

Catalyst EPF II (S) GP Limited **Unaudited Financial Statements** For the year ended 31 December 2017 **A Scottish Company**

Registered number: SC485430

Partnership Accounts

28/09/2018

COMPANIES HOUSE

Registered No: SC485430

Directors and Secretaries

Directors

Christakis Christofi Murray Jonathan Martin Petit

Appointed

29 August 2014 29 August 2014

Secretary

TM Company Services Limited (formerly Shepherd & Wedderburn)

Appointed

29 August 2014

Registered office

1 Exchange Crescent Conference Square Edinburgh EH3 8UL

Administration office

17 The Esplanade St Helier Jersey JE1 1WT

Directors Report

For the year ended 31 December 2017

The directors submit their report and the unaudited financial statements of Catalyst EPF II (S) GP Limited (the 'Company') for the year ended 31 December 2017.

Principal activity

The principal activity is that of General Partner to Catalyst EPF II (S) LP.

Proposed dividends

During the year and up to the date of approval of the financial statements no dividends were declared (2016:Nil).

Net liabilities

The Company has net liabilities of EUR41,852 (2016: EUR27,420) however the Directors believe that the Company is a going concern and the shareholders will continue to support the Company.

Results

The results for the year are shown in the Statement of Comprehensive Income.

Directors

The Directors who held office during the year and up to the date of approval of this report are stated on page 1.

Secretary

The Secretary of the Company during the year and up to the date of approval of the financial statements was TM Company Services Limited (formerly Shepherd & Wedderburn) having been appointed on 29 August 2014.

Christakis Christofi

Director

26/09/18

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Statement of Directors' responsibilities

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

Companies Act 2006 requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, Section 1A Small Entities.

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the comprehensive income of the Company for that period.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates which are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for the keeping of proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of Comprehensive Income

For the year ended 31 December 2017

			2017		2016		
	Note	EUR	EUR	EUR	EUR		
Turnover	3						
Gain on exchange difference			-		267		
Expenditure	3						
Administration fees		3,226		4,250			
Company secretarial fee		-		188			
Annual domiciliary fee		2,914		3,399			
Registered office services		416		442			
GST flat rate fee		233		272			
Accountancy fees		1,642		962			
Professional fees		5,408		-			
Sundry expenses		516		2,342			
Loss on exchange difference		77		<u>-</u>			
			(14,432)		(11,855)		
Loss for the financial year			(14,432)		(11,588)		
Other comprehensive income			-		•		
Total comprehensive loss for th	e year		(14,432)		(11,588)		

The results for the year are derived from continuing activities.

Statement of Financial Position

As at 31 December 2017

			2017		2016
	Note	EUR	EUR	EUR	EUR
Fixed assets					
Investment Investment in subsidiary	4 5		10 2 12		10 - 10
Current assets Trade and other debtors	6 _	1		1	
Creditors: amounts falling of	due within one	year			
Loans payable	7	39,422		21,698	
Trade and other creditors	8 _	2,443		5,733	
		41,865		27,431	
Net current liabilities			(41,864)		(27,430)
Net liabilities			(41,852)		(27,420)
Capital and reserves					
Called up share capital	9		1		1
Retained deficit			(41,853)		(27,421)
	10		(41,852)		(27,420)

For the financial year in question the Company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies.

No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 4 to 10 were approved by the Board of Directors on 26 September 2018 and were signed on its behalf by:

Director CHRISTAKIS CHRISTOFI

Notes for the unaudited financial statements

For the year ended 31 December 2017

1. Company information

Catalyst EPF II (S) GP Limited (the "Company") was incorporated on 29 August 2014 and is registered in Scotland. The principal activity of the Company is that of being General Partner to Catalyst EPF II (S) LP.

2. Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland, Section1A Small Entities ('FRS102-1A') as issued in September 2015. The financial statements have been prepared on the historic cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The financial statements are presented in EUR which is the Company's functional currency.

3. Principal accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Expenses

Expenses are accounted for on an accruals basis and is recognised in the Statement of Comprehensive Income.

Cash flow statement

In accordance with FRS102-1A the Company is exempt from the requirements to produce a cash flow statement on the basis it meets the small company criteria.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the rate of exchange ruling at the Statement of Financial Position. Transactions in foreign currencies are translated into EUR at the actual rate of exchange ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward foreign currency contract. Gains and losses on exchange are recognised in the Statement of Income and Retained Earnings in the period in which they arise.

Consolidation

In accordance with FRS102-1A the Company is exempt from the requirements to produce consolidated financial statements on the basis it meets the small entity criteria.

Investment in subsidiary

The investment in the subsidiary undertaking is stated at cost less accumulated impairment and is presented as an investment on the Company's Statement of Financial Position.

Notes for the unaudited financial statements

For the year ended 31 December 2017

Investments

The investment is held at cost less accumulated impairment and is presented as an investment on the Company's Statement of Financial Position.

Basic financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in Statement of Financial Position. Any interest in such transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability. The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Impairment

The Directors review the carrying value of loans receivable and debtors at each Statement of Financial Position date to determine whether there is any objective evidence that the carrying values are impaired. There must be objective evidence of impairment as a result of one or more events which have occurred after the initial recognition of these assets. Impairment is only recognised in respect of these assets if the loss event has an impact on the estimated future cash flows of the loans receivable and debtors that can be reliably estimated.

If the carrying value of the loans receivable and debtors is impaired, the carrying value is reduced through a charge to the Statement of Comprehensive Income. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. The reversal of impairment is recognised in the Statement of Comprehensive Income.

Income tax

The Company is liable for UK Corporation Tax at the prevailing rate.

Trade and other debtors/creditors

Trade debtors and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Amortised cost

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the accumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

Notes for the unaudited financial statements

For the year ended 31 December 2017

Use of judgements and estimates

In preparing these financial statements, the Company has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

4. Investment	2017 EUR	2016 EUR
Catalyst EPF II (S) LP	10	10
5. Investment in subsidiary	2017 EUR	2016 EUR
EPF II MPPRE Co-Invest GP Limited	2	

EPF II MPPRE Co-Invest GP Limited is a wholly owned subsidiary registered in Jersey. The principal activity of the company is to act as general partner to EPF II MPPRE Co-Invest LP.

6. Trade and other debtors	2017 EUR	2016 EUR
Unpaid share capital	1	1

7. Loans payable		2017		2016		
	GBP	EUR	GBP	EUR		
Catalyst Capital LLP	2,400	2,704	160	187		
Catalyst European Property Fund II LP		36,718		21,511		
		39,422		21,698		

The loans are unsecured and interest free with no specific date of repayment.

Notes for the unaudited financial statements

For the year ended 31 December 2017

8. Trade and other creditors	2017		2016		
	GBP	EUR	GBP	EUR	
Unpaid General Partners contribution					
- Catalyst EPF II (S) LP		10		10	
Unpaid investment in subsidiary		2		-	
Other accrued expenses	2,158	2,431	3,010	3,508	
Sundry expenses			1,900	2,215	
		2,443		5,733	

9. Share capital

Ordinary GBP 1 shares

		2017		2016
	No of shares	EUR	No of shares	EUR
Allotted and fully paid				
As at 1 January	1	1	1	1
Issued shares			_	-
As at 31 December	1	1	1	1

Authorised

1 share with a par value of GBP 1.00 fully paid

10. Reconciliation of movements in capital and reserves

	Share capital EUR	Retained deficit EUR	Total EUR
Balance as at 1 January 2016	1	(15,833)	(15,832)
Total comprehensive loss for the year		(11,588)	(11,588)
Balance as at 31 December 2016	1	(27,421)	(27,420)
Total comprehensive loss for the year	<u> </u>	(14,432)	(14,432)
Balance as at 31 December 2017	1	(41,853)	(41,852)

10. Parent and ultimate controlling party

The Company's parent and ultimate controlling party is Catalyst Capital LLP, a limited liability partnership registered in England and Wales with registered number OC300021. Accounts are available from Catalyst Capital LLP, 33 Cavendish Square, London, W1G 0PW.

Notes for the unaudited financial statements

For the year ended 31 December 2017

11. Related parties

Catalyst EPF II (S) GP Limited acts as General Partner to Catalyst EPF II (S) LP, who is an investor in Catalyst European Property Fund II LP ("CEPF II LP").

An amount of €36,718 (2016: €21,511) is due to CEPF II LP (note 7) for payment of expenses on behalf of the Company.

An amount of €2,704 (£2,400) (2016: €187 (£160)) is due to Catalyst Capital LLP, the ultimate beneficial owner (note 7) by way of expenses on behalf of the Company.

An amount of €10 (2016: €10) is due to Catalyst EPF II (S) LP by way of unpaid general partners contribution (note 8).

12. Financial risk management

Liquidity risk

The objective of the Company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The Company expects to meet its financial obligations through operating cash flows. In the event that the operating cash flows would not cover all the financial obligations the Company would seek further assistance from Catalyst Capital LLP in order to meet its commitments and obligations as they came due.

13. Going concern

The Company has net liabilities of €41,852 (2016: €27,420) however the Directors believe that the Company is a going concern and the shareholder will continue to support the Company.



Unaudited Financial Statements

For the year ended 31 December 2017

Registered number: SL18144

Limited Partner

Catalyst Capital LLP

Julian Ralph Stewart Newiss Christakis Christofi Fabrice Hubert Tillette De Clermont-Tonnerre Kean George Maurice Hird Murray Jonathan Martin Petit Guy Ian Swinburn Wilson

Registered number: SL18144

General Partner

Catalyst EPF II (S) GP Limited

Registered office

Edinburgh Quay Fountainbridge Edinburgh EH3 9AG Scotland

Administraton office

17 The Esplanade St Helier Jersey JE1 1WT

Statement of General Partners' responsibilities

The General Partner is responsible for preparing the General Partners' Report and the financial statements in accordance with applicable law and regulations.

The Partnerships (Accounts) Regulations 2008 requires the General Partner to prepare financial statements for each financial year in accordance with Part 15 and Chapter 1 of Part 16 of the Companies Act 2006. Under that law the General Partner has elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, Section1A Small Entities ('FRS102-1A') as issued in September 2015.

Under Company law the General Partner must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the partnership and of the Statement of Comprehensive Income of the partnership for that period. In preparing these financial statements, the General Partner is required to:

- Select suitable accounting policies and apply them consistently;
- Make judgements and estimates which are reasonable and prudent;
 - State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
 - Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Partnership will continue in business.

The General Partner has general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the partnership and to prevent and detect fraud and other irregularities.

The General Partner is responsible for the maintenance and integrity of the corporate and financial information included on the partnership's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of Comprehensive Income

For the year ended 31 December 2017

				2016	
	Note	EUR	EUR	EUR	EUR
Turnover	3				
Gain on exchange difference	Ū		-		145
Expenditure	3				
Company management fees		4,137		2,172	
Annual domiciliary fee		2,914		3,399	
GST flat rate fee		233		272	
Accountancy fees		2,706		2,245	
Legal and professional fees		6,738		10,404	
Sundry expenses		106		65	
Loss on exchange difference		52		_	
			(16,886)		(18,557)
Operating loss	,		(16,886)		(18,412)
Bank charges and interest		(56)		(57)	
Interest payable		(150,000)			
			(150,056)		(57)
Loss on ordinary activities for	•				
attributable to partners before	tax		(166,942)		(18,469)
Taxation			-		-
Total comprehensive loss for t	he year		(166,942)		(18,469)

The results for the year are derived from continuing activities.

Statement of Financial Position

As at 31 December 2017

			2017		2016
	Note	EUR	EUR	EUR	EUR
Fixed assets Investment	4		3,506,500		3,186,768
Current assets Trade and other debtors	5	2,430,519		3,186,778	
(1800 and other doptors	v	2,700,010		3,100,110	
Creditors: amounts falling due within one year					
Loan payable	6	37,443		23,446	
Trade and other creditors	7	2,588,329		3,191,643	
		2,625,772		3,215,089	
Net current liabilities			(195,253)		(28,311)
Net assets			3,311,247		3,158,457
Capital and reserves					
Partner's capital accounts	8		20		20
Partner's loan account	9		3,506,500		3,186,768
Partner's current account	10		<u>(195,273)</u>		(28,331)
	10		3,311,247		3,158,457

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

For the financial year in question the Limited Partnership was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies.

No members have required the Limited Partnership to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The General Partner acknowledges their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable subject to the small entities regime.

The financial statements on pages 3 to 8 were approved by the Board of Directors of the General Partner on 26 September 2018 and were signed on its behalf by:

Director of Catalyst EPF II (S) GP Limited

for and on behalf of Catalyst EPF II (S) LP Christakis Christofi

Notes for the unaudited financial statements

For the year ended 31 December 2017

1. Limited Partnership information

Catalyst EPF II (S) LP (the "Limited Partnership") was incorporated on 29 September 2014 and is registered in Scotland. The principal activity of the Limited Partnership is to invest in Catalyst European Property Fund II LP which invests in the management and development of commercial property.

2. Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland, Section1A Small Entities ('FRS102-1A') as issued in September 2015. The financial statements have been prepared on the historic cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below.

The financial statements are presented in EUR which is the Limited Partnership's functional currency.

3. Principal accounting policies

The Limited Partnership has consistently applied the following accounting policies to all periods presented in these financial statements.

Expenses

Expenses are accounted for on an accruals basis and are recognised in the Statement of Comprehensive Income.

Cash flow statement

In accordance with FRS102-1A the Limited Partnership is exempt from the requirements to produce a cash flow statement on the basis it meets the small entity criteria.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into EUR at the rate of exchange ruling at the Statement of Financial Position. Transactions in foreign currencies are translated into EUR at the actual rate of exchange ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward foreign currency contract. Gains and losses on exchange are recognised in the Statement of Comprehensive Income in the period in which they arise.

Basic financial instruments

The Limited Partnership derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Limited Partnership neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset that is derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in Statement of Financial Position. Any interest in such transferred financial assets that is created or retained by the Limited Partnership is recognised as a separate asset or liability. The Limited Partnership derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Notes for the unaudited financial statements

For the year ended 31 December 2017

Investments

Investments are held at cost less any accumulated impairment and are presented as an investment on the Statement of Financial Position.

Impairment

The Limited Partnership reviews the carrying value of loans receivable and debtors at each Statement of Financial Position date to determine whether there is any objective evidence that the carrying values are impaired. There must be objective evidence of impairment as a result of one or more events which have occurred after the initial recognition of these assets. Impairment is only recognised in respect of these assets if the loss event has an impact on the estimated future cash flows of the loans receivable and debtors that can be reliably estimated.

If the carrying value of the loans receivable and debtors is impaired, the carrying value is reduced through a charge to the Statement of Comprehensive Income. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. The reversal of impairment is recognised in the Statement of Comprehensive Income.

Trade and other debtors/creditors

Trade debtors and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Amortised cost

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition, minus principal repayments, plus or minus the accumulative amortisation using the effective interest method of any difference between the initial amount recognised and the maturity amount, minus any reduction for impairment.

Use of judgements and estimates

In preparing these financial statements, the Limited Partnership has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

4. Investment	2017	2016
	EUR	EUR
Catalyst European Property Fund II LP	3,506,500	3,186,768

Notes for the unaudited financial statements

For the year ended 31 December 2017

5. Trade and other debtors	2017	2016
	EUR	EUR
Catalyst Capital LLP	2,430,509	3,186,768
Unpaid General Partners contribution	10	10
	2,430,519	3,186,778
6. Loan payable	2017	2016
	EUR	EUR
Catalyst European Property Fund II LP	37,443	23,446

The loan is unsecured, interest free and repayable on demand.

7. Trade and other creditors		2017		2016	
	GBP	EUR	GBP	EUR	
Catalyst European Property Fund II LP		2,430,509		3,186,768	
Catalyst European Property Fund II LP - interes	it	150,000		_	
Other accrued expenses	6,943	7,820	4,182	4,875	
		2,588,329		3,191,643	

Interest is payable on the outstanding debt with Catalyst European Property Fund II LP based on the blended interest rate combining the base rate and the Eurobor 3 month rate.

8. Partner's capital accounts	2017 EUR	2016 EUR
Limited partners capital Catalyst Capital LLP	10	10
General partners capital Catalyst EPF II (S) GP Limited	10 20	10 20
9. Partner's loan account	2017 EUR	2016 EUR
Catalyst Capital LLP	3,506,500	3,186,768

Notes for the unaudited financial statements

For the year ended 31 December 2017

10. Reconciliation of movements in capital and reserves

	Partner's capital account EUR	Partner's Ioan account EUR	Partner's current account EUR	Total EUR
Balance as at 1 January 2016	20	863,167	(9,862)	853,325
Total comprehensive loss for the year	-	-	(18,469)	(18,469)
Contribution for the year		2,323,601	<u>-</u> _	2,323,601
Balance as at 31 December 2016	20	3,186,768	(28,331)	3,158,457
Total comprehensive loss for the year	-	-	(166,942)	(166,942)
Contribution for the year	<u> </u>	319,732		319,732
Balance as at 31 December 2017	20	3,506,500	(195,273)	3,311,247

11. Parent and ultimate controlling party

The ultimate controlling party is Catalyst EPF II (S) GP Limited.

12. Related parties

Catalyst EPF II (S) GP Limited acts as General Partner to Catalyst EPF II (S) LP, which in turn, invests in Catalyst European Property Fund II LP ("CEPF II LP").

An amount of €10 (2016: €10) is due from Catalyst EPF II (S) GP Limited by way of unpaid General Partner's contribution (note 5).

An amount of €37,443 (2016: €23,446) is due to CEPF II LP (note 6) for payment of expenses on behalf of the Limited Partnership. The Limited Partnership is a Limited Partner of CEPF II LP.

Catalyst Capital LLP acts as the Limited Partner to Catalyst EPF II (S) LP and an amount of €2,430,509 (2016: €3,186,768) is due from Catalyst Capital LLP (note 5) in respect of unpaid investments in CEPF II LP (note 7).

13. Financial risk management

Liquidity risk

The objective of the Limited Partnership in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The Limited Partnership expects to meet its financial obligations through operating cash flows. In the event that the operating cash flows would not cover all the financial obligations the Limited Partnership would seek further assistance from Catalyst Capital LLP in order to meet its commitments and obligations as they came due.