

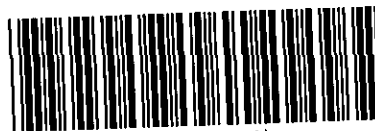
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Annual Report and Financial Statements

Palamon Capital Partners, Ltd.

For the year ended 31 December 2018

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Palamon Capital Partners, Ltd.

Year ended 31 December 2018

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Palamon Capital Partners, Ltd.

Year ended 31 December 2018

Directors' Report

The Directors present their 20th annual report and the audited financial statements for the year ended 31 December 2018.

Activities

Palamon Capital Partners, Ltd (the "Company") is a Delaware corporation and was incorporated in the United States of America on 28 September 1998. The Company's principal activity is to participate as Limited Partner in the Limited Partnership known as Palamon Capital Partners, LP ("SLP"). The Company has a 2% investment in SLP. In addition, the Company has undertaken to provide services, facilities and staff to SLP as determined by the general partner of SLP, Palamon Capital Partners, LLP. As the Limited Partner, the Company receives a share of the profit of SLP, in an amount determined from time to time by agreement between the Partners of SLP.

Results and dividend

The profit on ordinary activities before taxation amounts to £51,844 for the year to 31 December 2018, compared to a profit of £104,858 for 2017. The Directors approved the payment of a dividend for the year of £Nil (2017: £20,000).

Directors

The Directors of the Company at 31 December 2018 and those who served during the year were:

H. May
J.P. Smith
S.G. Ritzema

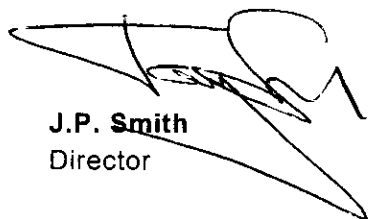
Directors' Interests

No Director had any interest at any time in the share capital of the Company. The Directors also had no interest in any contracts or arrangements with the Company during the year, other than those disclosed in note 5.

Independent auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the annual general meeting.

Approved by the Board of Directors and signed on the order of the Board



J.P. Smith
Director

29 March 2019

Palamon Capital Partners, Ltd.

Year ended 31 December 2018

Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements

The Directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

UK 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 Section 396 of the Companies Act 2006 as modified by SI 2009/1801. The financial statements have not been prepared in accordance with any set GAAP. 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 those financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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 Section 396 of the Companies Act 2006 as modified by SI 2009/1801. The Directors 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.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



J.P. Smith

Director

29 March 2019

Independent auditors' report to the directors of Palamon Capital Partners, Ltd

Report on the audit of the financial statements

Opinion

In our opinion, Palamon Capital Partners, Ltd's financial statements for the year ended 31 December 2018 have been properly prepared, in all material respects, in accordance with the basis of preparation in note 1 and accounting policies in note 1 to the financial statements and Section 396 of the United Kingdom Companies Act 2006, as modified by Statutory Instrument 2009/1801.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2018; the profit and loss account, and the cashflow statement for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)"), including ISA (UK) 800, and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - Basis of preparation

In forming our opinion on the financial statements, which is not modified, we draw attention to the fact that the accounting policies used and disclosures made are not intended to, and do not, comply with all the requirements of any set Generally Accepted Accounting Practice. The financial statements are prepared for the directors for the specific purpose as described in the "Use of this report" paragraph below. As a result, the financial statements may not be suitable for another purpose.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's business and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the basis of preparation and accounting policies in note 1 to the financial statements and section 396 of the United Kingdom Companies Act 2006 as modified by Statutory Instrument 2009/1801 and for determining that the basis of preparation and accounting policies are acceptable in the circumstances. The directors are also responsible for such internal control as they 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.

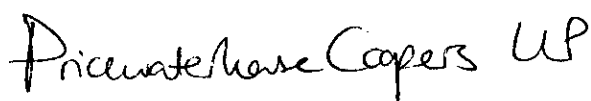
Auditors' responsibilities for the audit of the financial statements

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 auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinion, has been prepared for and only for the company's directors as a body for management purposes in accordance with our engagement letter dated 28 November 2018 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come, including without limitation under any contractual obligations of the company, save where expressly agreed by our prior consent in writing.



PricewaterhouseCoopers LLP
Chartered Accountants
London
29 March 2019

Palamon Capital Partners, Ltd.

Profit and loss account for the year to 31 December 2018

| | Note | 2018 £ | 2017 £ |
|---|------|---------------|------------------|
| Revenue | | | |
| Profit share | 1.2 | 6,516,599 | 8,310,590 |
| Rental income | 20 | 274,556 | 270,339 |
| Total revenue | | 6,791,155 | 8,580,929 |
| Expenses | | | |
| Foreign exchange loss | | (73,782) | (88,598) |
| Professional fees and other costs | | (6,634,507) | (8,348,306) |
| Total expenses | | (6,708,289) | (8,436,904) |
| Operating profit | 2 | 82,866 | 144,025 |
| Interest receivable and similar income | | - | - |
| Interest payable and similar charges | 3 | (31,022) | (39,167) |
| Profit on ordinary activities before taxation | | 51,844 | 104,858 |
| Tax expense | 6 | (52,829) | (237,424) |
| Loss after tax | | (985) | (132,566) |
| Dividends | | - | (20,000) |
| Loss for the financial year | | (985) | (152,566) |

There are no recognised gains and losses other than the loss for the financial year (2017: £nil). Accordingly, a statement of total recognised gains and losses is not presented.

All results derive from continuing operations.

There is no material difference in the profit on ordinary activities before taxation and the loss for the financial year as stated above and their historical cost equivalents (2017: £nil).

The notes on pages 10 to 20 form part of these financial statements.

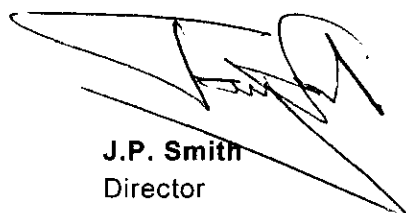
Palamon Capital Partners, Ltd.

Balance sheet as at 31 December 2018

| | Note | 2018 £ | 2017 £ |
|---|------|---------------|---------------|
| Fixed assets | | | |
| Investments | 7 | 200 | 200 |
| Property, plant and equipment | 8 | 434,626 | 393,570 |
| | | 434,826 | 393,770 |
| Current assets | | | |
| Trade and other receivables | 9 | 6,800,861 | 9,367,811 |
| Cash at bank and in hand | 10 | 499,860 | 885,207 |
| | | 7,300,721 | 10,253,018 |
| Trade and other payables: amounts falling due within one year | 11 | (7,132,774) | (9,261,145) |
| Net current assets | | 167,947 | 991,873 |
| Trade and other payables: amounts falling due after more than one year | 12 | (582,877) | (1,364,762) |
| | | (414,930) | (372,889) |
| Net assets | | 19,896 | 20,881 |
| Capital and reserves | | | |
| Called up share capital | 14 | 1 | 1 |
| Share premium account | 15 | 1,235 | 1,235 |
| Profit and loss account | 15 | 18,660 | 19,645 |
| Total shareholders' funds | | 19,896 | 20,881 |

The notes on pages 10 to 20 form part of these financial statements.

These financial statements were approved by the Board of Directors on 29 March 2019 and signed on its behalf by:



J.P. Smith
Director

29 March 2019

Palamon Capital Partners, Ltd.

Cashflow statement for the year to 31 December 2018

| | Note | 2018 £ | 2017 £ |
|---|-------------|-------------------|-------------------|
| Net cash inflow from operating activities | 16 | 463,612 | 1,012,093 |
| Return on investments and servicing of finance | | | |
| Interest paid | | (37,021) | (31,166) |
| Taxation paid | | (660,473) | (64,214) |
| Net cash (outflow) / inflow before financing | | (233,882) | 916,713 |
| Capital expenditure | | | |
| Payments to acquire property, plant and equipment | | (116,058) | (266,205) |
| Net cash (outflow) / inflow before financing | | (349,940) | 650,508 |
| Financing activities | | | |
| Dividends paid | | (20,000) | - |
| Repayment of finance lease obligation | | (15,407) | - |
| (Decrease) / increase in cash in the year | 10 | (385,347) | 650,508 |

The notes on pages 10 to 20 form part of these financial statements.

Palamon Capital Partners, Ltd.**Notes to the financial statements****1. Accounting policies****1.1 Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with Section 396 of the Companies Act 2006 as modified by SI 2009/1801. The going concern basis has been adopted, which assumes that Palamon Capital Partners, Ltd (the "Company") will continue in operational existence for the foreseeable future having adequate funds to meet its obligations as they fall due. The financial statements have not been prepared in accordance with a set GAAP. The financial statements have been audited in line with International Standards on Auditing (UK).

The principal accounting policies are set out below.

1.2 Revenue

Revenue is recognised in the period in which it is earned, to the extent the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company. The Company receives a share of the profits of Palamon Capital Partners, LP ("SLP") in such proportion as agreed between the Partners of SLP from time to time, in accordance with the Limited Partnership Agreement of SLP. The profit share received is to fund the expenses of the Company for the period. Any profit share received in respect of future accounting periods is not recognised as revenue in the current period, and is deferred and recognised over the period in which the related expenses are incurred by the Company. Rental income is recognised in accordance with the policy set out in note 1.12, "Lease agreements".

1.3 Expenses

Expenses consist of costs that arise in the general administration of the Company and provision of services to SLP, including operating expenses, salaries, depreciation and foreign exchange gains and losses. Expenses are recognised on an accruals basis.

1.4 Depreciation

Depreciation is provided on property, plant and equipment on a straight-line basis to write off each asset to its net realisable value over its expected useful economic life. The following rates have been applied:

| | |
|-------------------------------|-----|
| Furniture and fittings | 20% |
| Office and computer equipment | 33% |
| Accounting software | 20% |

Depreciation is not provided on artworks as the Directors are of the opinion that their estimated residual value is not materially different from cost.

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

1. Accounting policies (continued)

1.5 Foreign currency translation

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences arising from translation are accounted for in the profit and loss account.

1.6 Defined contribution pension schemes

The Company has organised a Group Personal Pension for its employees and makes a contribution to each employee's pension plan. Pension costs are charged to the profit and loss account in the period in which they arise.

1.7 Investments

Investments are stated at cost. Provision for a write down below cost will be made if, in the opinion of the Directors, there has been an impairment in value.

1.8 Cash

Cash and cash equivalents include cash held at bank and cash in hand.

1.9 Debtors

Financial assets, including trade and other receivables, are recognised at cost. At the end of each reporting period, the recoverability of financial assets is assessed for objective evidence of impairment. If the asset is impaired, the impairment loss will be recognised in the profit and loss account.

1.10 Creditors

Financial liabilities, including trade and other creditors, accruals and loans that are classified as debt are recognised when the Company has an obligation to act or perform in a particular way. Liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as due after more than one year. The settlement of an obligation usually involves the payment of cash, but could also involve the transfer of other assets, provision of services, the replacement of that obligation with another obligation, or the conversion of the obligation to equity.

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

1. Accounting policies (continued)

1.11 Taxation and Deferred taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting period. Current or deferred taxation assets and liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years.

Deferred tax is accounted for at expected tax rates on all differences arising from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. A deferred tax asset is only recognised when it is more likely than not that the asset will be recoverable in the foreseeable future out of suitable taxable profits from which the amounts relating to the underlying timing differences can be deducted.

1.12 Lease agreements

Finance leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased asset to the Company. All other leases are classified as operating leases.

Assets held under finance leases are recognised initially at the fair value of the leased asset (or, if lower, the present value of minimum lease payments) at the inception of the lease. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Lease payments are apportioned between the reduction of the lease liability and finance charges in the Profit and Loss account so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are included in tangible fixed assets and depreciated and assessed for impairment losses in the same way as owned assets.

Operating leases

Rental income is recognised on a straight line basis over the period of the lease. Rental expenses applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

1.13 Terms of Reference

In accordance with its Terms of Reference, Palamon Capital Partners, Ltd provides services of an administrative nature to Palamon Capital Partners, LP ("SLP"). The scope of these services is agreed from time to time with SLP's general partner, Palamon Capital Partners, LLP ("LLP"). As a limited partner in SLP, the Company is entitled to a share of the profits of SLP. Under the Terms of Reference, the Company may be required to make payments on behalf of other Palamon entities, including Palamon European Equity, L.P., Palamon European Equity 'B', L.P., Palamon European Equity 'C', L.P., Palamon European Equity 'D', L.P., Palamon European Equity GmbH & Co. Beteiligungs KG, Palamon European Equity II, L.P., Palamon European Equity II "BOA", L.P.,

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

1. Accounting policies (continued)

1.13 Terms of Reference (continued)

Palamon European Equity III, L.P., Palamon European Equity III "A", L.P., Palamon European Equity III "B", L.P. and Palamon European Equity III "C", L.P., collectively known as "the Funds". Such payments are subject to approval by LLP and confirmation from SLP that the Company will be reimbursed in full.

2. Operating profit

| | 2018 £ | 2017 £ |
|---|---------------|---------------|
| Operating profit is determined after taking account of the following items: | | |
| Auditors' remuneration: | | |
| Audit services | 31,605 | 32,439 |
| Other services - tax | 55,028 | 62,419 |
| Total | 86,633 | 94,858 |
| Net loss on foreign currency translation | 73,782 | 88,598 |
| Depreciation | 75,002 | 40,987 |
| Operating lease rentals | | |
| Land and buildings | 704,039 | 729,757 |
| Other | 12,736 | 9,492 |

3. Interest payable and similar charges

| | 2018 £ | 2017 £ |
|------------------------|---------------|---------------|
| Bank interest payable | - | - |
| Other interest payable | 31,022 | 39,167 |
| Total | 31,022 | 39,167 |

4. Employees

| | Note | 2018 £ | 2017 £ |
|------------------------------|------|------------------|------------------|
| Staff costs during the year: | | | |
| Wages and salaries | | 2,456,787 | 1,783,561 |
| Social security costs | | 308,442 | 226,166 |
| Pension costs | 17 | 195,382 | 161,133 |
| Total | | 2,960,611 | 2,170,860 |

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

4. Employees (continued)

| | 2018 | 2017 |
|--|------|------|
| Average monthly number of persons employed | 23 | 21 |

5. Directors' remuneration

Directors' remuneration of £36,699 (2017: £34,106) was paid to RBC Trust Company (International) Limited for Directors' services.

6. Tax expense

| | Note | 2018 £ | 2017 £ |
|--|------|-----------|-----------|
| US tax on profits of the current year | | - | 669,924 |
| US tax on profits of the prior year not provided | | - | 64,214 |
| Current tax charge | | - | 734,138 |
| Tax penalty | | - | 4,075 |
| Deferred tax debit / (credit) | 13 | 52,829 | (500,789) |
| Tax charge | | 52,829 | 237,424 |

The current tax assessed for the year is different from that calculated when the US corporation tax rate of 21% (2017: 34%) is applied to the profit on ordinary activities. The differences are explained below. The newly enacted tax rate of 21% is effective for tax years ended 31 December 2018.

| | 2018 £ | 2017 £ |
|--|-----------|-----------|
| Profit on ordinary activities before tax | 51,844 | 104,858 |
| Taxation at effective rate of 21% (2017: 34%) on profit on ordinary activities | 10,887 | 35,652 |
| Permanent differences: | | |
| Travel & entertainment expenses | 41,927 | 18,417 |
| Other disallowed expenses | 14 | 224 |
| Timing differences on flow through taxable income and expenses | (297,015) | 1,556,070 |
| Timing differences between depreciation and capital allowances | 4,294 | (8,224) |
| Timing differences: addition to / (use of) brought forward US Corporate Tax Losses | 239,893 | (841,786) |
| Credit for prior year minimum tax | - | (63,159) |
| Foreign currency difference due to translation | - | (27,271) |
| US tax on profits of the prior year not provided | - | 64,215 |
| Tax charge for the current year | - | 734,138 |

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

7. Investments

| | 2018 £ | 2017 £ |
|--|-----------|-----------|
| Investment in Palamon Capital Partners, LP | 200 | 200 |

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

8. Property, plant and equipment

| | Furniture & Fittings £ | Office, computer equipment £ | Accounting software £ | Artworks £ | Total £ |
|--------------------------------------|------------------------------|---------------------------------------|-----------------------------|----------------|----------------|
| Cost | | | | | |
| Balance at 1 Jan 2018 | 1,453,842 | 253,852 | 230,117 | 129,753 | 2,067,564 |
| Additions during year | 8,243 | 107,815 | - | - | 116,058 |
| Disposals during year | - | (6,847) | - | - | (6,847) |
| Balance at 31 Dec 2018 | 1,462,085 | 354,820 | 230,117 | 129,753 | 2,176,775 |
| Accumulated Depreciation | | | | | |
| Balance at 1 Jan 2018 | 1,205,775 | 238,102 | 230,117 | - | 1,673,994 |
| Charged during year | 56,522 | 18,480 | - | - | 75,002 |
| Released on disposals | - | (6,847) | - | - | (6,847) |
| Balance at 31 Dec 2018 | 1,262,297 | 249,735 | 230,117 | - | 1,742,149 |
| Net book value at 31 Dec 2018 | 199,788 | 105,085 | - | 129,753 | 434,626 |
| Net book value at 31 Dec 2017 | 248,067 | 15,750 | - | 129,753 | 393,570 |

Office, computer equipment with a carrying value of £73,333 (2017: £Nil) are held under a finance lease.

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

9. Trade and other receivables

| | Note | 2018 £ | 2017 £ |
|---|------|------------------|------------------|
| Trade debtors | | 426,717 | 258,281 |
| Amounts owed by Palamon Capital Partners, LP | | 653,535 | 1,326,600 |
| Profit share owed by Palamon Capital Partners, LP | | 3,229,918 | 4,097,068 |
| Amounts owed by other Palamon entities | | 113,903 | 244,783 |
| Other debtors | | 840,977 | 1,766,829 |
| Deferred tax | 13 | 953,334 | 1,006,163 |
| Prepayments and accrued income | | 582,477 | 668,087 |
| Total | | 6,800,861 | 9,367,811 |

10. (Decrease) / increase in cash for the year

| | 2018 £ | 2017 £ |
|---|----------------|----------------|
| (Decrease) / increase in cash in the year | (385,347) | 650,508 |
| Movement in net funds in the year | (385,347) | 650,508 |
| Net funds at 1 January | 885,207 | 234,699 |
| Net funds at 31 December | 499,860 | 885,207 |

11. Trade and other payables: amounts falling due within one year

| | 2018 £ | 2017 £ |
|--|------------------|------------------|
| Trade creditors | 201,167 | 353,138 |
| Loan from Palamon Capital Partners, LP | 2,045,384 | 2,022,690 |
| Other creditors including taxation and social security | 665,277 | 1,212,763 |
| Other creditors: CS instalments due within one year | 760,930 | 752,487 |
| Other creditors: Finance lease obligations due within one year | 25,248 | - |
| Accruals and deferred income | 3,434,768 | 4,920,067 |
| Total | 7,132,774 | 9,261,145 |

Within Accruals and Deferred income, an amount of £3,063,000 (2017: £4,405,000) relates to deferred profit share in respect of expenses to be incurred in 2019.

There are three remaining semi-annual instalments on professional fees payable to Credit Suisse ("CS") in connection with SLP's fund raising on Palamon Fund III, which completed in June 2017. The instalments falling due after 31 December 2019 are included in Creditors: amounts falling due after more than one year (Note 12).

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

12. Trade and other payables: amounts falling due after more than one year

| | 2018 £ | 2017 £ |
|---|----------------|------------------|
| CS instalments due after more than one year | 380,465 | 1,128,730 |
| Finance lease obligation due after more than one year | 42,400 | - |
| Accruals and deferred income | 160,012 | 236,032 |
| Total | 582,877 | 1,364,762 |

13. Deferred taxation

The movement in the deferred taxation asset during the year was:

| | 2018 £ | 2017 £ |
|-------------------------------|----------------|------------------|
| Asset brought forward | 1,006,163 | 505,374 |
| Deferred tax (debit) / credit | (52,829) | 500,789 |
| Total | 953,334 | 1,006,163 |

The Company's asset for deferred taxation consists of the tax effect of timing differences in respect of:

| | 2018 £ | 2017 £ |
|---|----------------|------------------|
| Excess of depreciation on fixed assets over taxation allowances | 13,910 | 9,617 |
| Unrealised profits from Palamon Capital Partners, LP | 699,531 | 996,546 |
| US corporation tax losses carried forward | 239,893 | - |
| Total | 953,334 | 1,006,163 |

14. Called up share capital

| | 2018 £ | 2017 £ |
|---|-----------|-----------|
| Authorised | | |
| 1,000 (2017: 1,000) Ordinary shares of US\$0.01 per share | 6 | 6 |
| Issued, called-up and fully paid | | |
| 20 (2017: 20) Ordinary shares of US\$0.01 per share | 1 | 1 |

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

15. Reconciliation of movements in shareholders' funds

| | Called up share capital £ | Share premium account £ | Profit & loss account £ | Total shareholders' funds £ |
|-------------------------------|---------------------------------|----------------------------------|-------------------------------|--------------------------------------|
| Balance at 1 Jan 2018 | 1 | 1,235 | 19,645 | 20,881 |
| Loss for the financial year | - | - | (985) | (985) |
| Balance at 31 Dec 2018 | 1 | 1,235 | 18,660 | 19,896 |

16. Reconciliation of operating profit to net cashflow from operating activities

| | 2018 £ | 2017 £ |
|---|----------------|------------------|
| Operating profit | 82,866 | 144,025 |
| Adjustment for non-cash and non-operating items: | | |
| Depreciation | 75,002 | 40,987 |
| Foreign currency difference on prior year tax payment | (9,452) | - |
| (Decrease) / increase in creditors | (2,198,926) | 6,220,236 |
| Decrease / (increase) in debtors | 2,514,122 | (5,393,155) |
| Net cash inflow from operating activities | 463,612 | 1,012,093 |

17. Pensions

The Company has a company sponsored personal pension scheme, which at 31 December 2018 had 24 members (2017: 21 members). Pension contributions amounted to £195,382 (2017: £161,133) of which £18,958 (2017: £ Nil) remained unpaid at the year-end.

18. Related party transactions

The Company received a profit share of £5,174,599 for the year ending 31 December 2018 from Palamon Capital Partners, LP ("SLP") (2017: £12,715,590) and £3,229,918 (2017: £4,097,068) remained unpaid at the year-end. The Partners of SLP have agreed that, of the profit share, an amount of £3,063,000 (2017: £4,405,000) should be deferred to provide for the future costs of the Company. This deferred amount is included in trade and other payables (see Note 11).

During the year, SLP made loans of £5,990,066 (2017: £9,024,737) to the Company, all of which represented advance profit share. At the year end these loans were fully settled by an allocation of profit share and £nil (2017: £nil) remained outstanding.

During the year, the Company repaid £nil (2017: £nil) of loans advanced by SLP in prior years and at the year end an amount of £2,045,384 (2017: £2,022,690) remained outstanding.

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

18. Related party transactions (continued)

Trade and other receivables include £653,535 (2017: £1,326,600) of cumulative business expenses paid by the Company on behalf of Palamon Capital Partners, LP and the Funds. Also included in trade and other receivables are cumulative business expenses paid by the Company on behalf of Palamon Capital Partners, LP's other partners, with £111,954 (2017: £242,969) owed by Palamon Capital Partners, LLP and £Nil (2017: £212) owed by Palamon Delaware LP. These amounts will be fully reimbursed to the Company.

19. Lease commitments

At 31 December the Company had annual commitments under non-cancellable operating leases as set out below

| | Land and Buildings | | Other | |
|--|--------------------|----------------|--------------|--------------|
| | 2018 £ | 2017 £ | 2018 £ | 2017 £ |
| Operating leases which expire within 2-5 years | - | - | 9,532 | 9,532 |
| Operating leases which expire after 5 years | 782,040 | 782,040 | - | - |
| Total | 782,040 | 782,040 | 9,532 | 9,532 |

The Company signed a lease on its premises on 7 December 2016. The term of the lease is for a period of 15 years and four months from 16 February 2017 to 23 June 2032 with options to terminate on 24 March 2022 or 24 March 2027. The Company had the benefit of a 6 month rent-free period that ended on 16 August 2017. A further two six month rent-free periods are available should the Company not exercise the options to terminate. The rent has been agreed at £782,040 per annum.

At 31 December 2018 the Company had annual commitments under a non-cancellable finance lease as set out below

| | Computer Equipment | |
|--|--------------------|-----------|
| | 2018 £ | 2017 £ |
| Finance leases which expire within 2-5 years | 36,492 | - |
| Total | 36,492 | - |

During the year, the Company signed a finance lease arrangement on certain computer equipment (see note 8). The lease arrangement includes fixed lease payments of £3,041 per month and a purchase option at the end of the lease term.

Palamon Capital Partners, Ltd.

Notes to the financial statements (continued)

20. Rental income

On 13 January 2014, the Company entered into an agreement to sub-underlet part of its premises to TPS Invest Services Limited ("TPS") with a term expiring on 25 December 2016. The sub-underlease was assigned by TPS to Jetstone (Services) Limited ("Jetstone") on 10 February 2015 in accordance with the terms of the sub-underlease dated 13 January 2014. The rental income was agreed at £246,450 per annum with a rent free period which ended on 11 May 2014.

On 21 December 2016, the Company extended the sub-underlease with Jetstone until 14 February 2017 and entered into a new underlease agreement with Jetstone with effect from 16 February 2017 and expiring on 24 December 2021. The rental income was agreed at £294,500 per annum with a rent-free period until 15 June 2017. Rental income for the year ended 31 December 2018 is £274,556 (2017: £270,339).

21. Ultimate controlling party

The ultimate controlling party is RBC Trustees (Jersey) Limited as trustee of the A Michael Hoffman 1999 Settlement and RBC Trustees (Jersey) Limited as trustee of the Louis G Elson 1999 Settlement.