

Ipex Capital Management Limited

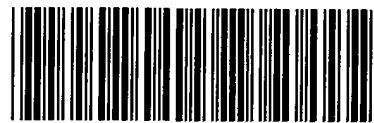
Report and Financial Statements

Year Ended

31 December 2014

Company Number 7103201

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Ipex Capital Management Limited

Report and financial statements for the year ended 31 December 2014

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Directors

J Moynihan
M Stapleton

Secretary

C Haynes

Registered office

301 Harbour Yard, Chelsea Harbour, London, SW10 0XD

Company number

7103201

Auditors

KPMG LLP

Ipex Capital Management Limited

Report of the directors for the year ended 31 December 2014

The directors present their report and audited financial statements for the year ended 31 December 2014.

Results and dividends

The profit and loss account is set out on page 5 and shows the result for the year.

The directors do not recommend the payment of a dividend (2013 – £nil).

Principal activities, trading review and future developments

The principal activities of the company during the year were that of investment management and professional services.

These financial statements reflect the results for the year. The directors are satisfied with the results.

Directors

The directors of the company during the year were:

M Stapleton
J Moynihan

Directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

In preparing these financial statements, the directors are required to:

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

Ipex Capital Management Limited

Report of the directors for the year ended 31 December 2014 (*continued*)

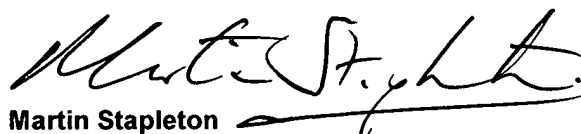
Auditors

All 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.

BDO LLP were replaced as auditor by KPMG LLP during the year.

The directors' report has been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

By order of the Board



Martin Stapleton
Director

21 September 2015

Ipex Capital Management Limited

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IPEX CAPITAL MANAGEMENT LIMITED

We have audited the financial statements of Ipex Capital Management Limited for the year ended 31 December 2014 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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 1, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice applicable to Smaller Entities; 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime, take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.



Jonathan Martin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London E14 5GL

Date 23rd September 2015

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with the Financial Reporting Standard for Smaller Entities (Effective April 2008) and applicable law (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Ipex Capital Management Limited

Profit and loss account for the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	2	1,154,251	2,605,555
Administrative expenses		(753,363)	(2,556,929)
		<hr/>	<hr/>
Operating profit on ordinary activities before taxation	5	400,888	48,626
Taxation on profit from ordinary activities	6	-	-
		<hr/>	<hr/>
Profit on ordinary activities after taxation		400,888	48,626
		<hr/>	<hr/>

All amounts relate to continuing activities.

There are no recognised gains or losses other than the profit of £400,888 attributable to the shareholders for the year ended 31 December 2014 (2013 – profit of £48,626)

The notes on pages 7 to 14 form part of these financial statements.

Ipex Capital Management Limited

Balance sheet at 31 December 2014

Company number 7103201	Note	2014 £	2014 £	2013 £	2013 £
Fixed assets					
Intangible assets	8		-		-
Tangible assets	7		57,325		94,817
Investments	9		2		2
			<hr/>		<hr/>
			57,327		94,819
Current assets					
Debtors	10	471,762		282,683	
Cash at bank and in hand		11,865		1,457	
		<hr/>		<hr/>	
		483,627		284,140	
Creditors: amounts falling due within one year	11	(172,425)		(248,450)	
		<hr/>		<hr/>	
Net current assets			311,202		35,690
			<hr/>		<hr/>
			368,529		130,509
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	12		7,000		169,868
Profit and loss account	13		361,529		(39,359)
			<hr/>		<hr/>
Shareholders' funds	14		368,529		130,509
			<hr/>		<hr/>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the Board of Directors and authorised for issue on 21 September 2015.


Martin Stapleton
 Director

The notes on pages 7 to 14 form part of these financial statements.

Ipex Capital Management Limited

Notes forming part of the financial statements for the year 12 December 2013 to 31 December 2014

1 Accounting policies

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings and are in accordance with applicable accounting standards.

The following principal accounting policies have been applied:

Turnover

The company has a contractual arrangement with Ipex 1 GP Limited, general partner to Ipex Fund LP, to provide investment management services. Turnover reflects the management fees earned from this arrangement together with income from other professional services.

Cash flow statement

The company has used the exemption under Financial Reporting Standard 1, "Cash Flow Statements", not to prepare a cash flow statement as the directors believe the company is a 'small entity' as defined under Section 383 of the Companies Act 2006.

Fixed assets and depreciation

All fixed assets are initially recorded at cost.

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

Fixtures and fittings - between 2 - 5 years

Gains and losses on disposal of fixed assets

The profit or loss on the disposal of a tangible fixed asset is accounted for in the profit and loss account of the year in which the disposal occurs as the difference between the net sale proceeds and the carrying amount.

Goodwill

Goodwill arising on the purchase of trade and assets of Ipex 2008 LLP in March 2013 is the difference between the fair value of the consideration paid and the fair value of the assets and liabilities acquired. Goodwill was being amortised over 4 years to March 2014 based on the directors' original projections of its useful economic life. The remaining Goodwill was written off at the end of 2013 as the directors felt there was no inherent value in the management contract that the company holds and draws GPPS under.

Ipex Capital Management Limited

Notes forming part of the financial statements for the year ended 31 December 2014 (continued)

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the result for the year and taking into account taxation deferred.

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that:

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief; and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances arising from underlying timing differences in respect of tax allowances on industrial buildings are reversed if and when all conditions for retaining those allowances have been met.

Deferred tax balances are not discounted.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account

Investments

Investments are stated at cost less any provision for impairment

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 basis over the period of the lease.

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom.

Ipex Capital Management Limited

**Notes forming part of the financial statements
for the year ended 31 December 2014 (continued)**

3 Employees

	2014 £	2013 £
Staff costs consist of:		
Wages and salaries	400,601	920,513
Social security costs	44,424	114,870
Other pension costs	17,902	16,143
	<u>462,927</u>	<u>1,051,526</u>

4 Directors

	2014 £	2013 £
Directors' remuneration consist of:		
Emoluments	65,625	506,236
Amounts paid to third parties	31,783	34,191
	<u>97,408</u>	<u>540,427</u>
Highest paid director		
Emoluments	<u>60,000</u>	<u>240,000</u>

No directors are in the company's defined contribution pension scheme.

5 Operating loss

	2014 £	2013 £
This has been arrived at after charging:		
Depreciation	43,920	32,043
Amortisation	-	1,153,469
Auditor's remuneration - audit	5,863	8,610
Auditor's remuneration - tax fees	<u>5,000</u>	<u>5,728</u>

Ipex Capital Management Limited

**Notes forming part of the financial statements
for the year ended 31 December 2014 (continued)**

6 Taxation on loss from ordinary activities

	2014 £	2013 £
a) Analysis of charge in the year		
<i>Current tax</i>		
UK corporation tax on profit for the year	-	-
	<hr/>	<hr/>
Total current tax charge	-	-
	<hr/>	<hr/>
b) Factors affecting current tax (credit)		
The tax assessed for the year is higher than the reduced rate of corporation tax in the UK. The differences are explained below:		
	2014 £	2013 £
Profit / loss on ordinary activities before tax	400,888	48,626
	<hr/>	<hr/>
Profit / loss on ordinary activities at the standard rate of corporation tax in the UK of 21.49% (2013 – 23.25%)	86,151	11,304
Effects of:		
Expenses not deductible for tax purposes	163	3,349
Capital allowances in excess of depreciation	7,482	(15,024)
Tax losses carried back	-	-
Group relief claimed	(93,796)	-
Other short term timing differences	-	79
Unrelieved tax losses and other deductions arising in the period	-	292
	<hr/>	<hr/>
Current tax charge for year	-	-
	<hr/>	<hr/>

Ipex Capital Management Ltd has a deferred tax liability of £3,171, due to the movement in the balances of the capital allowances pool and the fixed asset register. This has not been recognised in these accounts. The company had a liability last year of £10,134, per the information provided, which was also not recognised.

Ipex Capital Management Limited

Notes forming part of the financial statements
for the year ended 31 December 2014 (*continued*)

7	Tangible assets	Fixtures, fittings and equipment £
	<i>Cost</i>	
	At 1 January 2014	285,595
	Additions	6,428
		<hr/>
	At 31 December 2014	292,023
		<hr/>
	<i>Depreciation</i>	
	At 1 January 2014	190,778
	Provided for the year	43,920
		<hr/>
	At 31 December 2014	234,698
		<hr/>
	<i>Net book value</i>	
	At 31 December 2014	57,325
		<hr/>
	At 31 December 2013	94,817
		<hr/>
8	Intangible assets	Goodwill £
	<i>Cost</i>	
	At 1 January 2014 and 31 December 2014	3,765,365
		<hr/>
	<i>Amortisation</i>	
	At 1 January 2014 and 31 December 2014	3,765,365
		<hr/>
	<i>Net book value</i>	
	At 1 January 2014 and 31 December 2014	-
		<hr/>

Ipex Capital Management Limited

Notes forming part of the financial statements
for the year ended 31 December 2014 (*continued*)

9 Investments £

Shares in group undertakings

Cost and net book value

At 1 January 2014 and 31 December 2014

2

The company owns 100% of the issued share capital of the companies listed below:

Name of undertaking	Location	Class of shares held
Ipex 1 GP Limited	UK	Ordinary
Ipex 1 SLP Limited	UK	Ordinary

10 Debtors

	2014 £	2013 £
Trade debtors	9,646	7,253
Prepayments and accrued income	145,135	39,215
Amounts due from related undertakings	316,981	236,215
	<u>471,762</u>	<u>282,683</u>

All amounts shown under debtors fall due for payment within one year.

11 Creditors: amounts falling due within one year

	2014 £	2013 £
Trade creditors	1,782	105,213
Taxation and social security	53,705	81,893
Other creditors and accruals	73,028	51,344
Amounts due to related undertakings	43,910	10,000
	<u>172,425</u>	<u>248,450</u>

Ipex Capital Management Limited

Notes forming part of the financial statements
for the year ended 31 December 2014 *(continued)*

12 Share capital

	2014 £	2013 £
Ordinary 'A' shares of £1 each	7,000	7,000
Ordinary 'B' shares of £1 each	-	162,868
	<u>7,000</u>	<u>169,868</u>

The share capital of the company is £7,000, comprising 7,000 'A' ordinary shares of £1 each with full voting rights.

On 10 June 2014 all the 162,868 'B' ordinary shares with an aggregate nominal value of £162,868 were cancelled and £162,868 was returned to the equity holders.

13 Reserves

	Profit and loss account £
At 1 January 2014	(39,359)
Profit for year	400,888
	<u>361,529</u>
At 31 December 2014	<u>361,529</u>

14 Reconciliation of movements in shareholders' funds

	2014 £	2013 £
Profit for the year	400,888	48,626
Share capital redeemed during the year	(162,868)	(1,500,000)
	<u>238,020</u>	<u>(1,451,374)</u>
Net reduction in shareholder' funds	238,020	(1,451,374)
Opening shareholders' funds	130,509	1,581,883
	<u>368,529</u>	<u>130,509</u>
Closing shareholders' funds	<u>368,529</u>	<u>130,509</u>

Ipex Capital Management Limited

Notes forming part of the financial statements for the year ended 31 December 2014 (continued)

15 Commitments under operating leases

As at 31 December 2014, the company had annual commitments under non-cancellable operating leases as set out below:

	2014 Land and buildings £	2013 Land and buildings £
Operating leases which expire:		
Within two to five years	38,158	38,158

16 Related party transactions

The following parties are related by virtue of significant influence. During the year the company entered into professional services transactions with these related parties as follows:

	2014 £	2013 £
Ipex Capital Limited	-	15,000
Ipex Holdings Limited	-	8,100
Ipex 1 Fund Limited Partnership	42,549	15,000
Ipex Co-Investment Limited Partnership	9,068	8,100
Ipex 1 GP Limited	9,068	8,100
Ipex 1 SLP Limited	9,068	8,100
Aegate Limited	20,121	91,401
Semblant Limited	239,540	228,078
Plaquetec Limited	104,215	63,661

During the year the company provided investment management services to Ipex 1 GP Limited for £601,000 (2013 - £1,925,000).

During the year the company was recharged costs totalling £nil (2013 - £3,720) by Ipex Capital Limited.

During the year the company was invoiced £30,000 (2013 - £31,897) by Vosamis Limited, a personal service company for one of the Directors.

The following net amounts were owed from / (to) related parties at 31 December 2014:

	2014 £	2013 £
Ipex Co-Investment Limited Partnership	119,635	90,394
Ipex 1 GP Limited	97,711	70,076
Ipex 1 SLP Limited	99,635	75,745
Ipex 1 Fund Limited Partnership	(10,000)	(10,000)