## **Motion Equity Partners LLP**

Annual Report and financial statements

For the year ended 31 December 2014



Registered No: OC312846

### **Designated Members**

M James P Eisenchteter

### **Registered Office**

9th Floor, 1 Minster Court Mincing Lane London United Kingdom EC3R 7AA

### Auditors

Moore Stephens LLP 150 Aldersgate Street London EC1A 4AB

## Contents

	Page
Members' report	1-2
Independent auditors' report to the members	3-4
Consolidated profit and loss account	5
Consolidated balance sheet	6
LLP balance sheet	7
Consolidated cash flow statement	8
Notes to the financial statements	9-18

#### Members' report

The members present their report and the audited consolidated financial statements of Motion Equity Partners LLP (the "LLP") and its subsidiary undertakings (together "the Group") for the year ended 31 December 2014.

#### Statement of members' responsibilities in respect of the financial statements

The members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (the "Regulations") requires the members to prepare financial statements for each financial year. Under that law the members have prepared the LLP financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law as applied to limited liability partnerships the members 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 LLP and of the profit or loss of the LLP for that period. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP and the Group will continue in business.

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

#### Principal activities and review of business

The principal activity of the Group was that of providing investment advice.

The Group profit for the year was €69,000 (2013 profit: €1,478,000). At 31 December 2014 the Group had €1,123,971 (2013: €1,113,350) of cash and no borrowings.

#### Business review and future developments

It was decided to reduce the activities of the LLP to solely administrative services in 2012, with the Fund's being advised primarily by its subsidiary Motion Equity Partners SA in Paris.

For 2014 the LLP provided administrative services to the wider group and the remaining members were focused on managing the costs of the business. Going forward the wider Motion Group income is secure until April 2017 at the earliest.

The Group also monitors a wide variety of key performance indicators (KPI's) as an element of its approach to corporate governance. The KPI's cover financial performance, operational quality and regulatory compliance. These KPI's are reviewed monthly by the Risk and Capital Committee within the Group where appropriate corrective actions are developed.

#### Designated members

The designated members during the year and subsequently were:

M James P Eisenchteter

#### Policy with respect to members' drawings and subscription and repayment of members' capital

Members are permitted to make drawings in anticipation of profits which will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account anticipated cash needs of the LLP.

New members are required to subscribe a minimum level of capital and in subsequent years members are invited to subscribe for further capital, the amounts of which is determined by the performance and seniority of those members. On retirement, capital is repaid to members, subject to such distributions not threatening the LLP's financial resource requirements.

#### Statement of disclosure of information to the auditors

Each of the designated members at the date of approval of this report confirms that:

- So far as the designated member is aware, there is no relevant audit information of which the LLP's auditors are unaware; and
- The designated member has taken all the steps that he / she ought to have taken as a designated member to
  make himself / herself aware of any relevant audit information and to establish that the LLP's auditors are aware
  of that information.

This report was approved by the designated members on 4th November 2015 and signed on its behalf.

Matthew James

Designated member

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MOTION EQUITY PARTNERS LLP

#### Independent Auditor's Report to the Members of Motion Equity Partners LLP

We have audited the financial statements of Motion Equity Partners LLP for the year ended 31 December 2014 which are set out on pages 5 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applied to limited liability partnerships. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of members and auditor

As explained more fully in the Members' Responsibilities Statement set out on page 1, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards requires us to comply with the Auditing Practices Boards (APB's) Ethical Standards for Auditors. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements.

#### Scope of the audit of the financial statements

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

#### Basis for disclaimer of opinion on the consolidated financial statements

The audit evidence available to us was limited because we were unable to obtain sufficient relevant audit evidence regarding the overseas subsidiaries of the Group due to insufficient information being received from component auditors in respect of Motion Equity Partners SA and insufficient information being received in respect of Cognetas GmbH. As a result of this we have been unable to obtain sufficient appropriate audit evidence concerning the consolidated profit and loss account, consolidated balance sheet, consolidated cash flow statement and related notes.

#### Disclaimer of opinion on the consolidated financial statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on Financial Statements paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly we do not express an opinion on the consolidated financial statements.

#### Opinion on other matter prescribed by the Companies Act 2006

Notwithstanding our disclaimer of an opinion on the consolidated financial statements, in our opinion the information given in the Members' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

#### Opinion on Partnership only financial statements

In our opinion the partnership financial statements:

- give a true and fair view of the state of the parent limited liability partnership's affairs as at 31 December 2014:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent limited liability partnership, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent limited liability partnership financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Timothy West, Senior Statutory Auditor

For and on behalf of Moore Stephens LLP, Statutory Auditor

150 Aldersgate Street London EC1A 4AB

4 November 2015

## Consolidated profit and loss account For the year ended 31 December 2014

	Note	2014 €000s	2013 €000s
TURNOVER	. 2	5,138	7,285
Staff costs	4	(1,995)	(2,184)
Depreciation	7	(56)	(75)
Administrative expenses		(2,577)	(3,412)
OPERATING PROFIT	3	510	1,614
Interest receivable		•	3
Interest payable		-	-
PROFIT BEFORE TAXATION		510	1,617
Tax on profit on ordinary activities		(173)	273
PROFIT AFTER TAXATION		337	1,890
Minority interests		•	(167)
PROFIT FOR THE FINANCIAL YEAR BEFORE MEMBERS'		<del></del>	
REMUNERATION AND PROFIT SHARE		337 ·	1,723
Members' remuneration charged as an expense	6	(268)	(245)
PROFIT FOR THE FINANCIAL YEAR AVAILABLE			
FOR DIVISION AMONGST MEMBERS		69	1,478
	•		

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 other than those included in the profit and loss account and therefore no separate statement of total recognised gains and losses has been presented.

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

The notes on pages 9 to 18 form part of these financial statements.

Consolidated balance sheet		•	
As at 31 December 2014		•	
	Note	2014 €000s	2013 €000s
FIXED ASSETS			
Tangible fixed assets	7	61	99
CURRENT ASSETS			
Debtors: amounts falling due within one year	9	3,220	5,350
Cash at bank		1,124	1,113
		4,344	6,463
CREDITORS: Amounts falling due within one year		•	
Creditors and accruals	· 10	(1,329)	. (3,074)
NET CURRENT ASSETS		3,015	3,389
TOTAL ASSETS LESS CURRENT LIABILITIES		3,076	3,488
Minority interests		(631)	(735)
NET ASSETS ATTRIBUTABLE TO MEMBERS		2,445	2,753
	. •		<del></del>
REPRESENTED BY:			
Loans and other debts due to members			
Members' capital classified as a liability under FRS 25		6	7
Members' other interests	4		
Members' other interests - other reserves classified			
as a liability under FRS 25		2,439	2,746
		2,445	2,753
TOTAL MEMBERS' INTERESTS			<del></del>
Members' other interests		6	. 7
Loans and other debts due to members		2,439	2,746
	11	2,445	2,753
		<del></del>	

The financial statements on pages 5 to 18 were approved by the members on 4<sup>th</sup> November 2015 and signed on their behalf.

Matthew James
Designated member

The notes on pages 9 to 18 form part of these financial statements

Balance sheet			•	
As at 31 December 2014	÷			
FIXED ASSETS	Note		2014 €000s	2013 €000s
Tangible fixed assets	7		_	
Fixed asset investments	8			290
	•		<del></del>	290
			_	. 270
DEBTORS: Amounts falling due within one year	. 9		518	964
Cash at bank	•		278	49
		1.	796	1,013
CREDITORS: Amounts falling due within one year Creditors and accruals	10		(400)	(4.062)
	10		(199)	(1,062)
NET CURRENT ASSETS/ (LIABILITIES)			597 	(49) ———
TOTAL ASSETS			597	<b>241</b>
NET ASSETS ATTRIBUTABLE TO MEMBERS			597	241
REPRESENTED BY:				
Loans and other debts due to members				
Members' capital classified as a liability under FRS 25	•		<b>.</b>	7
Members' other interests				
Members' other interests - other reserves classified			•	
as a liability under FRS 25			591	234
	•		597	241
,				
TOTAL MEMBERS' INTERESTS				
Members' other interests			6	- <b>7</b>
Loans and other debts due to members			591 	234
	11	•	597	241
<u>.</u>				

The financial statements on pages 5 to 18 were approved by the members on  $4^{th}$  November 2015 and signed on their behalf.

Matthew James
Designated member

The notes on pages 9 to 18 form part of these financial statements.

## Consolidated cash flow statement For the year ended 31 December 2014

	•		
	Note	2014 €000s	2013 €000s
Not each flow from operating activities	12	955	. (435)
Net cash flow from operating activities  Returns on investments and servicing of finance	12	(105)	(435) 62
Tax paid		(162)	(454)
Capital expenditure and financial investment		(18)	(131) (2)
Transactions with members		(659)	(245)
Transactions with members	•	(037)	(243)
Increase/(decrease) in cash in the year		11	(771)
	•		
Reconciliation of net cash inflow to movement in cash			
Increase/(decrease) in cash in the year		11	(771)
Cash at start of the year		1,113	1,884
Cash at end of year		1,124	1,113
,		<del></del>	<del>=====================================</del>

Refer to note 12 for detailed analysis of the cash flow statement above.

The notes on pages 9 to 18 form part of these financial statements.

#### 1 ACCOUNTING POLICIES

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable United Kingdom Generally Accepted Accounting Practice and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships', issued in March 2010. The financial statements are presented in Euros because the Euro is the functional currency of the group. The Euro/sterling rate applied at the balance sheet date was €1.28 (2013: €1.20). These accounting policies remain consistent across the Group and with those applied within the previous period.

#### 1.2 Basis of consolidation

The financial statements consolidate the accounts of Motion Equity Partners LLP (the "LLP") and all of its subsidiary undertakings ("subsidiaries").

#### 1.3 Turnover

Turnover comprises the invoiced value of services supplied by the LLP, exclusive of value added tax, and is recognised on an accruals basis.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following basis.

Leasehold costs and improvements Furniture, fittings and equipment

over the term of the lease 33% straight line

#### 1.5 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss on a straight line basis over the term of the lease.

#### 1.6 Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities expressed in foreign currencies are translated to sterling at rates of exchange ruling at the end of the financial year. Any differences arising from translation and conversion are dealt with in the profit and loss account.

#### 1.7 Fixed asset investments

Investments in subsidiaries are recorded at cost and adjusted for any permanent impairment.

#### 1.8 Taxation

The LLP is not subject to tax and no provision has been made for tax. Any tax on income or capital is the responsibility of each individual member. Certain subsidiaries are subject to corporation tax.

#### 1.9 Pension Scheme

The group operates a defined contribution pension scheme for certain employees. Payments to the defined contribution scheme are charged as an expense as they fall due.

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A geographica	l analysis of	turnover	is as	follows.
---------------	---------------	----------	-------	----------

	A geographical analysis of turnover is as follows.	2014 €000s	2013 €000s
	United Kingdom	1,512	3,377
	Rest of Europe	3,626	3,908
		5,138	7,285
}	OPERATING PROFIT	•	
	Operating profit is stated after charging:		
		2014 €000s	2013 €000s
	Depreciation of tangible fixed assets:		
	Owned by the Group	56	<u>76</u>
	Auditors' remuneration	•	
	Fees payable to entity's auditor for the audit of parent entity		
	and consolidated accounts	28	35
	<ul> <li>Fees payable to the entity's auditor and its associates for</li> </ul>		
	audit of subsidiaries	11	11
	Tax services	•	. •
	Operating lease rentals:		
	Other operating leases	1,087	1,062

The profit for the financial year of the parent, Motion Equity Partners LLP, after members' remuneration charged as an expense was €457,467 (2013: €930,954). As permitted by section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent entity.

#### 4 STAFF COSTS

The aggregate payroll costs, including temporary staff, were as follows:

	2014 €000s	2013 €000s
Members' remuneration included as administration cost	1,442	1,470
Wages and salaries	286	372
Employer taxes & social security costs	195	254
Other & pension costs	72	. 88
•	1,995	2,184

## STAFF COSTS (continued)

The average monthly number of employees, including members, during the year was as follows:

	2014 No.	2013 No.
Designated members	3	; ;
Members	8	
Other employees	. 1	•
	12	12
TAXATION		
	2014 €000s	2013 €000
Corporation tax charge on profit for the year	173	(27
Total current tax	. 173	(27
Factors affecting tax charge for the year		
	andard rate of corporation tax in the UK applicab	le to the group
(0%). The differences are explained below.		te to the group
(0%). The differences are explained below.	2014 €000s	2013
(0%). The differences are explained below.  Profit on ordinary activities before tax	2014	2013 €0009
(0%). The differences are explained below.  Profit on ordinary activities before tax	2014 €000s 510	2013 €000s
(0%). The differences are explained below.	2014 €000s 510	2013 €0009
(0%). The differences are explained below.  Profit on ordinary activities before tax  Profit on ordinary activities multiplied by standard	2014 €000s 510	2013 €000s 1,617

There were no factors that may affect future tax charges.

Current tax charge for year (see note above)

(273)

173

### 6 INFORMATION IN RELATION TO MEMBERS

	2014		2013
	€000s		€000s
Members' remuneration charged as an expense:	•	:	٠,
Paid under the terms of the LLP agreement	. 268	-	245
	· · · · · · · · · · · · · · · · · · ·		<del></del>

The highest paid member received €268,572 (2013: €177,280) from the LLP.

### 7 TANGIBLE FIXED ASSETS

GROUP	Leasehold cost and improvements €000s	Furniture, fittings and equipment €000s	Total €000s
Cost At 1 January 2014 Additions Other adjustments	. 63	3,446 18	3,509 18
At 31 December 2014	63	3,464	3,527
Accumulated depreciation At 1 January 2014 Charge for the year Disposals	63	3,347 56 ———	3,410 56
At 31 December 2014		3,403	3,466
Net book value At 31 December 2014	-	61	61
At 31 December 2013		99	99

## 7 TANGIBLE FIXED ASSETS (continued)

8

	Leasehold cost	Furniture, and equ	ipment	Total
LLP	€000s		€000s	€000s
Cost				
At 1 January 2014 Disposals	63		2,106	2,169
At 31 December 2014	63		2,106	2,169
Accumulated depreciation			·	
At 1 January 2014 Charge for the year Disposals	63		2,106	2,169
At 31 December 2014	63		2,106	2,169
Net book value		•		
At 31 December 2014	•		•	
At 31 December 2013	<u>-</u>	-	<u>-</u> .	
				·
FIXED ASSET INVESTMENTS		Sh	ares in group un	dertakings
			Group	LLP
Cost			€000s	€000s
At 1 January 2014 Repayment of capital contribution			290 (290)	290 (290)
At 31 December 2014			-	•
DEBTORS				
Amounts falling due within one year	· · · · /			
	Group	LLP	Group	LLP
•	2014 €000s	2014 €000s	2013 €000s	2013 €000s
Trade debtors	1,322	335	1,371	<u>.</u> ·
Other debtors and prepayments	1,898	183	3,979	964
	3,220	518	5,350	964

## 10 CREDITORS

Amounts falling due within one year

		. Group 2014 €000s	LLP 2014 €000s	Group 2013 €000s	LLP 2013 €000s
		60003	£0003	60003	
Trade creditors		846	46	1,844	85
Employer related taxes		•	•	•	-
Other creditors		360	43	281	.44
Accruals & deferred income	·	123	<b>110</b> .	949	933
		<del></del>	· ——	<del></del>	
· · · · · · · · · · · · · · · · · · ·		1,329	199	3,074	1,062

## 11 RECONCILIATION OF MOVEMENT IN MEMBERS' INTERESTS

**GROUP** 

			del men any	and other ots due to obers less y amounts due from		
	Members' Capital	Other Reserves	m Total	embers in debtors	2014 Total	2013 Total
*	€000s	€000s	€000s	€000s ·	€000s	€000s
Amounts due to members Amounts due from members	7		7	2,746		
Balance as at 1 January	7		7	2,746	2,753	1,275
Members' remuneration charged as an expense, including employment and retirement benefit costs				268	268	245
•		,				
Profit for the financial year available for division among members		68	68		68	1,478
Members' interests after profit for the financial year	7	68	75	3,014	3,089	2,998
Allocated profits		(68)	(68)	68	-	-
Introduced by members	-		• .		-	•
Repayments of members' capital	(1)		(1)		(1)	-
Repayments of debt				. <del>-</del>	-	<u>.</u>
Drawings				(368)	(368)	(245)
Other movements				(275)	(275)	-
Balance at 31 December	6	· •	6	2,439	2,445	2,753
Amounts due to members Amounts due from members		· .		2,439		

## 11 RECONCILIATION OF MOVEMENT IN MEMBERS' INTERESTS (continued)

LLP

•			m	ns and other debts due to dembers less any amounts due from		
,	Members'	Other		members in	2014	2013
	Capital €000s	Reserves €000s	Total €000s	debtors €000s	Total €000s	Total €000s
		,	•	•		
Amounts due to members	7		7 ·	234		
Amounts due from members				·		
Balance as at 1 January	7	· -	. 7	234	241	(689)
Members' remuneration charged as			•	•		
an expense, including employment			•	242		2.45
and retirement benefit costs				268	· 268	245
Profit for the financial year available	•					,
for division among members		457	457		457	930
Members' interests after profit for						
the financial year	7	457	464	502	. 966	487
Allocated profits		(457)	(457)	457		•
		•				
Introduced by members	-		-		-	
Repayments of members' capital	(1)		(1)		(1)	-
Drawings	•		- 1	(368)	(368)	(245)
· · · · · · · · · · · · · · · · · · ·		·				
Balance at 31 December	. 6	-	. 6	591	597	241
Amounts due to members				591		
Amounts due from members				•		

NET CASH FLOWS		
·	2014 €000s	2013 €000s
Reconciliation of operating profits to operating cash flow	/S	
Operating profit:	510	1,614
Deprectation charge	56	75
Decrease in debtors	2,129	237
Decrease in creditors	(1,740)	(2,361)
NET CASH INFLOW FROM OPERATING ACTIVITIES	955	(435)
	· · · · · · · · · · · · · · · · · · ·	
Returns on investment & servicing of finance		,
Interest received Interest paid	· ·	3
Amounts to minorities	(105)	- 59
Amounts to inmonties	(103)	<del>-</del>
	(105)	, 62 
Tax paid		
Corporation tax paid	(162)	(151)
	(162)	(151)
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(18)	· (2)
	(18)	(2)
		. ====
Transactions with Members		. •
Drawings	(368)	(245)
Capital introduced	•	-
Net Capital repayments to members	(1)	-
Other movements	(290)	
•	(659)	(245)
		<del></del>

#### 13 OPERATING LEASE COMMITMENTS

At 31 December 2014 the group had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2014 €000s	Land and buildings 2013 €000s
Group		•
Expiry date:		•
Within 1 year	-	738
Between 2 and 5 years	. 430	455
After more than 5 years		•

At 31 December 2014 the LLP had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2014 €000s	Land and buildings 2013 €000s
LLP ·		•
Expiry date:		,
Within 1 year	. •	738
Between 2 and 5 years	•	-

#### 14 RELATED PARTY TRANSACTIONS

The LLP has taken advantage of the exemption in the Financial Reporting Standard No 8 "related party disclosures" and has not disclosed transactions with wholly owned group undertakings.

MEP paid on behalf of P Eisenchteter a total of €133,000 (2013: €59,292) which was reimbursed after the year end.

#### 15 PRINCIPAL SUBSIDIARIES

Company Name	Country	Percentage Shareholding	Description
Cognetas GmbH	Germany	100	Investment advisor
Motion Equity Partners SA	France	100	Investment advisor
Motion Equity Partners SRL	italy ·	100	Investment advisor
Cognetas Acquisition Limited	United Kingdom	100	Holding Company
Cognetas i GmbH & Co KG	Germany	•	Investment advisor
Cognetas II GmbH & Co KG	Germany	*	Investment advisor

<sup>\* 49%</sup> voting rights are controlled by the group

Cognetas Acquisition Limited is the only entity which is 100% directly owned.