



HERMES GPE OHIO SIDECAR II GP LLP

Annual Report and Financial Statements

For the period ended 31
December 2019





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Members and Advisors

Members

Hermes GPE Founder Partner Ltd	(the Designated and Managing Member)
Hermes GPE Founder Partner 2 Limited	(the Designated Member)

Registered Office

Sixth Floor
150 Cheapside
London EC2V 6ET
United Kingdom

Principal place of business

Fourth Floor
33 Gutter Lane
London EC2V 8AS
United Kingdom

Auditor

KPMG LLP
15 Canada Square
London E14 5GL
United Kingdom

Banker

HSBC Bank plc
62 - 76 Park Street
London
SE1 9DZ



Members' Report

The Members present their annual report and the audited financial statements of Hermes GPE Ohio Sidecar II GP LLP ('the LLP') for the period ended 31 December 2019.

Incorporation

The LLP was incorporated in England on 10 April 2019.

Principal Activity

The principal activity of the LLP in the period under review is to act as the General Partner ('the General Partner') to Hermes GPE Ohio Sidecar II Special Partner LP ('Ohio Sidecar II SLP') and Hermes GPE Ohio Sidecar II LP ('the Partnership Fund'). General Partner is a defined term in the Hermes GPE Ohio Sidecar II Special Partner Limited Partnership Agreement dated 10 April 2019 and as amended and restated on 4 December 2019 ('the Ohio Sidecar II SLP LPA') and the Hermes GPE Ohio Sidecar II Limited Partnership Agreement dated 11 April 2019 and as amended and restated on 15 April 2019 ('the Partnership Fund LPA').

The LLP is allocated General Partner's Profit Share (defined in the Partnership Fund LPA) in its capacity as the General Partner to the Partnership Fund. The LLP also holds an investment in Ohio Sidecar II SLP.

Liquidity Risk and Going Concern

Due to the structure of the LLP and the Partnership Fund, as long as the Partnership Fund holds investments then the Members reasonably expect that the LLP will receive sufficient future income in the form of General Partner's Profit Share to cover its financial obligations in line with the terms set out in the Partnership Fund LPA.

The LLP's investment in Ohio Sidecar II SLP has been funded by Hermes GPE LLP (parent entity of the LLP, 'Hermes GPE'). There is a related party payable due to Hermes GPE as at 31 December 2019 of £8,901, this results in a net current liability position for the LLP. Hermes GPE have confirmed that any demand for repayment will only be made after considering the cash requirements and financial position of the LLP. Additionally, after making enquiries and considering the impact of the recent COVID-19 pandemic, the Members have a reasonable expectation that the LLP and the Partnership Fund have adequate resources to continue in operational existence for the foreseeable future. Accordingly, it continues to adopt the going concern basis in preparing the financial statements. See page 12 for further details.

Results

The results for the period are set out in the Income Statement on page 9.

Members

Members' capital contributions to the LLP and Members' drawings are contained within the Members' Interests statement on page 11. There were no repayments of capital during the year ended 31 December 2019. The Members of the LLP during the year and up to the date of this report are listed on page 3.

Policy for Members' drawings, contributions and repayments of Members' capital

The policy for Members' drawings, contributions and repayments of capital are disclosed in Note 1 of the Notes to the Financial Statements.

Members' Report (continued)

Auditor

KPMG LLP has been appointed as the auditor to the LLP and has expressed their willingness to continue in office.

Each of the persons and entities who are a Member at the date of approval of the financial statements confirms that:

- ▶ so far as the Members' are aware, there is no relevant audit information of which the LLP's auditor is unaware; and
- ▶ the Members' have taken all steps they ought to have taken as Members' to make them aware of any relevant audit information and to establish that the LLP's auditor is aware of that information.

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

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard 102 Section 1A for Smaller Entities.

Approved by the Members and signed on their behalf by:



Karen Sands

Authorised Signatory

(Director of Hermes GPE Founder Partner Limited in its capacity as Designated and Managing Member)

Sixth Floor

150 Cheapside

London

England

EC2V 6ET

22 May 2020

Registered number: OC426869

Statement of Members' Responsibilities in respect of the Member's Report and the financial statements

The Members are responsible for preparing the Member's Report and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the Members to prepare financial statements for each financial period. Under that law the Members have elected to prepare financial standards in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under Regulation 8 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 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 its profit and loss for that period. In preparing these financial statements, the members are required to:

- ▶ select suitable accounting policies and then apply them consistently;
- ▶ make judgments and estimates that are reasonable and prudent;
- ▶ assess the LLP's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- ▶ use the going concern basis of accounting unless they either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

Under Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, 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 its financial statements comply with those regulations. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HERMES GPE OHIO SIDECAR II GP LLP

Opinion

We have audited the financial statements of Hermes GPE Ohio Sidecar II GP LLP ("the LLP") for the period ended 31 December 2019 which comprise the Income Statement, Statement of Financial Position, the reconciliation of Members' Interests and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view, of the state of affairs of the LLP as at 31 December 2019 and of its result for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the LLP in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The members have prepared the financial statements on the going concern basis as they do not intend to liquidate the LLP or to cease its operations, and as they have concluded that the LLP's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Member's conclusions, we considered the inherent risks to the LLP's business model and analysed how those risks might affect the LLP's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the LLP will continue in operation.

Other information

The members are responsible for the other information, which comprises the members' report. 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 conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work, we have not identified material misstatements in the other information.

Matters on which we are required to report by exception

Under the Companies Act 2006 as applied to limited liability partnerships we are required 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
- we have not received all the information and explanations we require for our audit; or
- the members were not entitled to prepare financial statements in accordance with the small limited liability partnerships' regime.

We have nothing to report in these respects.

Members' responsibilities

As explained more fully in their statement set out on page 6, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the LLP'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 they either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

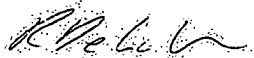
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the members of the LLP, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Richard De La Rue (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

22nd May 2020

Income Statement

For the period ended 31 December 2019

	Notes	For the period 10 April 2019 to 31 December 2019 £
Turnover	1	3,912
Investment management fees	1	(3,912)
Result on ordinary activities		-
Unrealised loss on investment	5	(98)
Loss for the period available for discretionary division among Members		(98)

All results derive from continuing operations.

There are no other gains/losses during the period hence a separate statement of other comprehensive income has not been prepared.

The accompanying notes on pages 12 to 16 are an integral part of the financial statements.

Statement of Financial Position

As at 31 December 2019

	Notes	2019 £
Fixed assets		
Investments	5	5,138
Current assets		
Trade and other receivables	6	3,665
Current liabilities		
Trade and other payables	7	(8,901)
Net current liabilities		(5,236)
Total net liabilities		(98)
Represented by:		
Members' capital classified as equity		-
Members' interests - other reserves		(98)
Members' interests		(98)

Registered number: OC426869

The accompanying notes on pages 12 to 16 are an integral part of the financial statements.

These financial statements were approved by the Members on 22 May 2020 and signed on their behalf by:



Karen Sands

Authorised Signatory

(Director of Hermes GPE Founder Partner Limited in its capacity as Designated and Managing Member)

Sixth Floor

150 Cheapside

London

England

EC2V 6ET

22 May 2020

Members' Interests

As at 31 December 2019

	Members' capital £	Other reserves £	Loan and other debts due to Members less any amounts due from Members £	Total £
Members' interests at incorporation, 10 April 2019	-	-	-	-
(Loss) available for discretionary division among Members	-	(98)	-	(98)
Members' interest after result for the period	-	(98)	-	(98)
Capital contributions	-	-	-	-
Members' drawings	-	-	-	-
Members' interests as at 31 December 2019	-	(98)	-	(98)

The accompanying notes on pages 12 to 16 are an integral part of the financial statements.



Notes to the Financial Statements

For the period ended 31 December 2019

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"), and requirements of the Statement of Recommended Practice, Accounting by Limited Liability Partnerships (SORP) issued in January 2017 relevant to small entities. A summary of the accounting policies which have been applied consistently throughout the current period are set out below.

LLP information

The LLP is a limited liability partnership registered in England, with the registration number OC426869.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Going concern basis

After reviewing the LLP's performance projections, the Manager is satisfied that the LLP has adequate access to resources to enable it to meet its obligations and to continue in operational existence for the foreseeable future. The Manager has considered the impact of the emergence and spread of COVID-19 and potential implications on future LLP operations. This consideration included, but is not limited to; the liquidity of the LLP and the Partnership Fund to which it is General Partner including an assessment of the impact of a temporary reduction in income in the Partnership Fund, and the Manager's business contingency plans to cope with sustained periods of remote working.

The Manager further considered the impact of COVID-19 on the underlying portfolio of Partnership Fund investments, and concluded that whilst each is impacted they are deemed to be sufficiently robust to remain operational. The Manager acknowledges that each investment is subject to various challenges from COVID-19 but deems the portfolio to be sufficiently diversified to mitigate the Partnership Fund's and the LLP's exposure. Whilst there are significant wider market uncertainties which may impact the Partnership Fund investments and investors, the Manager does not believe this will significantly impact the liquidity of the LLP over the next 12 months. For these reasons, the Manager has adopted the going concern basis in preparing these financial statements.

Critical accounting judgements and key sources of estimation uncertainty

Due to the nature of the LLP's business and having considered the key sources of income and expenditure, balance sheet items and the LLP's accounting policies, the Members do not believe there are any critical accounting judgments or key sources of estimation uncertainty.

Turnover

The LLP acts as General Partner for the Partnership Fund and is entitled to General Partner's Profit Share from the Partnership Fund which is recognised in the Income Statement on an accruals basis. The terms of the General Partner's Profit Share are stipulated in the Partnership Fund LPA and are disclosed in the audited financial statements of the Partnership Fund.

Notes to the Financial Statements (continued)

For the year ended 31 December 2019

1. Accounting policies (continued)

Investment Management fees

Investment management fees are recognised in the Income Statement on an accruals basis and represent fees for providing management services to the Partnerships on behalf of the LLP and are paid to Hermes GPE LLP as per the terms of the management agreement between the LLP and Hermes GPE LLP which stipulate this amount will be mutually agreed between the LLP and Hermes GPE LLP from time to time.

Taxation

No provision has been made for taxation in the financial statements. Each Member is exclusively liable for any tax liabilities arising out of their interest in the LLP which will be assessed on the individual Members and not on the LLP.

Investments

Investments are stated at fair value through profit and loss. Investments are calculated as a share of the Net Asset Value of Ohio Sidecar II (Special Partner) LP based on the LLP's percentage ownership. Investment valuations are performed in accordance with International Private Equity and Venture Capital Valuation guidelines.

Distributions from underlying investment are recorded based on the allocation provided by the underlying investment with respect to those distributions. Distributions in the form of realised gains or losses and investment income are recorded in the Income Statement.

Unrealised gains and losses are recognised in the Income Statement.

Foreign currency

Functional and presentational

Items included in the LLP's financial statements are measured and presented in GBP, the currency of the primary economic environment in which it operates ('the functional currency'). The financial statements are presented in GBP which is the LLP's functional and presentational currency, being the currency which is most reflective of the LLP's cash flows.

Transactions and balances

Monetary assets and liabilities in currencies other than GBP are translated into GBP at the rate of exchange ruling at the reporting date. Transactions in currencies other than GBP are translated into the functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

Financial assets and liabilities

The LLP has classified its financial assets and liabilities at fair value through profit or loss at inception.

Receivables and payables

Receivable and payables are recognised in the Statement of Financial Position on an accruals basis. These are then measured at costs less any provision for impairment.

Notes to the Financial Statements (continued)

For the year ended 31 December 2019

1. Accounting policies (continued)

Members' drawings, contributions and repayments of capital

Under the terms of the LLP's limited liability partnership agreement ('the LLPA'), each of the Members may be required to make such capital contributions as prescribed in the LLPA, and any additional capital contributions as determined and notified in writing by the Managing Member to such Member from time to time. No Member shall be required to advance any amounts to the LLP save for the amount of such capital contributions made or as otherwise agreed or determined in accordance with the provisions of the LLPA.

In accordance with the terms of the LLPA, no Member shall have the right to the return of its capital contribution except upon the liquidation of the LLP.

Debts due to Members rank pari passu with other creditors who are unsecured in the event of a winding up of the LLP.

Statement of Cash Flows

The LLP has taken advantage of the small companies' exemption. Under FRS 102 Section 1A, the LLP is exempted from the requirement to prepare a Statement of Cash Flows.

General Partner's Profit Share

The LLP, as the General Partner to Hermes GPE Ohio Sidecar II LP ('the Partnership Fund'), is entitled to General Partner's Profit Share per the terms of the Partnership Fund LPA.

Under the Partnership Fund LPA, the General Partner's Profit Share is allocated to the General Partner in respect of each quarter in an accounting year as a first charge on profits of the Partnership for that accounting period per clause 9.3 of the LPA.

Financial liabilities and equity

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the LLP after deducting all of its liabilities.

2. Audit fees

The amount of the 2019 statutory audit fee attributable to the LLP (excluding VAT) is £4,500 and is borne by Hermes GPE LLP. There were no non-audit services during the period.

3. Employees

The LLP had no employees during the period.

4. Members' remuneration

None of the Members received any remuneration in respect of their services to the LLP during the period ended 31 December 2019.

Notes to the Financial Statements (continued)

For the year ended 31 December 2019

5. Investments

	2019 £
Cost at incorporation	-
Drawdowns	5,236
Distributions	-
Cost at 31 December 2019	5,236
Unrealised losses during the period	(98)
Valuation at 31 December 2019	5,138

The LLP's sole investment is held in Hermes GPE Ohio Sidecar II (Special Partner) LP.

6. Trade and other receivables

	2019 £
Amounts due from Hermes GPE Ohio Sidecar II LP	3,665
	3,665

7. Trade and other payables

	2019 £
Amounts due to Hermes GPE LLP	8,901
	8,901

The amount due to Hermes GPE LLP is interest free, unsecured and repayable on demand.

8. Exemption from preparing group financial statements

The LLP is the General Partner of Ohio Sidecar II SLP and The Partnership Fund and as such controls these entities.

The LLP is exempt from the obligation, under section 400 of the Companies Act 2006, to prepare group financial statements and to deliver them to the Registrar of Companies on the grounds that the LLP's results have been consolidated in the group financial statements of a parent undertaking of the LLP as at 31 December 2019. Consequently, these financial statements present information about the LLP as an individual undertaking and not about its group.



Notes to the Financial Statements (continued)

For the year ended 31 December 2019

9. Related parties

In accordance with Section 33.1a of FRS 102, transactions between the LLP and other wholly-owned members of the same group have not been disclosed.

10. Ultimate parent undertaking

The immediate controlling corporate Members of the LLP are Hermes GPE Founder Partner Ltd and Hermes GPE Founder Partner 2 Limited.

During the period under review Hermes GPE LLP was the ultimate controlling party and its financial statements can be obtained at Sixth Floor, 150 Cheapside, London, EC2V 6ET.

11. Events after the reporting period

In early 2020, the existence of a new coronavirus (COVID-19) was confirmed and since this time has grown to become an unprecedented global event, creating social and economic disruption which in turn results in significant volatility in global markets. The LLP considers the emergence and spread of COVID-19 to be a non-adjusting post balance sheet event. The LLP is evaluating the impact on the Partnership Fund as matters evolve and expects the extent of the short and longer term impacts to become clear over time. Given the inherent uncertainties, it is not practicable at this time to determine the impact of COVID-19 on the LLP or the Partnership Fund or to provide a quantitative estimate of this impact. The LLP will closely monitor the development of this situation and its impact on each Partnership Fund asset in order to initiate mitigating actions.