30 Tweedy Road Bromley United Kingdom BR1 3FE

DIF Management UK Limited

Strategic report

for the period ended 31 December 2023

General

The principal activity of DIF Management UK Limited (“the Company”) during the period included the provision of management services to affiliated companies forming part of the DIF fund investment structures. Since 1 January 2019, the Company entered into an agreement with DIF Management B.V. (“DIF B.V.”) for the provision of advisory and management services.

The Company is a private company limited by shares and is incorporated and domiciled in England, registration number 06570536, and regulated by the Financial Conduct Authority, reference number 583349.

In September 2023, DIF B.V. announced that it envisages to enter into a strategic partnership with CVC Capital Partners (“CVC”), Europe’s largest PE firm, to ultimately become the infrastructure business line of CVC. CVC is a leading global private markets manager focused on private equity, secondaries and credit, with EUR 161 billion AUM, a network of 815 professionals across 25 global offices, and a 40-year track record as a leading private equity franchise. Closing of an initial 60% stake in DIF B.V. is expected in the first half of 2024 while over a ca. 5 year period, CVC will become a 100% shareholder (the “Transaction”). This Transaction is also the reason to have the book year 2023 extended, ending December 31, 2023. Anticipating on a close in 2024, the Company will follow the same calendar as CVC for their book year.

Review of the business

The Company’s financial year has been extended to align with the statutory financial year of CVC. The current financial period covers October 1, 2022 – December 31, 2023. The comparative figures cover the period October 1, 2021 – September, 30, 2022 and therefore are not directly comparable.

The audited statement of income and retained earnings is set out on page 10 and shows the profit for the period was £1,213,519 (2022: £878,673). Total shareholder’s funds amounts to £3,190,677 (2022: £3,143,781). The Company provides management services to affiliated fund investment structures and the continued growth of those fund structures has generated increased revenue and profit in the Company.

The directors are not aware, at the date of this report, of any likely changes in the Company’s activities in the coming years, and they anticipate that the Company will continue to supply management services to affiliated companies forming part of the DIF fund investment structures.

DIF Management UK Limited

Strategic report

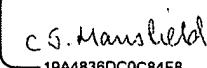
for the period ended 31 December 2023

Principal risks and uncertainties

- **Foreign currency exposure:** The Company's receivable balances with DIF B.V. are denominated in GBP. The Company is exposed to the risk of fluctuations in the Euro bank account as well as expense items denominated in Euros which is considered to be minimal. The ultimate parent company of the group operates in Euro and total foreign currency exposure of the group is monitored in order to minimise any significant foreign currency exposures within the group.
- **Liquidity risk:** The objective of the Company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The Company expects to meet its financial obligations through ongoing operating activities.
- **Interest rate risk:** The Company has little exposure to debt and the impact of any fluctuations in interest rates is minimal.

Key performance indicators

Due to the change in financial year, the current period's results are not directly comparable with prior year. Net assets at 31 December 2023 have increased by 1.5%.

DocuSigned by:

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C J Mansfield
Director

10 April 2024

DIF Management UK Limited

Directors' report

for the period ended 31 December 2023

Results and dividends

The statement of income and retained earnings is set out on page 10 and shows the profit for the period. On 29 March 2023, the Directors declared the payment of a dividend of £525,000, which was reduced to £150,000 on 27 February 2024. On 28 September 2023, the Directors declared the payment of a dividend of £1,430,799, which was reduced to £916,622 on 6 February 2024 (2022: nil).

Principal activity and future development

The principal activity of the Company during the period included the provision of management services to affiliated companies forming part of the DIF fund investment structures. Since 1 January 2019, the Company entered into an agreement with DIF B.V. for the provision of advisory and management services. The Company is expected to continue to provide these services in the future as the DIF fund structures continue to expand.

In September 2023, DIF B.V. announced that it envisages to enter into a strategic partnership with CVC Capital Partners, Europe's largest PE firm, to ultimately become the infrastructure business line of CVC. CVC is a leading global private markets manager focused on private equity, secondaries and credit, with EUR 161 billion AUM, a network of 815 professionals across 25 global offices, and a 40-year track record as a leading private equity franchise. Closing of an initial 60% stake in DIF B.V. is expected in the first half of 2024 while over a ca. 5 year period, CVC will become a 100% shareholder.

Going concern

The Directors have considered the assets and liabilities of the Company and are of the opinion that the Company will continue to meet its liabilities as they fall due. Therefore, the Directors do not foresee an impact on the entity's ability to continue as a going concern. Accordingly, the Directors have adopted the going concern basis of preparation in preparing these financial statements.

Directors

The names of persons who were Directors during the period ending 31 December 2023 and to the date of this report are set out below:

C J Mansfield

A D Freeman (resigned 9 February 2023)

A L Roshier (appointed 9 February 2023)

Charitable donations

During the period, the Company made charitable donations of £45,000 (2022: nil).

DIF Management UK Limited

Directors' report *for the period ended 31 December 2023*

Directors' responsibilities statement

The Directors are responsible for preparing the strategic report and 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 the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), specifically Financial Reporting Standard 102: *The Financial Reporting Standard Applicable in the UK and Republic of Ireland* ("FRS 102").

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;
- state whether applicable United Kingdom Accounting Standards, specifically FRS 102 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 Company will continue in business.

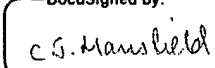
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies 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.

Each of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and will therefore continue in office.

On behalf of the Board of Directors:

DocuSigned by:

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C J Mansfield
Director

10 April 2024

DIF Management UK Limited

Independent auditor's report to the members of DIF Management UK Limited

Opinion

We have audited the financial statements of DIF Management UK Limited for the period ended 31 December 2023 which comprise the Statement of Income and Retained Earnings, the Statement of Financial Position and the related notes 1 to 20, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2023 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

DIF Management UK Limited

Independent auditor's report to the members of DIF Management UK Limited

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

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 and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

DIF Management UK Limited

Independent auditor's report to the members of DIF Management UK Limited

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 102, Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company is required to comply with relevant Financial Conduct Authority's (FCA) rules and regulations relating to its operations.
- We understood how the Company is complying with those frameworks by making enquiries of management and by seeking representation from those charged with governance. We corroborated our understanding by reviewing directors' meeting minutes and policy and procedures manuals.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by designating revenue recognition as a fraud risk. We performed journal entry testing by specific risk criteria, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business. We recalculated the revenue based on the transfer pricing arrangement applied by management and tested a sample of inputs in the calculation back to source documentation.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of management and those charged with governance, review of legal and professional expenses, review of breaches and complaints register and review of board meeting minutes.
- The Company is a regulated investment manager under the supervision of the FCA. As such, the Senior statutory auditor reviewed the experience and expertise of the engagement team to ensure that the team had the appropriate competence and capabilities.

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

DIF Management UK Limited

Independent auditor's report to the members of DIF Management UK Limited

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Ernst & Young LLP

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11 April 2024

Mitul Shah (Senior statutory auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor
London

11 April 2024

DIF Management UK Limited

Statement of income and retained earnings for the period ended 31 December 2023

	Notes	For the period ended 31 December 2023	For the period ended 30 September 2022
		£	£
Revenue	5	18,947,774	11,093,549
Administrative expenses	6	(17,289,585)	(10,085,044)
Operating profit		1,658,189	1,008,505
FX gain / (loss)		(52,953)	95,680
Profit on ordinary activities before taxation		1,605,236	1,104,185
Tax on profit on ordinary activities	9	(391,717)	(225,512)
Profit for the financial year		1,213,519	878,673
Retained profits at beginning of period		2,993,780	2,115,107
Dividend paid		(1,066,622)	-
Retained profits at end of period		3,140,676	2,993,780

During the period the Company incurred no other comprehensive income (2022: £nil). Accordingly, the profit for the period is equivalent to the total comprehensive income for the period.

All amounts relate to continuing operations.

The Company's 2023 financial year covers the period October 1, 2022 – December 31, 2023. The Company's 2022 financial year covered the period October 1, 2021 – September 30, 2022.

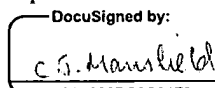
The accompanying notes form an integral part of these financial statements.

DIF Management UK Limited

Statement of financial position
as at 31 December 2023

	Notes	31 December 2023 £	30 September 2022 £
Fixed assets			
Intangible assets	11	-	-
Tangible assets	12	1,305,254	339,552
Total fixed assets		1,305,254	339,552
Current assets			
Debtors	13	1,359,555	2,456,714
Cash at hand and cash equivalents		4,986,155	3,082,825
Total current assets		6,345,710	5,539,539
Creditors: amounts falling due within one year	14	(3,924,446)	(2,735,310)
Net current assets		2,421,264	2,804,229
Creditors: amounts falling due greater than one year	14	(535,841)	-
Net assets		3,190,677	3,143,781
Capital and Reserves			
Called up share capital	15	2	2
Share premium account		49,999	49,999
Capital contribution		-	100,000
Dividend paid		(1,066,622)	-
Profit and loss account		4,207,298	2,993,780
Shareholders' funds		3,190,677	3,143,781

The financial statements on pages 10 to 24 were authorised for issue by the Board of Directors on 10 April 2024 and were signed on its behalf by:

DocuSigned by:

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 C J Mansfield
 Director
 10 April 2024

The accompanying notes form an integral part of these financial statements.

DIF Management UK Limited

Notes to the financial statements

1. General information

DIF Management UK Limited (the “Company”) is a private company limited by shares and is incorporated and domiciled in England (registration number 06570536) and is regulated by the Financial Conduct Authority, reference number 583349. The address of its registered office is 2nd Floor, 16 Stratford Place, Marylebone, London, W1C 1BF. The principal activity of the Company during the period included the provision of management services to affiliated companies forming part of the DIF fund investment structures. Since 1 January 2019, the Company entered into an agreement with DIF Management B.V. (“DIF B.V.”) for the provision of advisory and management services.

In September 2023, DIF B.V. announced that it envisages to enter into a strategic partnership with CVC, Europe’s largest PE firm, to ultimately become the infrastructure business line of CVC. Closing of an initial 60% stake in DIF B.V. is expected in Q2 2024 while over a ca. 5 year period, CVC will become a 100% shareholder. Anticipating on the partnership, the Company extended its book year 2023 by 3 months aligning its reporting calendar with CVC’s book year ending on 31 December.

2. Statement of compliance

The financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, specifically Financial Reporting Standard 102: *The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland* (“FRS 102”) and the Companies Act 2006.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

(a) Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention. A company is permitted to present a statement of income and retained earnings in place of a statement of comprehensive income and a statement of changes in equity if the only changes to its equity during the periods presented arise from profit or loss, payment of dividends and prior period adjustments and accordingly the Company has presented a single statement of income and retained earnings.

(b) Going concern

The Directors have considered the assets and liabilities of the Company and are of the opinion that the Company will continue to meet its liabilities as they fall due. Therefore, the Directors do not foresee an impact on the entity’s ability to continue as a going concern. Accordingly, the Directors have adopted the going concern basis of preparation in preparing these financial statements.

DIF Management UK Limited

Notes to the financial statements

3. Summary of significant accounting policies (*continued*)

(c) Exemptions for qualifying entities

The Company has taken advantage of the exemption from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, DIF Management Holding B.V., includes the Company's cash flows in its own consolidated annual financial statements. A copy of the consolidated financial statements of DIF Management Holdings B.V. can be obtained from Tower D, 10th Floor, Schiphol Boulevard, Schiphol, The Netherlands.

The Company has availed of the exemption in paragraph 33.1A of FRS 102 which permits a qualifying entity to not provide disclosures on transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

(d) Foreign currency

Functional and presentation currency

The Company's functional and presentation currency is British Pound Sterling ("£").

Transactions and balances

In preparing the financial statements of the individual entities, transactions in currencies other than the functional currency of the individual entities (foreign currencies) are recognised at the spot rate at the dates of the transactions, or at an average rate where this rate approximates the actual rate at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(e) Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of discounts and rebates allowed by the Company and value added taxes. The Company provides management services to affiliated companies forming part of the DIF fund investment structures and since 1 January 2019, provides advisory and management services to DIF B.V.. Revenue is recognised on an accrual basis in the accounting period in which the services are rendered.

(f) Employee benefits

Annual bonus plan

The Company operates an annual bonus plan for employees which may include deferred bonuses. An expense is recognised in the statement of income and retained earnings when the Company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

DIF Management UK Limited

Notes to the financial statements

3. Summary of significant accounting policies *(continued)*

(g) Taxation

Taxation expense for the period represents current tax recognised in the reporting period and is recognised in the statement of income and retained earnings. Current tax is the amount of income tax payable in respect of taxable profit for the period or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Current taxation assets and liabilities are not discounted.

Deferred tax assets are recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply in the periods in which any timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

(h) Amortisation and depreciation

- **Amortisation – computer software**
Intangible assets are stated at cost less accumulated amortisation and are amortised over their estimated useful lives, of between three and five years, on a straight line basis.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rates are amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

- **Depreciation – computer hardware, furniture & fittings and leasehold improvements**
Computer hardware, furniture & fittings and leasehold improvements are depreciated over their useful economic lives, of between four and ten years, on a straight line basis.

(i) Operating leases

Rentals payable under operating leases are charged to the statement of income and retained earnings on a straight line basis over the total lease term. Lease incentives are recognised over the total lease term on a straight line basis.

(j) Cash and cash equivalents

Cash and cash equivalents includes deposits held at call with banks with maturities of less than 3 months.

DIF Management UK Limited

Notes to the financial statements

3. Summary of significant accounting policies *(continued)*

(k) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances, are initially recognised at transaction price. Such assets are subsequently carried at amortised cost using the effective interest rate method. At the end of each reporting period financial assets measured at amortised costs are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate method. The impairment loss is recognised in the statement of income and retained earnings. There was no impairment in the current or prior financial periods.

Financial liabilities

Basic financial liabilities, including creditors and loans from fellow group companies, are initially recognised at transaction price and are subsequently carried at amortised cost using the effective interest rate method. Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers and are classified as current liabilities if payment is due within one year or less. Creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest rate method.

4. Significant judgements and estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Bonuses are estimated at the start of the period and accrued for throughout the period until bonuses are paid annually in December. Any adjustments to bonus accruals are implemented during the course of the period.

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life of computer software has changed, the residual value, useful life or amortisation rate is amended prospectively to reflect the new circumstances. The assets are reviewed for impairment if these factors indicate that the carrying amount may be impaired.

DIF Management UK Limited

Notes to the financial statements

5. Revenue

The following is an analysis of the Company's revenue from its services:

	For the period ended 31 December 2023 £	For the period ended 30 September 2022 £
Management fees	18,240,079	11,093,549
Other income	707,695	-
	18,947,774	11,093,549

The Company charges advisory and management fees to DIF B.V.. Other income is comprised of a VAT reclaim on prior year expenses after reregistering for VAT in 2023.

6. Operating profits are stated after charging:

	For the period ended 31 December 2023 £	For the period ended 30 September 2022 £
Included in administrative expenses:		
Staff costs (see note 8)	(13,382,782)	(8,256,782)
Other expenses	(2,787,017)	(1,317,320)
Rent expense under operating leases	(603,330)	(326,565)
Depreciation of furniture and fittings and leasehold	(309,677)	(58,158)
Accounting and tax fees	(160,814)	(92,019)
Auditors remuneration – financial audit	(35,965)	(29,200)
Auditors remuneration – CASS audit	(10,000)	(5,000)
	(17,289,585)	(10,085,044)

7. Operating leases

Total future minimum rental commitments under non-cancellable operating leases are as follows:

	As at 31 December 2023 £	As at 30 September 2022 £
Within one year	(388,313)	(275,966)
Greater than one year and less than five years	(1,848,533)	(1,331,773)
Greater than five years	(2,224,712)	(276,267)
	(4,461,558)	(1,884,006)

DIF Management UK Limited

Notes to the financial statements

8. Directors and employees:

Staff costs, including remuneration to Directors, during the period were as follows:

Wages and salaries (including bonuses)
Social security costs
Pension and medical benefits

For the period ended 31 December 2023 £	For the period ended 30 September 2022 £
(11,260,638)	(6,953,098)
(1,555,090)	(972,302)
(567,054)	(331,382)
(13,382,782)	(8,256,782)

The average number of employees of the Company during the period was:

Senior management
Investment management staff

For the period ended 31 December 2023	For the period ended 30 September 2022
2	2
42	34
44	36

Remuneration in respect of Directors was as follows:

Wages and salaries (including bonuses)

For the period ended 31 December 2023 £	For the period ended 30 September 2022 £
(809,358)	(693,455)
(809,358)	(693,455)

Remuneration paid to the highest paid Director amounted to £570,515 (2022: £535,651). In addition to the remuneration set out above, the Directors received remuneration amounting to £382,336 (2022: £1,698,374) which was paid by the ultimate parent, DIF Management Holding B.V.

The Company has made provision for annual leave outstanding for all employees at 31 December 2023 of £167,721 (2022: £74,162).

DIF Management UK Limited

Notes to the financial statements

9. Income tax

The tax charge is based on the profit for the period and represents:

	For the period ended 31 December 2023	For the period ended 30 September 2022
	£	£
Corporation tax		
Current tax on profits for the period	(408,272)	(218,365)
Adjustments in respect of prior years	(12,640)	(10,119)
Total current tax charge	(420,912)	(228,484)
Deferred tax		
Origination and reversal of timing differences	(11,905)	2,708
Adjustments in respect of prior years	41,100	264
Taxation on profit on ordinary activities	(391,717)	(225,512)

The reconciliation between the total tax charge for the period and the standard rate of corporation tax in the UK applied to the profit for the period is as follows:

	For the period ended 31 December 2023	For the period ended 30 September 2022
	£	£
Profit on ordinary activities before tax	1,605,236	1,104,185
Expected tax charge based on the standard of corporation tax rate in the UK of 19-25% (2022: 19%)	(362,952)	(209,796)
Non-deductible expenses	(11,802)	(7,237)
Other adjustments	(87,689)	725
Amounts relating to other comprehensive income	42,960	-
Adjustments in respect of prior years	(12,640)	(10,119)
Adjustments in respect of prior years – deferred tax	41,100	264
Remeasurement of deferred tax for changes in tax rates	(694)	651
Total tax on profit on ordinary activities	(391,717)	(225,512)

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021 and the recognised deferred tax assets as at 31 December 2023 have been calculated based on this rate. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted as at the date of the Statement of Financial Position.

DIF Management UK Limited

Notes to the financial statements

10. Dividends

On 29 March 2023, the Directors declared the payment of a dividend of £525,000, which was reduced to £150,000 on 27 February 2024. On 28 September 2023, the Directors declared the payment of a dividend of £1,430,799, which was reduced to £916,622 on 6 February 2024 (2022: nil).

11. Intangible assets

	For the period ended 31 December 2023	For the period ended 30 September 2022
	Computer Software £	Computer Software £
Cost		
At beginning of period	911,077	911,077
Additions	-	-
Disposals	(911,077)	-
At end of period	-	911,077
Amortisation		
At beginning of period	911,077	911,077
Charge for the period	-	-
Disposals for the period	(911,077)	-
At end of period	-	911,077
Net book amount at end of period	-	-

Amortisation of intangible fixed assets is included in administrative expenses.

DIF Management UK Limited

Notes to the financial statements

12. Tangible assets

	For the period ended 31 December 2023	For the period ended 30 September 2022
	Furniture and Fittings £	Furniture and Fittings £
Cost		
At beginning of period	614,281	601,560
Additions	1,188,338	12,721
Disposals	(428,078)	
At end of period	1,374,541	614,281
Depreciation		
At beginning of period	367,944	309,786
Charge for the period	108,713	58,158
Disposals for the period	(227,114)	
At end of period	249,543	367,944
Net book amount at end of period	1,124,998	246,337
	Leasehold Improvements £	Leasehold Improvements £
Cost		
At beginning of period	164,400	-
Additions	190,000	164,400
Disposals	(164,400)	
At end of period	190,000	164,400
Depreciation		
At beginning of period	71,185	-
Charge for the period	9,744	71,185
Disposals for the period	(71,185)	
At end of period	9,744	71,185
Net book amount at end of period	180,256	93,215

Depreciation of tangible fixed assets is included in administrative expenses. The leasehold improvements relate to the dilapidation provision in Note 14.

DIF Management UK Limited

Notes to the financial statements

13. Debtors

	As at 31 December 2023	As at 30 September 2022
	£	£
Amounts owed by related parties	-	2,211,471
Deferred tax asset	61,067	31,872
Other debtors	1,188,468	-
Prepayments and accrued income	110,020	213,371
	1,359,555	2,456,714

Other debtors relates to VAT receivable on prior year expenses after reregistering for VAT in 2023.

14. Creditors

	As at 31 December 2023	As at 30 September 2022
	£	£
Amounts falling due within one year		
Trade creditors	(146,479)	(67,799)
Amounts owed to related parties	(460,358)	-
Other taxation and social security costs	(1,571,183)	(461,879)
Other creditors	(526,616)	(101,708)
Corporation tax payable	(115,464)	(59,696)
Accruals and deferred income	(1,104,347)	(2,044,228)
	(3,924,446)	(2,735,310)

Amounts owed to related parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

	As at 31 December 2023	As at 30 September 2022
	£	£
Amounts falling due greater than one year		
Dilapidation provision	(190,000)	-
Other provisions	(345,841)	-
	(535,841)	-

In 2022, the dilapidation provision was part of the accruals and deferred income due within one year (2022: £164,400).

DIF Management UK Limited

Notes to the financial statements

15. Called up share capital

Authorised, allotted and fully paid:
2 Ordinary shares of £1 each

As at 31 December 2023	As at 30 September 2022
£	£
2	2
2	2

In addition to the share capital above, shareholders' funds includes share premium of £49,999 (2022: £49,999), capital contributions of nil (2022: £100,000), dividends paid of £1,066,622 (2022: nil) and retained profits carried forward of £3,130,551 (2022: £2,993,780).

16. Financial assets and liabilities

Financial assets at amortised cost

Financial liabilities at amortised cost

As at 31 December 2023	As at 30 September 2022
£	£
6,345,710	5,539,539
(4,460,287)	(2,735,310)

17. Ultimate controlling party

The Company's immediate parent company is DIF Management B.V., an entity incorporated in the Netherlands.

The ultimate controlling party is DIF Management Holding B.V., an entity incorporated in the Netherlands.

DIF Management UK Limited

Notes to the financial statements

18. Related parties

The principal activity of the Company during the period continued to be the provision of management services to affiliated companies forming part of the DIF fund investment structures.

Related parties include:

- the Directors;
- other group companies; and
- affiliated companies which have Directors in common with DIF Management UK Limited.

The Company has availed of the exemption in paragraph 33.1(a) of FRS 102 which permits a qualifying entity to not provide disclosures on transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Remuneration paid to Directors is disclosed in note 8.

The Company invoiced the following related parties for advisory and management services rendered throughout the period, amounting to:

	For the period ended 31 December 2023 £	For the period ended 30 September 2022 £
DIF Management B.V.	18,240,079	11,093,549

Amounts payable to, or receivable from, the following related parties at period-end were as follows:

	Amounts payable		Amounts receivable	
	As at 31 December 2023 £	As at 30 September 2022 £	As at 31 December 2023 £	As at 30 September 2022 £
DIF Management B.V.	(460,358)	-	-	2,211,471
	(460,358)	-	-	2,211,471

19. Subsequent events

On 29 March 2023, the Directors declared the payment of a dividend of £525,000, which was reduced to £150,000 on 27 February 2024. On 28 September 2023, the Directors declared the payment of a dividend of £1,430,799, which was reduced to £916,622 on 6 February 2024. As these subsequent events impact the financial position of the Company in 2023, these adjustments have been reflected in the financial statements.

There are no other material events subsequent to the reporting date which necessitate revision of the figures or disclosures included in the financial statements.

DIF Management UK Limited

Appendix (unaudited)

MiFIDPRU Remuneration Code Disclosure

The following disclosure is an appendix to the financial statements and is not audited by the Company's auditor.

Introduction and Purpose

The Company is a 100% owned subsidiary of DIF B.V.. DIF B.V. is a Dutch authorised Alternative Investment Fund Manager ("AIFM") managing Alternative Investment Funds ("AIFs") that invest predominantly in infrastructure and renewable energy projects.

As a wholly owned subsidiary of DIF B.V., the Company provides regulated and unregulated services to DIF B.V. when fulfilling DIF B.V.'s regulatory obligations as AIFM and does not manage assets for clients and does not take balance sheet risk. The Company, as part of the DIF B.V. Group (the "Group") is subject to DIF B.V.'s remuneration practices. The Company has assessed that these practices are consistent with the FCA's MiFIDPRU Remuneration requirements.

The Company is a MiFIDPRU investment firm, and the following disclosures have been made in accordance with the FCA's MiFIDPRU 8 remuneration requirements.

Remuneration Philosophy

The Group's remuneration philosophy and its remuneration practices are consistent with and promote sound and effective risk management aligned with the business strategy, objectives and long-term interests of the Group and its investors. The Group's remuneration arrangements are designed to:

- create a stringent governance structure for setting goals and communicating these goals to employees;
- define risk adjusted variable remuneration;
- include financial and non-financial goals in performance and result assessments;
- promote risk awareness and encourage responsible business conduct;
- reinforce positive cultures and the values of the Company;
- encourage employees to create sustainable results considering the alignment of interests of investors in DIF Funds and employee interests commensurate with the Group's risk appetite;
- avoid conflicts of interest;
- attract, develop, and retain high-performing and motivated employees in a competitive, international market; and
- offer employees competitive remuneration packages.

Categories of staff eligible for remuneration

All staff received fixed remuneration and all staff are eligible to receive variable remuneration subject to an internal assessment of an individual's performance against both financial and non-financial criteria that determines the amount of variable remuneration to pay.

Link between pay and performance

The Group categorises all remuneration as either fixed or variable remuneration based on the 'quality' and 'purpose' of the remuneration. The Group pays fixed and variable remuneration in a balanced way, with the fixed component representing a sufficiently high proportion of the total remuneration that enables the Group's Policy to work flexibly and includes the possibility of the Group paying no variable remuneration.

DIF Management UK Limited

Appendix (unaudited)

Fixed remuneration is remuneration that primarily reflects a staff member's professional experience and organisational responsibility as defined in their job description and terms of employment; and is permanent, pre-determined, non-discretionary, non-revocable and not dependent on performance. Other benefits categorised as fixed are dependent upon individual employment contracts and local market practice.

Variable remuneration is remuneration that is predominantly based on performance that reflects the long-term performance of the staff member that is in excess of the staff member's job description and terms of employment but also serves the long-term interests of the Group and the investors of the AIFs. The Group categorises carried interest as variable remuneration.

Governance

The Supervisory Board of DIF B.V. adopts and periodically reviews the general principles of the Remuneration Policy and is responsible for its implementation.

The Group Internal Remuneration Committee is responsible for overseeing and implementing the Remuneration Policy, including levels of remuneration and the fixed and variable elements, and is ultimately approved by the Group's Executive Committee.

The Internal Remuneration Committee is a consultative body, chaired by a member of the Supervisory Board, that includes various layers of the Group – Supervisory Board, Management Board, employees – established to enhance compliance with the Remuneration Policy and to enhance sound and consistent remuneration practices throughout the Group.

Total remuneration awarded to all staff

For the period 1 October 2022 to 31 December 2023, the total amount of remuneration awarded to all staff comprised:

- (a) £8,431,804 of fixed remuneration; and
- (b) £3,338,647 of variable remuneration.

Note that certain payroll expenses (e.g. employer payroll taxes) are not considered to be remuneration received by the Company's employees in the breakdown above. They are excluded and therefore the total does not tie with the staff costs disclosed in the annual financial statements.

DATED 30 November 2001

SARAH KENT

and


YANNIS MARCOU

TRUST DEED

relating to leasehold property situate at and known as

49b Billington Road, New Cross London

CERTIFIED A TRUE COPY


SOLICITORS, SHEFFIELD

14/1/02

TAYLOR & EMMET

SOLICITORS

SHEFFIELD

NEW83

MRW/KENT/16.11.2001

THIS TRUST DEED dated

30 November

2001

is made BETWEEN SARAH KENT of 15b Wickham Gardens, Brockley, London SE4 1LY (hereinafter called 'the Owner') of the one part and YANNIS MARCOU of the same address (hereinafter called 'the Beneficiary') of the other part

WHEREAS:

- (1) In this Deed 'the Parties' means the Owner and the Beneficiary together
- (2) By a Transfer (hereinafter called 'the Transfer') dated even date herewith and made between Ronald Mark Lubbers of the one part and the Owner of the other part certain leasehold property situate at and known as 49b Billingham Road, London (hereinafter called 'the Property') was transferred to the Owner as more particularly mentioned in the Transfer
- (3) The Owner has agreed with the Beneficiary to enter into this Trust Deed in order to declare their respective beneficial interests in the Property

NOW THIS DEED WITNESSES as follows:

1. THE Owner henceforth holds the Property as trustee for the Parties as beneficial tenants in common as follows:

- (1) the value of the Property shall be held by the Owner as to 0% for the Owner and 100% for the Beneficiary

2. THE Owner covenants with the Beneficiary to register against the Property (at H M Land Registry) a restriction in the following terms:

'Except under an order of the Registrar no transfer by the registered proprietor shall be registered unless there is produced to the Registrar:

EITHER (1) the written consent of the Beneficiary

OR (2) written confirmation from the Solicitors acting for the registered proprietor that they have requested (by letter sent by recorded delivery to the

Beneficiary) such written consent but that they have received no reply
from her within four weeks of the date of such letter'

IN WITNESS whereof the Parties have executed this Deed the day and year first hereinbefore written

SIGNED (and delivered on the date)
hereof) as a Deed by the said)
SARAH KENT)
in the presence of:-)

[Signature]

ALAN FRANK KENT
213 BIRKBECK ROAD
BERKHAMPTON
KENT BR3 4ST

SIGNED (and delivered on the date)
hereof) as a Deed by the said)
YANNIS MARCOU)
in the presence of:-)

[Signature]

E. Stephen Murphy
EDMUND STEPHEN MURPHY
7A STATION CRESCENT
BLACKHEATH
LONDON SE3 7EQ

[Signature] (YANNIS MARCOU)

E. Stephen Murphy
EDMUND STEPHEN MURPHY
7A STATION CRESCENT
BLACKHEATH
LONDON
SE3 7EQ