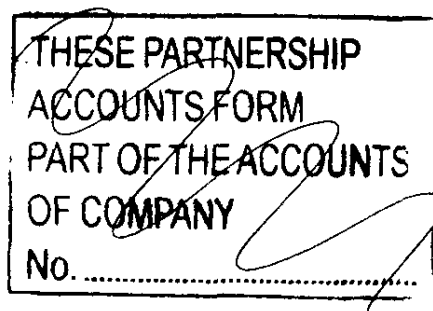




## 3i DM GIF 2015 GP Limited

Annual report and accounts for the year to 31 March 2018

Registered number: 09581364



## Contents

Directors' report.....	1
Statement of Directors' responsibilities.....	3
Auditor's report.....	4
Statement of comprehensive income.....	7
Statement of changes in equity.....	7
Statement of financial position .....	8
Statement of cash flows .....	9
Accounting policies .....	10
Notes to financial statements.....	12

## **Directors' report**

The Directors submit their report on 3i DM GIF 2015 GP Limited (the "Company") with the financial statements for the year ended 31 March 2018.

## **Background and general information**

The Company was established on 8 May 2015 and is domiciled in England as a company under the Companies Act 2006. The registered office of the Company is 16 Palace Street, London, SW1E 5JD.

## **Principal activity**

The principal activity of the company during the year was to act as General Partner of 3i DM GIF 2015 LP, (the "Partnership").

## **Developments**

The Partnership was liquidated on 15 May 2018, and as a result the Directors resolved to wind up the Company within the next 12 months.

## **Principal risks and uncertainties**

The Company is a subsidiary of 3i Group plc ("3i"). 3i sets objectives, policies and processes for managing and monitoring risk. These are outlined in the 31 March 2018 3i Group plc Annual Report and Accounts.

## **Results and dividends**

Profit and total comprehensive income for the year after tax amounted to £1,800 (2017: £4,289).

An interim dividend of £7,000 (2017: £nil) was paid in the year. The Directors do not recommend a final dividend for the year (2017: £nil).

## **Events after the balance sheet date**

The Partnership was liquidated on 15 May 2018. The Directors resolved to wind up the Company within the next 12 months. There were no other significant events since the Statement of financial position date.

## Directors' report

### Directors

The following served as Directors throughout the year and to the date of this report except where otherwise indicated:

Ian Cooper	(appointed on 19/12/2017)
Jasi Halai	
Jonathan Murphy	
Kevin Dunn	
Matt Shelley	(resigned on 07/12/2017)

### Going concern

Following the liquidation of the Partnership, the Company has resolved to wind up in the next 12 months. For this reason, the financial statements have been prepared on a break up basis. Refer to accounting policy B for further information.

### Exemption from presenting a Strategic Report

The Directors have taken the exemption available under Section 414B of the Companies Act in not presenting a Strategic Report.

### Disclosure of information to the auditor

Pursuant to s418(2) of the Companies Act 2006, each of the Directors confirms that: (a) so far as they are aware, there is no relevant audit information of which the auditors are unaware, and (b) they have taken all steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of such information.

### Auditor

Ernst & Young LLP remains in office as auditor of the Company in accordance with section 487(2) of the Companies Act 2006.

By Order of the Board



Jasi Halai  
Director

Registered Office:  
16 Palace Street  
London  
SW1E 5JD

02 August 2018

## **Statement of 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 International Financial Reporting Standards (IFRS) as adopted by the European Union (EU). 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 the profit or loss of the Company for that period.

In preparing those 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 that the financial statements comply with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. For the reasons stated in the Directors' report and accounting policy B, the financial statements have been prepared on a break up basis.

The directors are responsible for keeping adequate accounting records which 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. The directors confirm they have complied with the above requirements in preparing the financial statements.

## **Auditor's report**

### **Independent auditor's report to the members of 3i DM GIF 2015 GP Limited**

#### **Opinion**

We have audited the financial statements of 3i DM GIF 2015 GP Limited for the year ended 31 March 2018 which comprise the Statement of comprehensive income, the Statement of changes in equity, the Statement of financial position, the Statement of cash flows, the Accounting policies A to J and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial statements have been prepared on a break up basis as disclosed in accounting policy B.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 below. 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.

#### **Other information**

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

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

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 the other information, we are required to report that fact.

We have nothing to report in this regard.

## Independent auditor's report to the members of 3i DM GIF 2015 GP Limited

### 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.

### 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 take advantage of the small companies' exemptions from the requirement to prepare a strategic report.

### Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities set out on page 3, 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

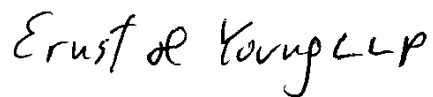
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## Independent auditor's report to the members of 3i DM GIF 2015 GP Limited

### Use of our report

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

A handwritten signature in black ink, reading "Ernst & Young LLP".

Maximiliano Bark (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London  
2 August 2018



## Statement of comprehensive income

for the year to 31 March 2018

	Notes	2018 £	2017 £
Revenue	1	18,509	19,269
Operating expenses	2	(17,595)	(13,874)
Net interest income		72	-
Foreign exchange movements		(1,038)	746
<b>(Loss)/Profit before tax</b>		<b>(52)</b>	<b>6,141</b>
Income tax credit/(charge)	4	1,852	(1,852)
<b>Profit for the year</b>		<b>1,800</b>	<b>4,289</b>
<b>Profit and total comprehensive income for the year</b>		<b>1,800</b>	<b>4,289</b>

All items in the above statement are derived from discontinuing operations.

## Statement of changes in equity

for the year to 31 March 2018

	Notes	Issued capital £	Retained earnings £	Total equity £
Balance at 1 April 2016		1	3,647	3,648
Profit for the year		-	4,289	4,289
<b>Total equity at 31 March 2017</b>		<b>1</b>	<b>7,936</b>	<b>7,937</b>
Balance at 1 April 2017		1	7,936	7,937
Profit for the year		-	1,800	1,800
Dividend paid	5	-	(7,000)	(7,000)
<b>Total equity at 31 March 2018</b>		<b>1</b>	<b>2,736</b>	<b>2,737</b>

The accounting policies on pages 10 to 11 and the notes on pages 12 to 17 form an integral part of these financial statements.

## Statement of financial position

as at 31 March 2018

	Notes	2018 £	2017 £
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		2,736	9,788
Receivables	6	1	1
<b>Total current assets</b>		<b>2,737</b>	<b>9,789</b>
<b>Total assets</b>		<b>2,737</b>	<b>9,789</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Deferred tax	4	-	(1,852)
<b>Total liabilities</b>		<b>-</b>	<b>(1,852)</b>
<b>Net assets</b>		<b>2,737</b>	<b>7,937</b>
<b>Equity</b>			
Issued capital	7	1	1
Retained earnings		2,736	7,936
<b>Total equity</b>		<b>2,737</b>	<b>7,937</b>

The accounting policies on pages 10 to 11 and the notes on pages 12 to 17 form an integral part of these financial statements.

The financial statements have been approved and authorised for issue by the Board of Directors.



Jasi Halai  
Director

02 August 2018

## Statement of cash flows

for the year to 31 March 2018

	Notes	2018 £	2017 £
<b>Cash flow from operating activities</b>			
Revenue collected	1	18,509	35,166
Bank interest received		72	-
Operating expenses paid	2	(17,595)	(25,320)
<b>Net cash flow from operating activities</b>		986	9,846
<b>Cash flow from financing activities</b>			
Dividends paid	5	(7,000)	-
<b>Net cash flow from financing activities</b>		(7,000)	-
<b>Net cash flow</b>		(6,014)	9,846
Opening cash and cash equivalents		9,788	-
Effect of exchange rate fluctuations		(1,038)	(58)
<b>Closing cash and cash equivalents</b>		2,736	9,788

The accounting policies on pages 10 to 11 and the notes on pages 12 to 17 form an integral part of these financial statements.

## Accounting policies

**A Statement of compliance** These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") as adopted for use in the EU and in accordance and compliance with the Companies Act 2006.

### New standards and interpretations not applied

The IASB has issued the following standards and interpretations to be applied to financial statements with periods commencing on or after the following dates:

		Effective for periods beginning on or after
IFRS 9	Financial instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2018
IFRS 16	Leases	1 January 2019

The Directors have performed an assessment and do not anticipate that IFRS 9, IFRS 15 and IFRS 16 will have a material impact on its results.

**B Basis of preparation** The principal accounting policies applied in the preparation of the Company accounts are disclosed below, but where possible, they have been shown as part of the note to which they specifically relate in order to assist the reader's understanding. These policies have been consistently applied and apply to all years presented, unless stated otherwise.

The Partnership for which the Company was a General Partner was liquidated on 15 May 2018 and the directors have taken the decision to wind up the Company within the next 12 month. For that reason, the Company financial statements have been prepared under the break up basis of accounting in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Under this basis, the assets are held at recoverable amount. Upon application of the basis no adjustment was required as the fair value of assets equates to the recoverable amount. The financial statements are presented in Sterling, the functional currency of the Company, being the currency in which it operates and generates revenue and incurs expenses. The financial statements are presented in Sterling, the functional currency of the Company, being the currency in which it operates and generates revenue and incurs expenses.

**C Significant accounting estimates and judgements** The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The most significant techniques for estimation are described in the accounting policies below.

**D Foreign currency transactions** Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates of exchange at the balance sheet date. Foreign currency transactions are translated into sterling at the average rates of exchange over the year and exchange differences arising are taken to the Statement of comprehensive income.

## Accounting policies (continued)

**E Revenue recognition** Revenue comprises of Priority Profit Share from various Limited Partnerships, and is recognised as services are provided and it is probable that amounts will be repaid.

**F Operating expenses** Operating expenses are charged to the Statement of comprehensive income on an accruals basis.

**G Cash and cash equivalents** Cash and cash equivalents in the Statement of financial position comprise cash at bank.

**H Receivables** Assets, other than those specifically accounted for under a separate policy are stated at their cost less impairment. They are reviewed at each Statement of financial position date to determine whether there is any indication of impairment. If any such indications exists, the asset's recoverable amount is estimated based on expected discounted future cash flows. Any change in the level of impairment is recognised directly in the Statement of comprehensive income.

**I Income taxes** Income taxes represent the sum of the tax currently payable, and deferred tax. Tax is charged or credited in the Statement of comprehensive income, except where it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity.

*The tax currently payable is based on the taxable profit for the year. This may differ from the profit included in the Statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and laws that have been enacted or substantially enacted by the Statement of financial position date.*

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit ('temporary differences'), and is accounted for using the Statement of financial position liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date

**J Dividends** Dividends are recognised through equity in the period in which they are approved and declared.

## Notes to financial statements

### 1 Revenue

	2018 £	2017 £
Priority profit share	18,509	19,269
	18,509	19,269

### 2 Operating expenses

	2018 £	2017 £
Management fees	17,583	13,874
Bank charges	12	-
	17,595	13,874

The auditor's remuneration for the year of £4,500 (2017: £4,200) was borne by 3i plc, a fellow subsidiary.

Liquidation costs are estimated at £1,900 (2017: nil) and will also be borne by 3i plc.

### 3 Directors' emoluments

The Directors of the Company are also Directors of fellow subsidiaries and receive remuneration from 3i plc. The table below shows the total emoluments received by the Directors from the fellow subsidiary.

	2018 £	2017 £
Salaries and benefits	1,023,177	988,062
Bonuses	404,146	417,413
Compensation for loss of office	103,741	-
Share based payments	781,158	568,120
	2,312,222	1,973,585

Emoluments, including share based payments, attributable to the highest paid Director were £1,345,191 (2017: £1,115,254).

The Directors do not receive any emoluments from the Company and do not believe it is practicable to apportion the above amounts to their services as Directors of the Company. The Directors' services to the Company do not occupy a significant amount of their time.

No Directors (2017: nil) of the Company accrued retirement benefits under the 3i Group Pension Plan, a defined benefit contributory scheme.

### 3 Directors' emoluments (continued)

The Company's contribution to pension schemes on behalf of Directors was £nil for the year to 31 March 2018 (2017: £nil).

The Directors are granted options in shares of 3i. The fair value for the services provided to the Company by the Directors cannot be reliably estimated and as such no share-based payment charge has been allocated to the Company.

### 4 Income taxes

	2018 £	2017 £
<b>Current tax</b>		
UK corporation tax	-	-
<b>Deferred income taxes</b>		
Origination and reversal of temporary differences	(109)	1,228
Effect of change in tax rate	-	(62)
Adjustment for prior years	(1,743)	686
<b>Total income taxes in the Statement of comprehensive income</b>	<b>(1,852)</b>	<b>1,852</b>

#### Reconciliation of total income taxes in the Statement of comprehensive income

The tax charge for the year ended is different to the standard rate of corporation tax in the UK, currently 19% (2017: 20%), and the differences are explained below:

	2018 £	2017 £
(Loss)/Profit before tax	(52)	6,141
(Loss)/Profit before tax multiplied by rate of corporation tax in the UK of 19% (2017: 20%)	(10)	1,228
<b>Effects of:</b>		
Tax losses surrendered as group relief for nil consideration	10	-
Effect of change in tax rate	-	(62)
Deferred tax adjustment/write off	(109)	-
Adjustment for prior years	(1,743)	686
<b>Total income taxes in the Statement of comprehensive income</b>	<b>(1,852)</b>	<b>1,852</b>

## 4 Income taxes (continued)

### Deferred tax

	Statement of financial position 2018 £	Statement of comprehensive income 2018 £
<b>Deferred income tax asset</b>		
Tax losses	-	546
<b>Deferred income tax liability</b>		
Accrued priority profit share	-	(2,398)
<b>Deferred income tax asset/(liability)</b>	-	-
<b>Deferred income tax charge/(credit) in the statement of comprehensive income</b>	-	(1,852)

	Statement of financial position 2017 £	Statement of comprehensive income 2017 £
<b>Deferred income tax asset</b>		
Tax losses	546	(546)
<b>Deferred income tax liability</b>		
Accrued priority profit share	(2,398)	2,398
<b>Deferred income tax asset/(liability)</b>	(1,852)	-
<b>Deferred income tax charge/(credit) in the statement of comprehensive income</b>	-	1,852

The UK Government announced as part of the Finance (No 2) Act 2015, which received Royal Assent on 18 November 2015, that the main rate of corporation tax rate would be reduced from 20% to 19% from 1 April 2017. As part of the Finance Act 2016, a further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016 and received Royal Assent on 15 September 2016. This will affect the rate at which future UK cash tax will be payable and the rate at which deferred tax assets are expected to reverse. The deferred tax liability at 31 March 2018 has been calculated based on these rates.

## 5 Dividends paid and declared

	2018 £	2017 £
Declared and paid during the year	7,000	-
	7,000	-



## 6 Receivables

	2018	2017
	£	£
Amounts owed by related parties	1	1
	1	1

## 7 Issued capital

	Authorised number of shares	Amount £
Allotted and called up ordinary shares of £1 each (£1)	1	1
At 31 March 2018 and 31 March 2017	1	1

## 8 Parent undertaking and controlling party

The Company's immediate parent undertaking is 3i Holdings plc.

The Company's ultimate parent undertaking and controlling party is 3i which is incorporated in the United Kingdom and registered in England and Wales. Copies of its group financial statements, which include the Company, are available from 16 Palace Street, London, SW1E 5JD.

## 9 Related parties

During the year the Company entered into transactions, in the ordinary course of business, with related parties. Those transactions with Directors of the Company are disclosed in note 3. There are no other key management personnel. Each of these categories of related parties and their impact on the financial statements is detailed below.

### Income from Limited Partnerships

The Limited Partnerships are related parties, being the entities for which the Company acts as General Partner. Total revenue from Limited Partnerships, including the amount of accrued fees receivable at the end of the year, is detailed below:

	2018		2017	
	Priority Profit Share £	Accrued at end of year £	Priority Profit Share £	Accrued at end of year £
3i DM GIF 2015 LP	18,509	-	19,269	-
	18,509	-	19,269	-

## 9 Related parties (continued)

### Transactions with fellow subsidiaries

#### Management Fees

Total fees paid to 3i plc, which is appointed by the Company to manage certain Limited Partnerships, including the amount of accrued fees due at the end of the year, are detailed below:

	2018		2017	
	Management Fees in Year £	Accrued at end of year £	Management Fees in Year £	Accrued at end of year £
Management fees paid to 3i plc	17,583	-	13,873	-

## 10 Financial risk management

The Company is a subsidiary of 3i. 3i sets objectives, policies and processes for managing and monitoring risk as set out in the Directors' report in the 3i annual report. This note provides further information on the specific risks faced by the Company.

### Capital management

The capital structure of the Company consists of equity. There is sufficient capital in the Company to cover liabilities and the Company is free to transfer capital to the parent company subject to maintaining sufficient reserves to meet statutory obligations. No significant constraints have been identified in the past.

### Credit risk

The Directors do not believe that there is significant credit risk as the Company had no receivables at 31 March 2018.

### Liquidity risk

The Directors do not believe that there is significant liquidity risk as the Company had no trade and other payables at 31 March 2018.

### Market risk

The Directors do not believe that there is significant market risk as the Company does not hold fixed or floating rate loans or liabilities or investments which are exposed to market fluctuations.

## 10 Financial risk management (continued)

### Currency risk

A significant exposure to currency risk is due to fluctuations in foreign currency translation. At 31 March 2018, the Company was exposed to currency risk relating to GBP/USD. At 31 March 2018, had GBP strengthened / weakened by 5%, 10% or 15% in relation to these currencies, with all other variables held constant, net assets would have decreased / increased respectively by the amounts shown in the following table.

<b>As at 31 March 2018</b>	<b>5%</b>	<b>10%</b>	<b>15%</b>
	<b>£</b>	<b>£</b>	<b>£</b>
USD	130	249	357
	130	249	357
<hr/>			
<b>As at 31 March 2017</b>	<b>£</b>	<b>£</b>	<b>£</b>
USD	466	890	1,277
	466	890	1,277

In addition to this, the table below sets out the Company's exposure to foreign currency exchange rates with regard to the Company's assets and liabilities at the year end. The Company's total assets were £2,737 (2016: £9,789) and the total liabilities were £nil (2017: £1,852).

<b>% of total assets</b>	<b>2018</b>	<b>2017</b>
USD	100%	100%
	100%	100%
<hr/>		
<b>% of total liabilities</b>	<b>2018</b>	<b>2017</b>
USD	-	-
	-	-



## 3i DM GIF 2015 LP

Annual report and accounts for the period from 1 April 2017 to 15 May 2018

Registered number: LP016635

To be filed with accounts of 3i DM GIF 2015 GP Ltd: Company number 09581364



THESE PARTNERSHIP  
ACCOUNTS FORM  
PART OF THE ACCOUNTS  
OF COMPANY  
No. 09581364

## Contents

Strategic report .....	2
Members' report .....	3
Members' responsibilities statement .....	4
Statement of comprehensive income .....	5
Statement of changes in Partners' accounts .....	6
Statement of financial position .....	7
Statement of cash flows .....	8
Accounting policies .....	9
Notes to the financial statements .....	11

## Strategic report

The Directors of 3i Investments plc (the "Manager") present their strategic report on 3i DM GIF 2015 LP (the "Partnership") for the period ended 15 May 2018.

### Results and business review

The principal activity of the Partnership was to carry on the business of an investor in the ICM International Fund (previously Global Income fund), an investment fund established to invest in a diverse global portfolio of primarily senior secured floating rate corporate credit assets, with exposure principally to North American and Western European issuers

The main key performance indicators are as follows:

	for the period 01 April 2017 to 15 May 2018	2017
	\$	\$
Profit and total comprehensive income for the year	2,881,124	8,616,117
Net assets attributable to Partners	-	99,723,354

The results for the period and financial position of the Partnership are as shown in the annexed financial statements.

The Directors of the Manager are satisfied with the performance of the Partnership for the year, which has been driven by strong asset cash flows derived from portfolio income of \$3,937,512 and proceeds from investments of \$143,450,058. The Partnership also distributed \$131,184,478 to its Partners during the period.

The Manager dissolved the Partnership on 15 May 2018 following the realisation of the Partnership's sole investment.

### Risk management

The Manager evaluates the Partnership's risk appetite on a regular basis. The principal risks and uncertainties facing the Partnership were considered to be the following:

- Market price risk
- Liquidity risk

The Manager has established a risk and financial management frame work whose primary objective is to protect the Partnership from events that hinder the achievement of the Partnership's performance objectives, being to generate attractive risk-adjusted returns to investors.

These objectives aim to limit undue counterparty exposure, ensure sufficient working capital exists and monitor the management of risk at a Partnership level. Details of the Partnership's associated risk policies are found in note 8.

As at 15 May 2018, the Partnership has been dissolved and therefore no longer subject to the above risks.

For and on behalf of 3i Investments plc



Jasi Halai

14 September 2018

Registered office.  
16 Palace Street  
London  
SW1E 5JD

## Members' report

The Directors of the Manager present their Members' report on the Partnership for the period ended 15 May 2018.

### Background and general information

The Partnership was established on 14 May 2015 and is domiciled in England as an English Limited Partnership under the Limited Partnership Act 1907. The registered office of the Partnership is 16 Palace Street, London, SW1E 5JD. The General Partner of the Partnership is 3i DM GIF 2015 GP Limited.

The Manager submits its report with the financial statements of the Partnership from 1 April 2017 to 15 May 2018.

### Activities and future prospects

The Partnership has been reported as a Qualifying Limited Partnership as defined under The Partnerships (Accounts) Regulations 2008.

The principal activity of the Partnership was to carry on the business of an investor in Debt Management deals across all regions in which 3i invests in North America.

The Manager dissolved the Partnership on 15 May 2018 following the realisation of the Partnership's sole investment.

### Partners' interests

A summary of movements in Partners' accounts is given in the Statement of changes in Partners' accounts on page 6.

### Manager

The Manager has responsibility for managing and operating the Partnership and for managing its investment portfolio. The Manager is authorised and regulated by the Financial Conduct Authority.

### Going concern

Following the realisation of the Partnerships remaining asset during the year, the Manager dissolved the Partnership on 15 May 2018. For this reason, the financial statements have been prepared on a break up basis. Refer to accounting policy B for further information.

### Events after the balance sheet date

There were no material events after the balance sheet date.

### Dissolution of Partnership

The Manager dissolved the Partnership on 15 May 2018. For this reason, the financial statements have been prepared on a break-up basis.

### Exemption from the audit

No audit for the financial statements has been performed as the Partnership has been dissolved.

For and on behalf of 3i Investments plc



Jasi Halar

14 September 2018

Registered office:  
16 Palace Street  
London  
SW1E 5JD

## Members' responsibilities statement

The Partnerships (Accounts) Regulations 2008 requires the Members to prepare financial statements for each financial year. The Members have appointed the Manager to prepare the financial statements.

The Manager is responsible for preparing the Members' report, Strategic report and financial statements in accordance with applicable law and regulations.

The Manager has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and applicable law. Under law the Manager 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 profit or loss of the Partnership for that period.

In preparing these financial statements, the Manager is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state that the financial statements comply with IFRS as adopted by the EU, subject to any material departure disclosed and explained in the financial statements; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Partnership will continue in business. For reasons stated in the Member's Report and accounting policy B, the financial statements have been prepared on a break up basis.

The Manager has been appointed by the Members to fulfil the below responsibilities of the Members.

The Manager is responsible for keeping adequate accounting records which 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 which enable the Manager to ensure that the financial statements comply with the Companies Act 2006 as applicable to Qualifying Limited Partnerships by The Partnerships (Accounts) Regulations 2008. The Manager is also responsible for safeguarding the assets of the Partnerships and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Manager confirms that they have complied with the above requirements in preparing the financial statements.



## Statement of comprehensive income

for the period ended 15 May 2018

	Notes	for the period from 1 April 2017 to 15 May 2018 \$	2017 \$
Portfolio income	1	3,937,512	6,392,575
Unrealised profits on the revaluation of investments	4	-	3,602,450
Realised (losses)/ profits over value on the disposal of investments	2	(803,356)	235,058
<hr/>			
<b>Gross investment return</b>		3,134,156	10,230,083
Priority profit share	9	(25,000)	(25,000)
Bank interest Income		3,361	23
Bank charges		(5,882)	(8,015)
Financing cost		(225,511)	(1,580,973)
<hr/>			
<b>Profit and Total comprehensive income for the period</b>		2,881,124	8,616,117
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The accounting policies on pages 9 to 10 and the notes on pages 11 to 14 form an integral part of these financial statements.

## Statement of changes in Partners' accounts

for the period ended 15 May 2018

	Capital Contributions	Loan account	Profit and loss account	Total
	\$	\$	\$	\$
<b>Opening balance of Partners' accounts</b>	750,000	90,650,000	8,323,354	99,723,354
Drawdown from Partners	-	29,330,000	-	29,330,000
Distributions to Partners	-	(119,980,000)	(11,204,478)	(131,184,478)
Repayment of Capital	(750,000)	-	-	(750,000)
	-	-	(2,881,124)	(2,881,124)
Profit and Total comprehensive income for the year	-	-	2,881,124	2,881,124
<b>Closing balance of Partners' accounts</b>	-	-	-	-

for the year ended 31 March 2017

	Capital Contributions	Loan account	Profit and loss account	Total
	\$	\$	\$	\$
<b>Opening balance of Partners' accounts</b>	750,000	73,750,000	(292,763)	74,207,237
Drawdown from Partners	-	30,000,000	-	30,000,000
Distributions to Partners	-	(13,100,000)	-	(13,100,000)
	750,000	90,650,000	(292,763)	91,107,237
Profit and Total comprehensive income for the year	-	-	8,616,117	8,616,117
<b>Closing balance of Partners' accounts</b>	750,000	90,650,000	8,323,354	99,723,354

The accounting policies on pages 9 to 10 and the notes on pages 111 to 14 form an integral part of these financial statements.

## Statement of financial position


as at 15 May 2018

	Notes	for the period from 1 April 2017 to 15 May 2018	2017
		\$	\$
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	4		
- Quoted investments		-	144,253,414
<b>Total non-current assets</b>		-	144,253,414
<b>Current assets</b>			
Cash and cash equivalents		-	635,283
Receivables	5	-	75,000
<b>Total current assets</b>		-	710,283
<b>Total assets</b>		-	144,963,697
<b>Liabilities</b>			
<b>Current liabilities</b>			
Loan		-	(45,240,343)
<b>Total current liabilities</b>		-	(45,240,343)
<b>Total liabilities</b>		-	(45,240,343)
<b>Net assets attributable to Partners</b>		-	99,723,354
<b>Represented by:</b>			
Capital contributions		-	750,000
Loan account		-	90,650,000
Profit and loss accounts		-	8,323,354
<b>Total attributable to Partners</b>		-	99,723,354

The accounting policies on pages 9 to 10 and the notes on pages 11 to 14 form an integral part of these financial statements.

The financial statements have been approved and authorised for issue by the Manager.

For and on behalf of 3i Investments plc



Jasri Halai

14 September 2018

## Statement of cash flows

for the period ended 15 May 2018

	Notes	for the period from 1 April 2017 to 15 May 2018 \$	2017 \$
<b>Cash flow from operating activities</b>			
Proceeds from investments		143,450,058	9,000,000
Management fee income received		242,956	299,961
Bank interest received		3,361	23
Dividend income		3,769,556	6,092,126
Priority profit share paid		(25,000)	(43,750)
Bank charges paid		(5,882)	(8,015)
<b>Net cash flow from operating activities</b>		<b>147,435,049</b>	<b>15,340,345</b>
<b>Cash flow from financing activities</b>			
Drawdowns		29,330,000	30,000,000
Distributions paid		(131,184,478)	(13,100,000)
Repayment of Capital Contribution		(750,000)	-
Loan principal repaid		(45,000,000)	(30,000,000)
Loan interest paid		(465,854)	(1665,635)
<b>Net cash flow from financing activities</b>		<b>(148,070,332)</b>	<b>(14,765,635)</b>
<b>Change in cash and cash equivalents</b>		<b>(635,283)</b>	<b>574,710</b>
Opening cash and cash equivalents		635,283	60,573
<b>Cash and cash equivalents at the end of the period</b>		<b>-</b>	<b>635,283</b>

The accounting policies on pages 9 to 10 and the notes on pages 11 to 14 form an integral part of these financial statements.

## Accounting policies

**A Statement of compliance** These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") as adopted for use in the EU and in accordance and compliance with the Partnership (Accounts) Regulation 2008 and the Companies Act 2006

### New standards and interpretations not applied

The IASB has issued the following standards and interpretations to be applied to financial statements with periods commencing on or after the following dates

		Effective for periods beginning on or after
IFRS 9	Financial instruments	1 January 2018
IFRS 15	Revenue from contracts with customers	1 January 2018
IFRS 16	Leases	1 January 2019

The Manager has performed an assessment and does not anticipate that IFRS 9, IFRS 15 or IFRS 16 will have a material impact on its results.

**B Basis of preparation** The principal accounting policies applied in the preparation of the Partnership accounts are disclosed below, but where possible, they have been shown as part of the note to which they specifically relate in order to assist the reader's understanding. These policies have been consistently applied and apply to all years presented.

The financial statements have been prepared on a break up basis as the Partnership has been dissolved. All investments have been realised. The financial statements are presented in US dollars, the functional currency of the Partnership, being the currency in which Partners' capital commitments, drawdowns and distributions are denominated.

**C Significant accounting estimates and judgements** The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The most significant techniques for estimation are described in the accounting policies below.

The most significant estimate for the Partnership related to the fair valuation of the investments. The valuation methodologies for investments are disclosed in accounting policy D and discussed in note 4.

**D Investments** Investments are recognised and de-recognised on their trade date where the purchase or sale of an investment is under a contract, the terms of which require the delivery or settlement of the investment.

Investments are designated at fair value through profit and loss and are initially recognised at the fair value of the consideration given. Quoted investments are subsequently measured at fair value using the closing bid price at the reporting date where the investment is quoted on an active stock market. Unquoted investments, including both equity and loans, are subsequently measured at fair value in accordance with the International Private Equity and Venture Capital ("IPEV") valuation guidelines, with reference to the most appropriate information available at the time of measurement.

## Accounting policies (continued)

**E Revenue recognition** The revenue recognised by the Partnership is investment income, analysed into the following components:

- I. Realised profits or losses over value on the disposal of investments are the difference between the fair value of the proceeds received less any directly attributable costs, on the sale of equity, and its carrying value at the start of the accounting period.
- II. Unrealised profits or losses on the revaluation of investments are the movement in the carrying value of investments between the start and end of the accounting period.
- III Portfolio income is income that is directly related to the return from individual investments. It is recognised to the extent that it is probable that there will be economic benefit and the income can be reliably measured.
  - Dividends from equity investments are recognised in the Statement of comprehensive income when the shareholders' rights to receive payment have been established, converted into dollars using the exchange rates in force when such rights are established

**F Operating expenses** All operating expenses incurred in relation to the management and administration of the Partnership in accordance with the LPA are charged to the Statement of comprehensive income on an accruals basis

**G Priority profit share** A priority profit share is paid to the General Partner, as a first charge on amounts available for allocation among Partners, as determined by the LPA. The priority profit share is treated as an expense in the Statement of comprehensive income and recognised on an accruals basis as it is a contractual obligation with no recourse per the terms of the LPA.

**H Cash and cash equivalents** Cash and cash equivalents in the Statement of financial position comprise cash at bank.

**I Distributions** All capital and income receipts are distributed among the Partners based on allocations made in accordance with the LPA and at the discretion of the Manager. Distributions to Partners are accounted for as a deduction to the loan account until the balance is repaid and then as a deduction to the profit and loss account. A distribution is recognised in the year when the Manager approves it.

**J Capital contributions and loan account** Partners have subscribed to the Partnership in commitments represented by capital contributions and loan commitments. These items are recorded as equity as the timing and amount of calls and repayments on these items are at the discretion of the Manager. Capital and loan amounts are recognised when a drawdown notice is issued by the Manager

**K Receivables** Assets, other than those specifically accounted for under a separate policy, are stated at their cost less impairment. They are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indications exist, the asset's recoverable amount is estimated based on expected discounted future cash flows and any changes in the level of impairment is recognised directly in the Statement of comprehensive income.

**L Loans** All loans are initially recognised at fair value of the consideration received. After initial recognition, these are subsequently measured at amortised cost using the effective interest rate method through the income statement. The interest is added to the liability disclosed in the balance sheet. Financial liabilities are derecognised when they are extinguished.

## Notes to the financial statements

### 1 Portfolio income

	for the period from 1 April 2017 to 15 May 2018 \$	2017 \$
Dividend income	3,769,556	6,092,126
Management fee income	167,956	300,449
	3,937,512	6,392,575

### 2 Realised (losses)/profits on the disposal of investments

	Quoted Investments \$	2018 Total \$
Proceeds from investments	143,450,058	143,450,058
Opening carrying value of disposed investments	(144,253,414)	(144,253,414)
	(803,356)	(803,356)

	Quoted Investments \$	2017 Total \$
Proceeds from investments	9,000,000	9,000,000
Opening carrying value of disposed investments	(8,764,942)	(8,764,942)
	235,058	235,058

### 3 Operating expenses

The auditor's remuneration for 2017 was \$6,258 and borne by 3i plc, a fellow subsidiary. No audit was undertaken for 2018. Liquidation costs of \$ 2,890 were also borne by 3i plc.

### 4 Investments

	Quoted investments \$	Total \$
Fair value at 1 April 2017	144,253,414	144,253,414
Disposals, repayments and write-offs	(144,253,414)	(144,253,414)
Fair value at 15 May 2018	-	-

## 4 Investments(continued)

### Fair value hierarchy

The Partnership classifies financial instruments measured at fair value in the investments according to the following hierarchy

Level	Fair value input description	Financial instruments
Level 1	Quoted prices (unadjusted) from active markets	Quoted equity instruments
Level 2	Inputs other than quoted prices included in Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices)	No Level 2 financial instruments
Level 3	Inputs that are not based on observable market data	No unquoted equity instruments and loan instruments

The Partnership's investments in equity instruments and loan instruments are classified by the fair value hierarchy as follows

	2018 Level 1 \$	2018 Level 2 \$	2018 Level 3 \$	2018 Total \$
Quoted investments	-	-	-	-
	-	-	-	-
	2017 Level 1 \$	2017 Level 2 \$	2017 Level 3 \$	2017 Total \$
Quoted investments	144,253,414	-	-	144,253,414
Total	144,253,414	-	-	144,253,414

As at 31 March 2018 and 31 March 2017, the Partnership did not hold any Level 2 or 3 investments.

Investments are reviewed at each year end to ensure that they are correctly classified between Level 1, 2 and 3, in accordance with the fair value hierarchy authorised above. When an investment's characteristics change during the financial period and investments no longer meet the criteria of a given level, they are transferred into a more appropriate level at the beginning of the relevant financial reporting period. There were no transfers in or out of Level 1 in the period (2017: nil).



## 5 Receivables

	2018	2017
	\$	\$
Management fee	-	75,000
	-	75,000

## 6 Loan

	2018	2017
	\$	\$
Loan with HSBC		
- Less than one year	-	45,240,343
	-	45,240,343

## 7 Taxation

No provision for taxation has been made as the Partnership has no liability to taxation. Any taxation arising on the income and gains of the Partnership is payable by the individual Partners. The Partnership did not incur any withholding tax in the year (2017 \$nil).

## 8 Financial instruments and associated risks

The Partnership is subject to market price risk and liquidity risk.

### Market price risk

Market risk is the potential for changes in value due to the performance of underlying investments.

The Partnership's investments are susceptible to market price risk arising from uncertainties about future market conditions within which the investments operate. The Partnership's market risk is regularly managed by the General Partner.

The Partnership's management of price risk, which arises primarily from unquoted equity instruments, is through the careful consideration of the investment, asset management and divestment decisions by the General Partner. The Partnerships' sensitivity to price risk is analysed in Note 4. The Partnership was dissolved on 15 May 2018. All investments were realised prior to this date therefore as at 15 May 2018, the Partnership was not subject to market price risk.

### Liquidity risk

The Partnership's liquidity risk is the risk that the Partnership will encounter difficulties raising liquid funds to meet commitments as they fall due. The Manager is responsible for determining the level of liquid funds to be held by the Partnership. A prudent liquidity risk management approach is adopted to ensure sufficient cash is available for both operational expenses and investments through capital calls from Partners and the retention of proceeds from investments. As at 15 May 2018, the Partnership has undrawn commitments of \$15,670,000 (2017: \$45,000,000) which is callable by the Manager in accordance with the LPA.

The Partnership's investments are subject to liquidity risk in the normal course of business. As at 31 March 2018, the Partnership held \$nil (2017: \$144,253,414) in investments that it considered to be illiquid. The Manager manages this risk by ensuring that sufficient funds exist to meet outstanding commitments, other liabilities incurred by the operating activities of the Partnership and short term liquidity needs, as they fall due.

## 8 Financial instruments and associated risks (continued)

The following table analyses the Partnership's liabilities into relevant maturity groupings based on the remaining period at the Statement of financial position date. The amounts in the tables are the contractual undiscounted cash flows

As at 15 May 2018	Liabilities less than 1 year \$	Liabilities between 1 - 5 years \$	Liabilities more than 5 years \$	Total \$
Other payables and accrued expenses	-	-	-	-
	-	-	-	-
<b>As at 31 March 2017</b>				
Other payables and accrued expenses	45,240,343	-	-	45,240,343
	45,240,343	-	-	45,240,343

As at 15 May 2018, the Partnership was dissolved and had no outstanding liabilities and as a result not subject to liquidity risk.

## 9 Related parties

During the period the Partnership entered into transactions, in the ordinary course of business, with certain related parties. Each category of related party and its impact on the financial statements is detailed below

### General Partner

The Partnership pays a priority profit share to 3i DM GIF 2015 GP Limited. The General Partner is entitled to receive a priority profit share equal to \$25,000 per year.

The General Partner is a related party of the Partnership, being responsible for the financial and operating decisions of the Partnership. The General Partner is a wholly owned subsidiary of 3i Holdings plc, a subsidiary of 3i.

	2018 \$	2017 \$
<b>Statement of comprehensive income</b>		
Priority profit share	25,000	25,000
<b>Statement of financial position</b>		
Accrued at the end of the year	-	-

### Related undertakings

The Partnership has no interest in any subsidiaries, associates or joint ventures which would be classified as Related undertakings under the Companies Act 2006.

## 10 Controlling party

3i is the ultimate parent undertaking and controlling party of the Manager and the General Partner of the Partnership. Copies of the 3i financial statements which include the Partnership are available from 16 Palace Street, London, SW1E 5JD.