

REGISTERED NUMBER: 09496557 (England and Wales)

**Report of the Directors and
Audited Financial Statements for the Period 1st April 2017 to 30th June 2018
for
Pi Labs Manager Limited**

ANOVA
Chartered Accountants
Anova House
Wickhurst Lane
Broadbridge Heath
Horsham
West Sussex
RH12 3LZ

WEDNESDAY



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Pi Labs Manager Limited

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Pi Labs Manager Limited

Company Information for the Period Ended 30th June 2018

Directors:

F S Butt
D Wilson

Registered office:

151 Wardour Street
London
W1F 8WE

Registered number:

09496557 (England and Wales)

Accountants:

Anova
Chartered Accountants
Anova House
Wickhurst Lane
Broadbridge Heath
Horsham
West Sussex
RH12 3LZ

Auditor:

Nexia Smith & Williamson
Statutory Auditor
Chartered Accountants
25 Moorgate
London
EC2R 6AY

Pi Labs Manager Limited

Directors' Report for the Period Ended 30th June 2018

The directors present their report with the financial statements of the company for the period 1st April 2017 to 30th June 2018.

Principal activity

The principal activity of the company in the period under review was that of advising on Venture Capital Investments.

Events since the end of the period

Information relating to events since the end of the period is given in the notes to the financial statements.

Directors

The directors shown below have held office during the whole of the period from 1st April 2017 to the date of this report.

F S Butt
D Wilson

Disclosure of information to the auditor

In the case of each person who was a director at the time this report was approved:

- so far as that director was aware there was no relevant audit information of which the company's auditor was unaware; and
- that director had taken all steps that the director ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditor was aware of that information

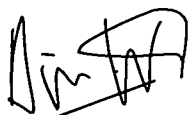
This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Small companies' exemption

The above report has been prepared taking advantage of the small companies' exemption of section 415A of the Companies Act 2006.

22 March 2019

The financial statements were approved by the Board of Directors on and were signed on its behalf by:



.....
D Wilson - Director

Pi Labs Manager Limited

Directors' Responsibilities Statement

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 period. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 accounting 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 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.

Pi Labs Manager Limited

Independent Auditor's Report to the Members of Pi Labs Manager Limited

Opinion

We have audited the financial statements of Pi Labs Manager Limited (the 'company') for the period from 1st April 2017 to 30th June 2018 which comprise the Income Statement, the Balance Sheet and the 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 (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2018 and of its result 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

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

Other information

The other information comprises the information included in the Report of the Directors and Audited Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. 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.

Opinion 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 period 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.

Pi Labs Manager Limited

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 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 and take advantage of the small companies' exemption 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 set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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 on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matter

The financial statements of Pi Labs Manager Limited for the year ended 31 March 2017 were unaudited.

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.



Lindsay Manson,
Senior Statutory Auditor, for and on behalf of
Nexia Smith & Williamson
Statutory Auditor
Chartered Accountants

25 Moorgate
London
EC2R 6AY

Date 26 MARCH 2019

Pi Labs Manager Limited

Income Statement for the Period Ended 30th June 2018

	Notes	Period ended 30 th June 2018 £	Year ended 31 st March 2017 £
Turnover		521,675	50,735
Cost of sales		(521,675)	(50,735)
Gross profit		<u>-</u>	<u>-</u>
Administrative expenses		-	(12)
Operating profit		<u>-</u>	<u>(12)</u>
Interest payable and similar charges		-	-
Profit/ (loss) before tax		<u>-</u>	<u>(12)</u>
Tax on profit/ (loss)	4	-	-
Result for the period		<u><u>-</u></u>	<u><u>(12)</u></u>

There was no other comprehensive income in the period (2017: £ nil)

The notes on pages 10 to 12 form part of these financial statements.

Pi Labs Manager Limited (Registered number: 09496557)

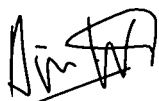
Balance Sheet
30th June 2018

	Notes	30 th June 2018 £	31 st March 2017 £ (Restated)
Current assets			
Debtors	6	<u>288</u>	<u>288</u>
		288	288
Creditors			
Amounts falling due within one year	7	<u>(200)</u>	<u>(200)</u>
Net current assets/(liabilities)		<u>88</u>	<u>88</u>
Total assets less current liabilities		<u>88</u>	<u>88</u>
Capital and reserves			
Called up share capital		100	100
Retained earnings	9	<u>(12)</u>	<u>(12)</u>
Shareholders' funds		<u>88</u>	<u>88</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

22 March 2019

The financial statements were approved by the Board of Directors on and were signed on its behalf by:



.....
D Wilson - Director

The notes on pages 10 to 12 form part of these financial statements.

Pi Labs Manager Limited

Notes to the Financial Statements for the Period Ended 30th June 2018

1. Statutory information

Pi Labs Manager Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. Accounting policies

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The current year financial statements cover a 15 month period from 1st April 2017 to 30th June 2018, therefore the comparative amounts in these financial statements, which cover the year to 31st March 2017, are not fully comparable to the current period.

Going concern

The directors have reviewed the cash position of the Company, the performance of the Company and the forecasts for the 12 months subsequent to the approval of the financial statements. Based on these reviews the directors are of the opinion the Company has sufficient financial resources to continue as a going concern and as such have prepared the financial statements on a going concern basis.

Turnover and cost of sales

Turnover is measured at the fair value of the consideration received or receivable net of VAT.

The nature of the business activity is to channel this turnover through the trade of the parent entity, resulting in a nil gross profit.

Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured at initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at the bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the company's cash management.

Financial liabilities and equity instruments issued by the company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

3. Employees and directors

The average number of employees during the period was nil (2017 - nil).

4. Taxation

Analysis of the tax charge

No liability to UK corporation tax arose for the Period Ended 30th June 2018 nor for the year ended 31st March 2017.

Pi Labs Manager Limited

Notes to the Financial Statements - continued for the Period Ended 30th June 2018

5. Restatement of prior year balance sheet

The prior year balance sheet was restated to re-classify a £188 fixed asset investment to other debtors. This resulted in a £nil impact on the net assets reported in the prior year.

6. Debtors

	30 th June 2018	31 st December 2017
	£	£ (Restated)
Amounts falling due within one year:		
Other debtors	<u>288</u>	<u>288</u>
	<u><u>288</u></u>	<u><u>288</u></u>

7. Creditors: amounts falling due within one year

	30 th June 2018	31 st December 2017
	£	£
Trade creditors	<u>200</u>	<u>200</u>
	<u><u>200</u></u>	<u><u>200</u></u>

8. Related party transactions

There were no material related party transactions which have not been concluded under normal market conditions. Directors' remuneration for the period was £nil (2017: £nil).

9. Reserves

	Retained earnings £	Totals £
At 31 st March 2017	<u>(12)</u>	<u>(12)</u>
Result for the period	<u>-</u>	<u>-</u>
At 30 th June 2018	<u><u>(12)</u></u>	<u><u>(12)</u></u>

Pi Labs Manager Limited

Notes to the Financial Statements - continued for the Period Ended 30th June 2018

10. Post balance sheet events

There were no subsequent events which required disclosure in these Financial Statements.

11. Financial Commitments

There were no financial commitments at the period end.

12. Controlling party

The immediate controlling party is Pi Labs Limited, a private company, limited by shares, registered in England and Wales. Pi Labs Limited's registered office address is 151 Wardour Street, London, W1F 8WE. The ultimate controlling party is F S Butt, by virtue of his shareholding in Pi Labs Limited.

PARTNERSHIP ACCOUNTS, TO BE FILED
WITH THE ACCOUNTS FOR
PI LABS MANAGER LIMITED
(COMPANY NUMBER 09496557)



Pi Labs II Limited Partnership

Annual Report and Audited Financial Statements

for the year ended 30 June 2018

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Key facts

Establishment Date:	12 May 2016
Date of First Closing:	06 June 2016
Date of Termination:	04 June 2023

GBP

Committed Capital - Limited Partners and Carry Partner	7,403,643
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Capital Subscribed		Amount
Transaction date	Description	GBP
01 July 2017	Opening Balance	2,249,915
07 November 2017	Drawdown 5	1,365,813
15 June 2018	Drawdown 6 Distribution 1	885,000

Total drawdowns	4,500,728
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Distributions		Amount
Transaction date	Description	GBP
15 June 2018	Drawdown 6 Distribution 1	137,480

Total distributions	137,480
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Outstanding commitment	2,902,915
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Reconciliation of Capital Account		
Capital subscribed		4,500,728
Distributions		(137,480)
Unrealised gains on investments		1,464,963
Realised gains on investments		87,266
General Partner's Share		(482,925)
Other income and expenses		(303,844)

Finance attributable to partners	5,128,708
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Management and Administration

Establishment date:

12 May 2016

Registered office:

Anova House Wickhurst Lane
Broadbridge Heath
Horsham
West Sussex
England
RH12 3LZ

General Partner:

Pi Labs Manager Limited
Anova House Wickhurst Lane
Broadbridge Heath
Horsham
West Sussex
England
RH12 3LZ

Directors of the General Partner:

Faisal Shahid Butt
Dominic Andrew Wilson

Manager:

Midmar Capital LLP
14-18 Hill Street
Edinburgh
Scotland
EH2 3JZ

Administrator:

Mainspring Fund Services Limited
20-22 Bedford Row
London
England
WC1R 4EB

Independent Auditor:

Nexia Smith & Williamson
25 Moorgate
London
England
EC2R 6AY

Report of the General Partner

The General Partner presents its Annual Report and the Audited Financial Statements of Pi Labs II Limited Partnership (the "Partnership"), for the year ended 30 June 2018.

Principal activities

Pi Labs II Limited Partnership is a closed ended investment fund registered on 12 May 2016 as a limited partnership in England under the Limited Partnerships Act 1907. It is governed by its Amended and Restated Limited Partnership Agreement ("LPA") dated 5 June 2017.

The principal activity of the Partnership is to invest, either directly or indirectly, in early stage and growth businesses in the technology sector.

General Partner's Responsibilities for the Financial Statements

The Limited Partnership Agreement requires the General Partner to prepare financial statements for the Partnership for each financial period.

Company law as applied to qualifying partnerships by the Partnership (Accounts) Regulations 2008 (the "Regulations") requires the General Partner to prepare financial statements for each financial year. Under that law the General Partner has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" ("FRS 102").

Under company law as applied to qualifying partnerships the General Partner 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 Partnership and the loss of the Partnership for that period. In preparing these financial statements, the General Partner is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and account estimates that are reasonable and prudent;
- state whether applicable UK accounting standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" 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 Partnership will continue in business.

The General Partner is responsible for keeping adequate accounting records that are sufficient to show and explain the Partnership's transactions and disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to qualifying partnerships by the Regulations. The General Partner is also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Provision of information to auditor

The General Partner at the time when this report is approved has confirmed that:

- so far as the General Partner is aware, there is no relevant audit information of which the Partnership's auditor is unaware; and
- the General Partner has taken all the steps that ought to have been taken in order to be aware of any information needed by the Partnership's auditor in connection with preparing their report and to establish that the Partnership's auditor is aware of that information.

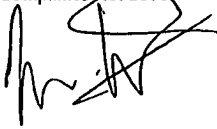
Report of the General Partner

Independent Auditor

A resolution to re-appoint Nexia Smith & Williamson as auditor will be proposed at a subsequent meeting of the Partners.

Small companies note

In preparing this report, the General Partner has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.



Dominic Andrew Wilson
As director of Pi Labs Manager Limited
General Partner

Date: 5 December 2018.

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF PI LABS II LIMITED PARTNERSHIP

We have audited the financial statements of Pi Labs II Limited Partnership (the 'qualifying partnership') for the year ended 30 June 2018 which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of net assets attributable to partners' capital, the Statement of cash flows and the 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 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 state of the qualifying partnership's affairs as at 30 June 2018 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 as applied to qualifying partnerships.

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 qualifying partnership 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

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

Other information

The other information comprises the information included in the Annual Report and Audited Financial Statements, other than the financial statements and our auditor's report thereon. The General Partner is responsible for the other information. 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.

Opinion on other matter prescribed by the Companies Act 2006 as applied to qualifying partnerships

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

- the information given in the Report of the General Partner for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the General Partner has 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 qualifying partnership and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the General Partner.

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to qualifying partnerships 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 the General Partner's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of the General Partner

As explained more fully in the Statement of General Partner's Responsibilities set out on page 4, the General Partner is 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 General Partner determines 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 General Partner is responsible for assessing the qualifying partnership'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 General Partner either intends to liquidate the qualifying partnership or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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 qualifying partnership's partners, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to qualifying partnerships. Our audit work has been undertaken so that we might state to the qualifying partnership's partners 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 qualifying partnership and the qualifying partnership's partners as a body, for our audit work, for this report, or for the opinions we have formed.



Lindsay Manson
Senior Statutory Auditor, for and on behalf of
Nexia Smith & Williamson
Statutory Auditor
Chartered Accountants

25 Moorgate
London
EC2R 6AY

Date: 5 DECEMBER 2018

Statement of Comprehensive Income

		For the year ended 30 June 2018	From inception date 12 May 2016 to 30 June 2017
	Notes	GBP	GBP
Income			
Unrealised gain on investments at fair value through profit and loss	6	1,464,963	26,491
Bank interest		-	150
Total income		1,464,963	26,641
Expenses			
Legal and professional fees		61,504	103,102
Fund administration fees		28,013	27,831
Audit fees		27,500	15,000
Other expenses		27,602	39,933
Total operating expenses		144,619	185,866
Profit / (loss) for the year/period		1,320,344	(159,225)
Realised gain on investment		87,266	-
Net Profit / (loss) for the year/period		1,407,610	(159,225)
Allocated as follows:			
General Partner - General Partner's Share		251,204	231,720
Limited Partners		1,156,406	(390,945)
Total allocated		1,407,610	(159,225)

The notes on pages 12 to 17 form part of these financial statements.

All the items in the above statement derive from continuing operations.

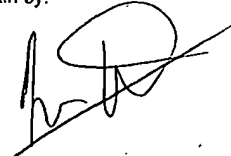
Statement of Financial Position

Registration Number: LP017411

		As at 30 June 2018	As at 30 June 2017
	Notes	GBP	GBP
Assets			
Non-current assets			
Financial assets at fair value through profit or loss	6	4,066,380	1,026,421
Total non-current assets		4,066,380	1,026,421
Current assets			
Trade and other receivables	7	635,056	217,652
Cash and cash equivalents		458,182	848,117
Total current assets		1,093,238	1,065,769
Total assets		5,159,618	2,092,190
Liabilities			
Current liabilities			
Trade and other payables	8	(30,910)	(233,220)
Total current liabilities		(30,910)	(233,220)
Total net assets attributable to Partners		5,128,708	1,858,970
Represented by:			
Capital contributions		8,897	8,091
Loan contributions		4,491,831	2,241,824
Distributions		(137,480)	-
General Partner's Share		(482,925)	(231,720)
Income account		1,248,385	(159,225)
Total net assets attributable to Partners		5,128,708	1,858,970

The notes on pages 12 to 17 form part of these financial statements.

The financial statements on pages 8 to 17 were approved and authorised for issue on 5 December 2018 signed on their behalf by:


 Dominic Andrew Wilson
 As director of Pi Labs Manager Limited
 General Partner

Statement of Changes in Net Assets Attributable to Partners' Capital

	Income Account							Total
	Capital contributions GBP	Distributions GBP	Loan contributions GBP	General Partner's Share allocation GBP	Unrealised gain on investments at fair value through profit and loss GBP	Realised gains GBP	Operating losses excluding unrealised gains on investments GBP	
Balance as at 12 May 2016	-	-	-	-	-	-	-	-
Movement during the period								
Capital contributions	8,091	-	-	-	-	-	-	8,091
Loan contributions	-	-	2,241,824	-	-	-	-	2,241,824
Unrealised gain on investments at fair value through profit and loss	-	-	-	-	26,491	-	-	26,491
General Partner's Share	-	-	-	(231,720)	-	-	-	(231,720)
Income account	-	-	-	-	-	-	(185,716)	(185,716)
Balance as at 30 June 2017	8,091	-	2,241,824	(231,720)	26,491	-	(185,716)	1,858,970
Balance as at 1 July 2017	8,091	-	2,241,824	(231,720)	26,491	-	(185,716)	1,858,970
Movement during the year								
Capital contributions	806	-	-	-	-	-	-	806
Loan contributions	-	-	2,250,007	-	-	-	-	2,250,007
Distributions	-	(137,480)	-	-	-	-	-	(137,480)
Unrealised gain on investments at fair value through profit and loss	-	-	-	-	1,464,963	-	-	1,464,963
General Partner's Share	-	-	-	(251,205)	-	-	-	(251,205)
Income account	-	-	-	-	-	-	(144,619)	(144,619)
Realised gain	-	-	-	-	-	87,266	-	87,266
Balance as at 30 June 2018	8,897	(137,480)	4,491,831	(482,925)	1,491,454	87,266	(330,335)	5,128,708

The notes on pages 12 to 17 form part of these financial statements.

Statement of Cash Flows

		For the year ended 30 June 2018	From inception date 12 May 2016 to 30 June 2017
	Notes		GBP
Cash flows from operating activities			
Profit / (loss) for the year/period		1,320,344	(159,225)
Changes in fair value of investments	6	(1,464,963)	(26,491)
Increase in trade and other payables		15,910	15,000
Purchase of investments	6	(1,624,989)	(999,930)
Investment realised		137,259	-
Net cash flow used in operating activities		(1,616,439)	(1,170,646)
Cash flows from financing activities			
Capital and loan contributions received		1,833,409	2,032,263
General Partner's Share distribution		(469,425)	(13,500)
Distributions		(137,480)	-
Net cash inflow from financing activities		1,226,504	2,018,763
Cash and cash equivalents			
Net change in cash and cash equivalents		(389,935)	848,117
Cash and cash equivalents at the beginning of the year/period		848,117	-
Cash and cash equivalents as at the end of the year/period		458,182	848,117

The notes on pages 12 to 17 form part of these financial statements.

Notes to the Financial Statements

1. Principal activities and general information

Pi Labs II Limited Partnership (the "Partnership") is a closed ended investment fund registered on 12 May 2016 as a limited partnership in England under the Limited Partnerships Act 1907 with number LP017411. The General Partner of the Partnership is Pi Labs Manager Limited, a limited company, registered in England & Wales. The General Partner is responsible for the operation of the Partnership and the conduct and management of its business carried on in accordance with the terms of the Amended and Restated Limited Partnership Agreement.

The Partnership's registered office is at Anova House Wickhurst Lane, Broadbridge Heath, Horsham, West Sussex, England, RH12 3LZ.

The General Partner has appointed Midmar Capital LLP as Manager of the Partnership.

The principal activity of the Partnership is to invest, either directly or indirectly, in early stage and growth businesses in the technology sector.

The Partnership will be dissolved and its affairs wound up six years from the date of the Amended and Restated Limited Partnership Agreement, dated 5 June 2017. The life of the Partnership may be extended by the General Partner, with the approval of the Advisory Committee, for a further period of a year on two occasions.

2. Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 102 ("FRS 102") as issued by the Financial Reporting Council and as allowed by the requirements of the Amended and Restated Limited Partnership Agreement. The financial statements have also been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities held at fair value.

The financial statements have been prepared on the going concern basis which assumes that the Partnership will continue in operational existence for the foreseeable future. The Directors of the General Partner are of the opinion that the Partnership is able to call sufficient capital from the partners' undrawn commitments to meet its day-to-day liabilities as they fall due.

These financial statements are prepared for the year ended 30 June 2018 in accordance with the terms of the Limited Partnership Agreement.

3. Summary of significant accounting policies

The following accounting policies have been applied consistently in dealing with the items which are considered material in relation to Pi Labs II Limited Partnership's Financial Statements.

Financial assets and liabilities at fair value through profit or loss

Classification

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

Financial assets or liabilities designated at fair value through profit or loss at inception are financial instruments that are not classified as held for trading but are managed as part of an investment portfolio, and their performance is evaluated on a fair value basis in accordance with the Partnership's investment activity.

Recognition/De-recognition

Purchases and sales of investments are recognised on trade date - the date on which the Partnership commits to purchase or sell the asset. Investments are initially recognised at fair value. All transaction costs for such investments are recorded directly in profit or loss. Investments are de-recognised when the rights to receive cash flows from the investments have expired or the Partnership has transferred substantially all risks and rewards of ownership.

Subsequent to initial recognition, all financial assets at fair value through profit or loss are measured at fair value.

Notes to the Financial Statements

3. Summary of significant accounting policies (Continued)

Gains and losses arising from changes in fair value of the financial assets at fair value through profit or loss are included in the Statement of Comprehensive Income in the period in which they arise.

Measurement

Investments are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of financial instruments not traded in active markets is determined using valuation techniques as the General Partner considers appropriate given the performance of each investee company and after taking into account the effect of dilution, the exercise of ratchets, options or other incentive schemes.

The Partnership uses a variety of methods and assumptions that are based on market conditions existing at the Statement of Financial Position date. Valuation techniques used include the use of comparable recent arms length transactions, discounted cash flows analysis, earnings multiple methods, price of recent investment and other valuation techniques commonly used by market participants.

Notwithstanding the above, the variety of valuation bases adopted and quality of management information provided by the underlying investee companies means there are inherent difficulties in determining the value of these investments. Amounts realised on the sale of those investments will inevitably differ from the values reflected in these Financial Statements and the differences may be significant.

Income and expenses

Income and expenses are recognised in the Statement of Comprehensive Income on an accruals basis.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently stated at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, cash in current accounts and other short term highly liquid investments with an original maturity of three months or less. For the purpose of the Statement of Cash Flows, the cash and cash equivalents comprise cash at bank.

Functional and presentational currency

Items included in the Partnership's Financial Statements are measured and presented in British Pound "GBP", the currency of the primary economic environment in which it operates ("the functional currency"), due to all capital calls and distributions being made in GBP.

Distributions

Distributions are allocated pro rata in accordance with the terms of the Amended and Restated Limited Partnership Agreement.

Capital and preferred capital contributions

Capital and preferred capital contributions are classified as financial liabilities as the contractual right per the Amended and Restated Limited Partnership Agreement is that partners receive cash at the end of the life of the Partnership as defined in the Amended and Restated Limited Partnership Agreement.

Notes to the Financial Statements

3. Summary of significant accounting policies (Continued)

Critical accounting estimates and judgements in applying accounting policies

The Partnership makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Partnership holds investments that are not quoted in active markets. Fair values of such investments are determined using valuation techniques. Where valuation techniques (for example, models) are used to determine fair values, they are validated and periodically reviewed by the General Partner.

Models use observable data, to the extent practicable. However, volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of the investments.

Taxation

The Partnership is domiciled in England, United Kingdom. Under the current laws there are no income, estate, corporation, capital gains or other taxes payable by the Partnership. Any other tax liability arising on the activities of the Partnership itself will be borne by the individual partners.

4. Unfunded committed capital

Unfunded committed capital from the Limited Partners is not shown on the Statement of Financial Position, as the Partnership has no unconditional right to receive cash as long as it has not identified an investment to invest in.

5. Material agreements

General Partner's Share

Under the terms of the Amended and Restated Limited Partnership Agreement dated 5 June 2017, Pi Labs Manager Limited was appointed as the General Partner of the Partnership, and is entitled to receive General Partner's Share, payable semi-annually in advance, in accordance with paragraph 12 General Partner's Share.

Distributions

Under the terms of the Amended and Restated Limited Partnership Agreement dated 5 June 2017, after payment of the expenses and liabilities of the Partnership, all income proceeds and capital proceeds shall be distributed to the partners in accordance with paragraph 11 Distributions.

Management agreement

Under the terms of the Management Agreement dated 25 April 2016, Midmar Capital LLP was appointed as Alternative Investment Fund Manager ("AIFM") and provides management and advisory services to the Partnership.

Administration agreement

Under the terms of the Service Level Agreement dated 11 May 2016, Mainspring Fund Services Limited provides administrative services and is entitled to receive administration fees and reimbursement of expenses as may be determined from time to time by the parties.

6. Investments at fair value through profit or loss

Movements in the value of the Partnership's investments for the year ended 30 June 2018 are as follows:

	30 June 2018 GBP	30 June 2017 GBP
Fair value at beginning of the year/period	1,026,421	-
Additions	1,624,989	999,930
Disposals	(49,993)	-
Changes in fair value of investments	1,464,963	26,491
Fair value at end of the year/period	4,066,380	1,026,421

Notes to the Financial Statements

6. Investments at fair value through profit or loss (Continued)

Fair value hierarchy

The three levels of the fair value hierarchy are described below:

Level (1): Unadjusted quoted prices in active markets for identical assets or liabilities;

Level (2): Inputs other than quoted prices included within Level (1) that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

Level (3): Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The levels in the fair value hierarchy within which the fair value measurement is categorised in its entirety are determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a Level (3) measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. In evaluating the level at which the Partnership's investments have been classified, the Partnership has assessed factors including, but not limited to, price transparency, the ability to redeem at NAV at the measurement date and the existence or absence of certain restrictions at the measurement date.

All the Partnership's financial assets measured at fair value through profit and loss are Level (3) and as a result the Level (3) reconciliation of movements in investments is equivalent to the reconciliation provided at the beginning of the note.

7. Trade and other receivables

	30 June 2018	30 June 2017
	GBP	GBP
Due from Partners	635,056	217,652
	635,056	217,652

The fair value of trade and other receivables due within one year approximates to their carrying amounts as presented above.

8. Trade and other payables

	30 June 2018	30 June 2017
	GBP	GBP
Accrual for General Partner's Share	-	218,220
Accrual for audit fees	27,500	15,000
Other creditors	3,410	-
	30,910	233,220

The fair value of trade and other payables due within one year approximates to their carrying amounts as presented above.

Notes to the Financial Statements

9. Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

During the year ended 30 June 2018, General Partner's Share of GBP 251,204 (2017: GBP 231,720) has been allocated to Pi Labs Manager Limited, the General Partner, in priority of any distributions to the other partners in accordance with the Amended and Restated Limited Partnership Agreement, as detailed in note 5. At the year end GBP nil (2017: GBP 218,220) of the General Partner's Share was unpaid.

Faisal Shahid Butt and Dominic Andrew Wilson, directors and equity holders in the General Partner, are also limited partners in the Partnership. During the year they received no remuneration from the Partnership.

10. Capital risk management

The capital of the Partnership is represented by the net assets attributable to the partners. The Partnership's objective when managing the capital is to safeguard the ability to continue as a going concern in order to provide returns for partners and benefits for other stakeholders and to maintain a strong base to support the development of the investment activities of the Partnership.

The General Partner monitors capital on the basis of the value of the net assets attributable to the partners.

11. Financial risk management

As an integral part of the Partnership's strategy it intentionally exposes itself to various financial risks in order to enhance the potential for return. The Partnership's investing activities expose it to various types of risks that are associated with the financial investments and markets in which they invest. The significant types of financial risks to which the Partnership is exposed are market price risk, credit risk and liquidity risk:

- Market price risk - the Partnership takes on exposure to market risk, which is the risk that the value of the investments held will fluctuate as a result of uncertain future changes in market values.
- Currency risk - the Partnership holds no assets denominated in currencies other than GBP, the functional currency, therefore the Partnership is not exposed to currency risk.
- Credit risk - the Partnership takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Impairment provisions are provided for losses that have been incurred by the Statement of Financial Position date, if any.

Financial assets exposed to counterparty credit risk are cash and cash equivalents of GBP 458,182 (2017: GBP 848,117) and trade and other receivables of GBP 635,056 (2017: GBP 217,652).

- Liquidity risk – the Partnership takes on exposure to liquidity risk, which is the risk that the Partnership will encounter difficulties in raising funds to meet the commitments of the agreements it has entered. The majority of investments undertaken are unlisted and as a result, the Partnership may not be able to liquidate these at an amount close to the fair value in order to meet specific obligations that may arise. The Partnership has the ability to call additional capital from investors to fund investment activities up to their maximum commitment.

The manner in which the Partnership exposes itself to such risks is consistent with other partnerships which provide funds for the promotion and growth of private equity investments.

Asset allocation is determined by the General Partner of the Partnership which manages the allocation of assets to achieve its investment objectives. Achievement of the investment objectives involves taking risks. The General Partner exercises judgement based on analysis, research and risk management techniques when making investment decisions.

The Partnership's capital management objectives are:

- To ensure the Partnership's ability to continue as a going concern, and
- To provide appropriate risk adjusted returns to investors

Notes to the Financial Statements

12. Outstanding Commitments and Guarantees

As at the Statement of Financial Position date, the Partnership has no outstanding commitments or guarantees (2017: nil).

13. Ultimate controlling party

In the opinion of the General Partner, there is no ultimate controlling party of the Partnership.

14. Subsequent events

There are no subsequent events requiring disclosure in these Financial Statements.