

MPG ARTEMIS GP LIMITED
DIRECTORS' REPORT AND AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017
REGISTERED NUMBER: 08772697

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MPG ARTEMIS GP LIMITED

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MPG ARTEMIS GP LIMITED

COMPANY INFORMATION

DIRECTORS	C.M. Warnes J.C. Bingham D.M. Greenslade
COMPANY SECRETARY	Sanne Group Secretaries (UK) Limited
REGISTERED NUMBER	08772697
REGISTERED OFFICE	Asticus Building 21 Palmer Street London SW1H 0AD
INDEPENDENT AUDITORS	BDO LLP 2 City Place Beehive Ring Road Gatwick West Sussex RH6 0PA

REPORT OF THE DIRECTORS

The Directors present their report and the audited financial statements for the year ended 31 December 2017.

INCORPORATION

MPG Artemis GP Limited (the "Company") was incorporated in England and Wales on 13 November 2013.

PRINCIPAL ACTIVITIES

The principal activity of the Company is to act as General Partner for MPG Artemis LP, a partnership carrying out property investment activities in the United Kingdom.

BASIS OF PREPARATION

On 29 November 2017, Max Industrial Limited, the immediate parent, and its subsidiaries were sold to external party. Following the sale it is the intention of the new owner for the Company to be liquidated as soon as practicable and so the Directors do not consider it appropriate to prepare these financial statements on a going concern basis. Therefore these financial statements have been prepared on a basis other than going concern.

RESULTS AND DIVIDENDS

The result for the year amounted to a loss of £18,340 (2016: £16,638). The Directors do not recommend a dividend for the year (2016: £nil).

DIRECTORS

The Directors who held office during the year ended 31 December 2017 and up to the date of approval of the financial statements were:

F.M. Karim	(resigned 28 February 2017)
K.D. Petrov	(resigned 28 February 2017)
J.C. Bingham	(appointed 28 February 2017)
C.M. Warnes	(appointed 28 February 2017)
P.K. Vasilev	(appointed 28 February 2017, resigned 5 June 2018)
S.D. Davies	(appointed 28 February 2017, resigned 5 June 2018)
M.J. Slattery	(resigned 5 June 2018)
D.M. Greenslade	(appointed 5 June 2018)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Report of the Directors 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), including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") 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 the 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 a going concern basis unless it is inappropriate to presume that the Company will continue in business. As explained in note 1 to the financial statements, the Directors do not believe the going concern basis to be appropriate and, in consequence, these financial statements have not been prepared on that basis.

MPG ARTEMIS GP LIMITED

REPORT OF THE DIRECTORS - (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS - (CONTINUED)

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.

DIRECTORS' CONFIRMATION

Each of the Directors who was a Director at the time when the report is approved confirms that:

- So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- Each Director has taken all the steps that ought to have been taken as a Director, including making appropriate enquiries of fellow Directors and the Company's auditors for that purpose, in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

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

This report was approved by the board on 27/09/2018 and signed on its behalf.



Director

Date: 27/09/2018

Christopher Warnes
Director

MPG ARTEMIS GP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPG ARTEMIS GP LIMITED

OPINION

We have audited the financial statements of MPG Artemis GP Limited ("the Company") for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, Statement of Financial Position and notes to the financial statements, 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, including Financial Reporting Standard 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 state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 1 to the financial statements which explains that following the sale of the Company, the new owners intend to liquidate the Company and therefore do not consider the Company to be a going concern. Accordingly the financial statements have been prepared on a basis other than that of going concern as described in note 1. Our opinion is not modified in this respect of this matter.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the company information and the Report of the Directors. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

MPG ARTEMIS GP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MPG ARTEMIS GP LIMITED - (CONTINUED)

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 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement, 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.

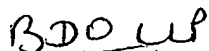
AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

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

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.



Christopher Wingrave (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Gatwick

Date 28 September 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

MPG ARTEMIS GP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2017**

	<u>Note</u>	31 Dec 17 £	31 Dec 16 £
Administrative expenses		(18,340)	(16,338)
Other charges		-	(300)
		<hr/>	<hr/>
LOSS ON ORDINARY ACTIVITIES BEFORE TAX		(18,340)	(16,638)
Tax on loss on ordinary activities	5	-	-
		<hr/>	<hr/>
TOTAL COMPREHENSIVE LOSS FOR THE FINANCIAL YEAR		(18,340)	(16,638)
		<hr/>	<hr/>

(The notes on pages 9 to 13 form part of these audited financial statements)

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2017

	<u>Notes</u>	31 Dec 17 £	31 Dec 16 £
FIXED ASSETS			
Investments	6	1	1
CURRENT ASSETS			
Debtors	7	919	2
CREDITORS			
Creditors: Amounts falling due within one year	8	(47,409)	(28,152)
NET CURRENT LIABILITIES		(46,490)	(28,150)
TOTAL ASSETS LESS CURRENT LIABILITIES		(46,489)	(28,149)
TOTAL NET LIABILITIES		(46,489)	(28,149)
CAPITAL AND RESERVES			
Share capital	9	2	2
Accumulated losses	10	(46,491)	(28,151)
SHAREHOLDER'S DEFICIT	11	(46,489)	(28,149)

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 and authorised for issue by the Board of Directors on the 27th day of September 2018 and were signed on its behalf by:

Director:



Christopher Warnes
 Director

(The notes on pages 9 to 13 form part of these audited financial statements)

MPG ARTEMIS GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. GENERAL INFORMATION

MPG Artemis GP Limited (the "Company") is a private company limited by shares incorporated in England and Wales. Its registered office is set out in page 2. The principal activity of the Company is to act as General Partner for MPG Artemis LP, a partnership carrying out property investment activities in the United Kingdom.

2. ACCOUNTING POLICIES

Basis of preparation

The Company's financial statements have been prepared on a basis other than going concern and under the historical cost convention in accordance with FRS 102 Section 1A Small Entities.

As described in the Report of the Directors on page 3, following the sale of the Company it is the intention of the new owner for the Company to be liquidated as soon as practicable and so the Directors do not consider it appropriate to prepare these financial statements on a going concern basis. Therefore these financial statements have been prepared on a basis other than going concern. No adjustments to the carrying value of the assets and liabilities of the Company as at 31 December 2017 have arisen as a result of preparing the financial statements on a basis other than going concern.

The financial statements are presented in GBP, which is the functional currency of the Company.

The preparation of financial statements in conformity with FRS 102 Section 1A Small Entities requires the use of certain critical accounting estimates and requires management to exercise judgement in applying the accounting policies. However, no significant estimates and judgements were necessary in the preparation of these financial statements.

Disclosure exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The Company is a qualifying small entity as set out in Paragraph 1A.4 and as a result a small entity is not required to comply with the requirements which relate to presentation and disclosure requirements that are not required of small companies in company law.

Instead a complete set of financial statements of a small entity shall include all of the following:

- (a) a statement of financial position as at the reporting date in accordance with paragraph 1A.12;
- (b) an income statement for the reporting period in accordance with paragraph 1A.14; and
- (c) notes in accordance with paragraphs 1A.16 to 1A.20.

Investments

Investments of the Company are stated at cost, less any impairment in recoverable value.

Expenses

The expenses of the Company are recognised in the statement of comprehensive income on an accruals basis.

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017**

2. ACCOUNTING POLICIES - (CONTINUED)

Taxation

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company, and the Limited Partnership in which the Company has an investment, operate and generate taxable income.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Accumulated losses

Accumulated losses represents the Company's cumulative losses minus any dividends paid.

Financial assets

Basic financial assets, including trade and other receivables, are initially recognised at transaction price. Such assets are subsequently carried at amortised cost, using the effective interest method. At the end of each reporting period financial assets measured at amortised cost 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. The impairment loss is recognised in profit or loss. Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other payables and due from related parties, are initially recognised at transaction price. Financing transactions are measured at the present value of the future payments discounted at a market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

MPG ARTEMIS GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017****2. ACCOUNTING POLICIES - (CONTINUED)****Disclosure in relation to Limited Partnership**

The Company is the sole General Partner of MPG Artemis LP, an English Limited Partnership registered under the 1907 Limited Partnership Act. MPG Artemis LP's principal place of business is Asticus Building, 21 Palmer Street London, SW1H 0AD and its principal activity is property investment in the United Kingdom.

In 2018, the property investment held by MPG Artemis LP was sold to Redwood Light Industrial Propco S.à r.l., a related party by common control, and the entity has indicated its intention to enter the liquidation process.

3. EMPLOYEES

The Company has no employees other than the Directors, who did not receive any remuneration in the current year (2016: £nil).

4. OPERATING LOSS

The operating loss is stated after charging:	31 Dec 17	31 Dec 16
	£	£
Auditors' remuneration for audit services	1,660	1,600

5. TAXATION

	31 Dec 17	31 Dec 16
	£	£
UK corporation tax charge on loss for the year	-	-

The tax assessed for the year varies from the standard rate of corporation tax in the UK as set out below:

	31 Dec 17	31 Dec 16
	£	£
Factors affecting the tax charge for the year		
Loss on ordinary activities before tax	(18,340)	(16,638)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016: 20%).	(3,530)	(3,328)
Effect of unutilised tax losses carried forward	3,530	3,328
Current tax charge	-	-

Factors that may affect future tax charges

The UK corporation tax will reduce to 17% with effect from 1 April 2020, which will reduce the levels of any current tax and deferred tax in future years.

MPG ARTEMIS GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

6. INVESTMENTS	31 Dec 17 £	31 Dec 16 £
Cost		
At 31 December 2017 and 31 December 2016	1	1
Net book value		
At 31 December 2017 and 31 December 2016	1	1

The investments of the Company as at 31 December 2017 were as follows:

Name	Class of interest	Holding
MPG Artemis LP	General Partner	0.1%

The Company controls MPG Artemis LP through its role as General Partner but it does not meet the definition of a subsidiary undertaking as the Company did not derive the benefits usually associated with equity ownership.

7. DEBTORS	31 Dec 17 £	31 Dec 16 £
Amounts due from group undertakings	919	2
	919	2

The amounts due from group undertakings are interest-free, unsecured and repayable on demand.

8. CREDITORS	31 Dec 17 £	31 Dec 16 £
Amounts falling due within one year:		
Accruals	8,199	10,000
Amounts due to group undertakings	39,210	18,152
	47,409	28,152

The amounts due to group undertakings are interest-free, unsecured and repayable on demand.

9. SHARE CAPITAL	31 Dec 17 £	31 Dec 16 £
Allotted, called up and unpaid:		
2 ordinary shares of £1 each	2	2

10. ACCUMULATED LOSSES	31 Dec 17 £	31 Dec 16 £
Balance brought forward	(28,151)	(11,513)
Loss for the financial year	(18,340)	(16,638)
Balance carried forward	(46,491)	(28,151)

MPG ARTEMIS GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2017**

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S DEFICIT	31 Dec 17	31 Dec 16
	£	£
Opening shareholder's deficit	(28,149)	(11,511)
Loss for the financial year	(18,340)	(16,638)
	<hr/>	<hr/>
Closing shareholder's deficit	(46,489)	(28,149)
	<hr/>	<hr/>

12. CONTINGENT LIABILITIES

The Company had guaranteed the obligations of MPG Artemis LP under a bank loan facility agreement and provided a fixed and floating charge over its assets to the bank. During the year, the loan was fully repaid.

13. CONTROLLING PARTY AND ULTIMATE CONTROLLING PARTY

The immediate parent of the Company was Max Industrial Limited. The ultimate parent undertaking was Marina Topco (Jersey) Limited, a company registered in Jersey. On November 2017, Max Industrial Limited and its subsidiaries were sold to China Investment Corporation who became the ultimate controlling party from thereon.

14. RELATED PARTIES

Sanne Fiduciary Services Limited ("Sanne") provides administrative services to the Company at commercial rates. Administration fees paid to Sanne during the year totalled £5,803 (2016: £7,211), of which £nil (2016: £nil) remained outstanding at year end. J.C. Bingham and C.M. Warnes are employees of Sanne and they hold a financial interest in Sanne Group PLC, an entity listed on the London Stock Exchange, which is the ultimate beneficial owner of Sanne.

The Company also receives advances from fellow group undertakings for working capital purposes. Outstanding balances at year end are included in debtors and creditors in notes 7 and 8 and comprise £39,210 (2016: £18,056) due to Max Industrial Limited, £917 due from (2016: £96 due to) MPG Artemis LP, £nil (2016: £2) due from MPG Artemis Limited and £2 (2016: £nil) due from Logisor Europe Holdings II S.à r.l.

15. EVENTS AFTER THE DATE OF THE STATEMENT OF FINANCIAL POSITION

There were no material events after the year end that have any bearing on the understanding of these financial statements.