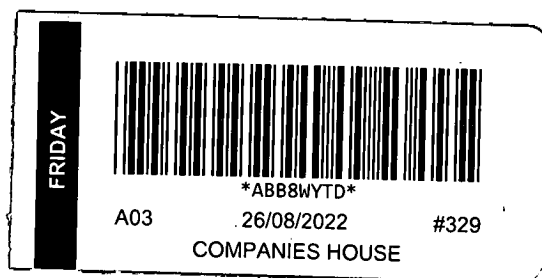


Registration number: 09303968

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021



Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Strategic Report for the Year Ended 31 December 2021

The directors present their strategic report for the year ended 31 December 2021.

Principal activity

The principal activity of the Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited) (the "Company") is to act as a holding company for the Bridgepoint group of companies ("Bridgepoint Group" or "Group"). There have not been any significant changes in the Company's principal activities during the year under review. In prior periods the accounts were prepared on a consolidated basis, in 2021 the Company is exempt from preparing consolidated accounts under section 400 of the Companies Act 2006 as it is itself a subsidiary undertaking and it is a wholly-owned subsidiary of Bridgepoint Group plc which prepares consolidated group accounts that include the Company and its subsidiaries.

Review of the business

The principal activity of the Company is to act as a holding company for the Bridgepoint group of companies ("Bridgepoint Group" or "Group").

In 2018 Bridgepoint completed an agreement to admit a third-party investor, Dyal Capital Partners ("Dyal"), as a minority investor into the group. To facilitate the investment, a group reconstruction took place with the previous shareholders of the Company transferring their shares in the Company for holdings to a new employee holding company, Bridgepoint Group plc (formerly Atlantic Investments Holdings Limited, "AIHL") via a share for share exchange between BGL and AIHL. At 31 December 2021, the Company is wholly owned by its parent, Bridgepoint Group plc.

In prior periods the accounts were prepared on a consolidated basis, in 2021 the Company is exempt from preparing consolidated accounts due to its ultimate parent, Bridgepoint Group plc, preparing consolidated group accounts.

Results

The profit for the financial year is £2.8m (2020: £24.3m) and at the year end the Company has net assets of £185.1m (2020: £182.4m).

Principal risks and uncertainties

The Company's main income is generated from investments in limited partnerships. The business is subject to risks associated with the performance of the funds managed and the tax and regulatory regimes within which its business operates.

Key performance indicators

The Company considers investment performance, income from investment in limited partnerships and profit before tax as the key performance indicators of the business. Given the straightforward nature of the business, the directors are of the opinions that analysis using key performance indicators is not necessary for an understanding of the development, performance, or position of the business.

Statement by the directors in performance of their statutory duties in accordance with s172(1)

The directors of the Company, as those of all UK companies, must act in accordance with a set of general duties, which are detailed in Section 172 of the UK Companies Act 2006.

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (among other matters) to:

- the likely consequences of any decision in the long-term
- the interest of the company's employees
- the need to foster the company's relationships with suppliers, customers and others
- the impact of the company's operations on the community and environment
- the desirability of the company maintaining a reputation for high standards of business conduct
- the need to act fairly as between shareholders of the company

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Strategic Report for the Year Ended 31 December 2021

The parent entity, Bridgepoint Group plc, has a Group Board (which are the directors of Bridgepoint Group plc) which takes executive responsibility for the strategic direction of all Bridgepoint entities including the Company. It has executive responsibility for setting the Group's strategy and ensuring that the shared values and business objectives are upheld and met.

The directors of the Company are involved in decisions that impact the Company as required under the Companies Act 2006. Such matters include making commitments to investments and subsidiary companies and a decision to pay a dividend.

An explanation of how the Group Board has considered the matters set out in Section 172 (for the Group, including the Company) is set out in the Annual Report and Accounts of Bridgepoint Group plc. This includes details of the development, performance and position of the Group, as well as how the Group undertakes business conduct, employee and fund investor engagement, risk management and community engagement.

Financial risk management

In the normal course of business, financial instruments are used for the purpose of managing exposures to foreign exchange and interest rate movements. The Company's operations expose it to market, credit and liquidity risk. Further information is included in the Note 13 to the financial statements

Approved by the Board on 22 June 2022 and signed on its behalf by:



A M Jones
Director

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Directors' Report for the Year Ended 31 December 2021

The directors present their Annual report together with the audited financial statements (the "financial statements") of the Company") for the year ended 31 December 2021.

Results and dividends

The results for the financial year are shown on page 8.

In the financial year of 2021 the directors have not proposed a dividend (2020: £20.0m).

Future developments

The directors do not anticipate any significant change in the business of the Company.

Directors of the Company

The directors who held office during the year were as follows:

W N Jackson
J R Hughes
A M Jones
C S J Barter
P R Gunner

The following directors resigned or were appointed post year end:

R C Thompson (appointed 12 January 2022)
C S J Barter (resigned 12 January 2022)
P R Gunner (resigned 10 March 2022)

Directors' indemnity

During the year and at the time of signing, a Bridgepoint Group entity maintains liability insurance for directors and officers of the Bridgepoint Group, and associated companies, which includes the Company. This is a qualifying third party indemnity provision for the purpose of the Companies Act 2006.

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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 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 the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Directors' Report for the Year Ended 31 December 2021

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Disclosure of information to the auditor

Each director at the time when the Director's Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information needed by the Company's auditor in connection with preparing their report of which the Company's auditor is unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Appointment of auditor

The Board of Directors has appointed Mazars LLP as auditor of the Company in line with Section 485 of Companies Act 2006. Mazars LLP has expressed willingness to continue in office as auditor of the Company.

Approved by the Board on 22 June 2022 and signed on its behalf by:



A M Jones
Director

Independent auditor's report to the members of Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Opinion

We have audited the financial statements of Bridgepoint Group Holdings Limited (the 'Company') for the year ended 31 December 2021 which comprise the Profit and Loss account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

Independent auditor's report to the members of Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the Company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: the Companies Act 2006.

Independent auditor's report to the members of Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to manipulating accounting records and preparing fraudulent financial statements by overriding controls that otherwise appear to be operating effectively. Due to the unpredictable way in which such override could occur, there is a risk of material misstatement due to fraud on all audits.

Our audit procedures in relation to fraud included but were not limited to:

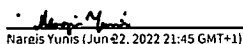
- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of the audit report

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


Nargis Yunis (Jun-22, 2022 21:45 GMT+1)

Nargis Shaheen Yunis (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

30 Old Bailey, London, EC4M 7AU

22 June 2022

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Profit and Loss Account for the Year Ended 31 December 2021

| | Note | 2021 £ 000 | 2020 £ 000 |
|--|-------------|-----------------------|-----------------------|
| Income from shares in group undertakings | | - | 20,000 |
| Other income | | <u>57</u> | <u>-</u> |
| Turnover | | 57 | 20,000 |
| Administrative expenses | | (18) | (47) |
| Net foreign exchange gains/(losses) | | <u>33</u> | <u>(121)</u> |
| Operating Profit | 5 | 72 | 19,832 |
| Other finance income | 8 | <u>2,628</u> | <u>4,455</u> |
| Profit before tax | | 2,700 | 24,287 |
| Taxation | 9 | <u>62</u> | <u>-</u> |
| Profit for the financial year | | <u><u>2,762</u></u> | <u><u>24,287</u></u> |

The results above relate to continuing operations.

The notes on pages 12 to 24 form an integral part of these financial statements.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Statement of Comprehensive Income for the Year Ended 31 December 2021

| | Note | 2021 £ 000 | 2020 £ 000 |
|---|------|---------------|---------------|
| Profit for the year | | 2,762 | 24,287 |
| Other comprehensive income: | | | |
| Other comprehensive income for the year, net of tax | | - | - |
| Total comprehensive income for the year | | <u>2,762</u> | <u>24,287</u> |

The results above relate to continuing operations.

The notes on pages 12 to 24 form an integral part of these financial statements.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

(Registration number: 09303968)
Balance Sheet as at 31 December 2021

| | Note | 2021 £ 000 | 2020 £ 000 |
|--|------|-----------------|-----------------|
| Non-current assets | | | |
| Investments | 10 | 58,020 | 58,020 |
| Deferred tax asset | | <u>62</u> | <u>-</u> |
| | | <u>58,082</u> | <u>58,020</u> |
| Current assets | | | |
| Debtors: amounts falling due within one year | 11 | 84,894 | 188,700 |
| Cash and cash equivalents | | <u>114,361</u> | <u>25</u> |
| | | 199,255 | 188,725 |
| Current liabilities | | | |
| Creditors: Amounts falling due within one year | 12 | <u>(72,199)</u> | <u>(64,369)</u> |
| Net current assets | | <u>127,056</u> | <u>124,356</u> |
| Total assets less current liabilities | | <u>185,138</u> | <u>182,376</u> |
| Net assets | | <u>185,138</u> | <u>182,376</u> |
| Capital and reserves | | | |
| Called up share capital | 14 | 76 | 76 |
| Capital contribution reserve | 15 | 174,032 | 174,032 |
| Retained earnings | | <u>11,030</u> | <u>8,268</u> |
| Total equity | | <u>185,138</u> | <u>182,376</u> |

The financial statements of Bridgepoint Group Holdings Limited were approved and authorised by the Board of Directors on 22 June 2022 and signed on its behalf by:



A M Jones
Director

The notes on pages 12 to 24 form an integral part of these financial statements.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Statement of Changes in Equity for the Year Ended 31 December 2021

| | Called up share capital £ 000 | Capital contribution reserve £ 000 | Retained earnings £ 000 | Total equity £ 000 |
|---|--|---|--|-------------------------------|
| At 1 January 2020 | 76 | 174,032 | 3,981 | 178,089 |
| Profit for the year | - | - | 24,287 | 24,287 |
| Dividends paid | - | - | (20,000) | (20,000) |
| Other comprehensive income | - | - | - | - |
| At 31 December 2020 | <u>76</u> | <u>174,032</u> | <u>8,268</u> | <u>182,376</u> |
| | | | | |
| | Called up share capital £ 000 | Capital contribution reserve £ 000 | Retained earnings £ 000 | Total equity £ 000 |
| At 1 January 2021 | 76 | 174,032 | 8,268 | 182,376 |
| Profit for the year | - | - | 2,762 | 2,762 |
| Other comprehensive income | - | - | - | - |
| Total comprehensive income for the year | <u>-</u> | <u>-</u> | <u>2,762</u> | <u>2,762</u> |
| At 31 December 2021 | <u>76</u> | <u>174,032</u> | <u>11,030</u> | <u>185,138</u> |

The notes on pages 12 to 24 form an integral part of these financial statements.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is a private company limited by shares domiciled in the United Kingdom. The country of incorporation is England and Wales. The address of its registered office and principal place of business is 95 Wigmore Street, London, England, W1U 1FB.

2 Statement of compliance

The individual financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These financial statements have been prepared under the historical cost convention, as modified by certain financial assets and liabilities measured at fair value through profit or loss, when it is required by FRS 102.

The accounts are presented on a standalone basis in 2021, in 2020 the accounts were presented on a consolidated basis.

(b) Consolidation

Under section 400 of the Companies Act 2006, the Company is exempt from the requirement to prepare consolidated accounts as it is itself a subsidiary undertaking and it is a wholly-owned subsidiary of Bridgepoint Group plc, a company incorporated within the United Kingdom. Bridgepoint Group plc prepares consolidated accounts that include the Company.

(c) Going concern

The financial statements have been prepared on a going concern basis as the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future having assessed the business risks, financial position and resources of the Company. It is the intention to continue to run the business as such, there are short term and medium term financial plans that indicate the Company will continue to operate as a going concern and a reasonable expectation that those plans can be implemented.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

3 Summary of significant accounting policies (continued)

(d) Exemption under Financial Reporting Standards

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of the exemptions by the Company's shareholders. The Company has taken advantage of the following exemptions:

Cash Flow Statement - The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12 (b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Bridgepoint Group plc, includes the Company's cash flows in their own consolidated financial statements.

Related Party Transactions - The Company has taken advantage of the exemption, under FRS 102 paragraph 33.1.A, from the requirement to disclose related party transactions within the Bridgepoint Group on the grounds that 100% of the voting rights are controlled within the group. Transactions with the shareholders of the Bridgepoint Group are not exempt and are disclosed where applicable.

(e) Revenue recognition

Income is recognised in the Profit and Loss Account and the Statement of Comprehensive Income on an accruals basis. Income from shares in group undertakings comprises dividend income.

Dividend income is recognised in the Company's Profit and Loss Account when the right to receive payment is established.

All income is generated within the UK.

(f) Expenses

Expenses incurred have been recognised on an accruals basis.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

3 Summary of significant accounting policies (continued)

(g) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior year. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Current or deferred taxation assets and liabilities are not discounted.

(h) Foreign currency transactions and balances

The Company's functional and presentation currency is the pound sterling. These financial statements are presented in pound sterling and rounded to thousands.

Foreign currency transactions are translated into the functional currency using the opening spot exchange rate for the month in which the transaction occurs as an approximate for the actual rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to sterling using the closing rate at the year-end. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign currency gains and losses are recognised in the Profit and Loss Account.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and call deposits, held at call with banks with an original maturity of three months or less. The carrying amount of these assets approximates to their fair value.

(j) Debtors

Short term debtors are measured at the transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment, except where repayable on demand.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

3 Summary of significant accounting policies (continued)

(k) Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment, except where repayable on demand.

(l) Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Investments in subsidiary undertakings

Investments in subsidiary undertakings, that are not investment vehicles, are stated at cost less provision for any impairment. Provisions are only made where in the opinion of the directors there is an impairment in value.

The Company has an investment in certain subsidiaries which are investment vehicles such as limited partnerships whose primary function is to generate capital or income growth through holding investments. This category of subsidiary is held at fair value since they are managed on a fair value basis. Investments in subsidiaries (other than those measured at fair value) are initially recognised at cost and subsequently held at cost less any impairment charge.

(m) Dividends

Dividends and other distributions to the company's shareholder are recognised in the period in which the dividends and other distributions are approved by the shareholder. These amounts are recognised in the statement of changes in equity.

4 Judgements in applying accounting policies and key sources of estimation uncertainty

In applying the Company's accounting policies, the directors may be required to make judgements, estimates and assumptions that could impact the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expense during the year. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The judgements, estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects either, that year only, the year of the revision and future years, or both current and future years. The directors do not consider the financial statements to have any critical estimates or matters requiring significant judgement.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

5 Operating profit

Arrived at after charging/(crediting):

| | 2021 | 2020 |
|-----------------------------------|--------------|--------------|
| | £ 000 | £ 000 |
| Auditors remuneration | 27 | 43 |
| Foreign exchange (gains) / losses | <u>(33)</u> | <u>121</u> |

PricewaterhouseCoopers LLP ("PwC") resigned as auditor of the Company. Mazars LLP ("Mazars") were appointed to replace PwC.

There were no fees payable to the Company's auditors for 'Other services' (2020: nil).

6 Employees

The Company did not employ any personnel during the year (2020: none).

7 Directors' remuneration

None of the directors received any remuneration directly from the Company during the year (2020: none). Remuneration received by individual directors who are employed and paid by another group entity cannot be sensibly attributed across the entities for which each director is a director of.

8 Other interest receivable and similar income

| | 2021 | 2020 |
|---|--------------|--------------|
| | £ 000 | £ 000 |
| Unwind of discounts on deferred proceeds receivable | <u>2,628</u> | <u>4,455</u> |

The other interest receivable and similar income relates to the unwind of discounting on the deferred proceeds receivable from Dyal Partners IV (C) LP of £2.6m (2020: £4.5m).

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

9 Taxation

(a) Tax expense included in the Profit and Loss account

| | 2021 £ 000 | 2020 £ 000 |
|---|---------------|---------------|
| Current taxation: | | |
| UK corporation tax adjustment to prior periods | - | - |
| Total current tax | - | - |
| Deferred taxation: | | |
| Arising from origination and reversal of timing differences | (62) | - |
| Deferred tax adjustment to prior periods | - | - |
| Total deferred tax | (62) | - |
| Tax credit on profit | (62) | - |

(b) Reconciliation of tax charge

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK for the year ended 31 December 2021 of 19% (2020: 19%).

The differences are reconciled below:

| | 2021 £ 000 | 2020 £ 000 |
|--|---------------|---------------|
| Profit before tax | 2,700 | 24,287 |
| Tax on profit before taxation | | |
| at the standard rate of corporation tax in the UK of 19% (2020: 19%) | 513 | 4,611 |
| Income not charged to UK corporation tax | (499) | (4,602) |
| Unrealised fair value movement in respect of investments | - | 7 |
| Tax losses utilised, net of losses carried forward | (14) | (19) |
| Effect of tax rate changes | (15) | 1 |
| Income allocated by limited partnerships | - | 2 |
| Unutilised losses carried forward | (47) | - |
| | 575 | 4,611 |
| Total tax credits for the year | (62) | - |

10 Investments

| | Subsidiary Undertakings £ 000 |
|---------------------|-------------------------------------|
| At 1 January 2020 | 58,020 |
| At 31 December 2020 | 58,020 |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Investments (continued)

| | Subsidiary Undertakings £ 000 |
|---------------------|-------------------------------------|
| At 1 January 2021 | 58,020 |
| At 31 December 2021 | 58,020 |

Subsidiary and other related interests

The Company has investments directly and indirectly in the following subsidiaries and other related interests:

| Name | Ref | Principal activity | Company's proportion of ownership interest |
|----------------------------------|-----|---|---|
| 101 Investments (GP) Limited | 1 | GP to UK Limited Partnerships | 100% |
| 101 Investments Nominees Limited | 1 | Nominee company | 100% |
| BBTPS (GP) Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| BBTPS FP GP Limited | 2 | Founder Partner to UK Limited Partnerships | 100% |
| BBTPS Nominees Limited | 1 | Nominee Company | 100% |
| BC II FP Limited | 1 | Dormant entity | 100% |
| BC II FP SGP Limited | 2 | Dormant entity | 100% |
| BC II GP LLP | 2 | General Partner to UK Limited Partnerships | - |
| BC II GP LP | 2 | General Partner to UK Limited Partnerships | - |
| BDC GP LP | 2 | General Partner to UK Limited Partnerships | 100% |
| BDC II (SGP) Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| BDC II FP GP Limited | 2 | Founder Partner to UK Limited Partnerships | 100% |
| BDC II GP LP | 2 | General Partner to UK Limited Partnerships | - |
| BDC II Limited | 1 | Investment holding company | 100% |
| BDC II Nominees Limited | 1 | Nominee company | 100% |
| BDC III GP 1 Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| BDC III GP 2 Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| BDC III GP LLP | 1 | General Partner to UK Limited Partnerships | - |
| BDC III Limited | 1 | Investment holding company | 100% |
| BDC III Nominees Limited | 1 | Nominee company | 100% |
| BDC III SFP GP Limited | 2 | Founder Partner to UK Limited Partnerships | 100% |
| BDC Special 1 Limited | 2 | Dormant entity | 100% |
| BDC Special 2 Limited | 2 | Dormant entity | 100% |
| BDC Special GP LLP | 2 | Dormant entity | - |
| BE Advisers S.ar.L | 3 | Dormant Entity | 100% |
| BE II Investments (GP) Limited | 1 | Dormant entity | 100% |
| BE V Germany GP Co Limited | 4 | General Partner to Guernsey Limited Partnership | 100% |
| BE VI Nominees Limited | 1 | Nominee company | 100% |
| BEV FP Limited | 1 | Founder Partner to UK Limited Partnerships | 100% |
| BEV FP SGP Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| BEV GP LLP | 2 | General Partner to UK Limited Partnerships | 100% |
| BEV GP 2 Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| BEV GPC Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| BEV MLP Limited | 1 | Dormant entity | 100% |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Investments (continued)

| Name | Ref | Principal activity | Company's proportion of ownership interest |
|--|-----|--|--|
| BEV Nominees Limited | 1 | Nominee company | 100% |
| BEV Nominees II Limited | 1 | Nominee company | 100% |
| Bridgepoint AB | 5 | Private equity advisory company | 100% |
| Bridgepoint Advantage Limited | 1 | Dormant entity | 100% |
| Bridgepoint Advisers Europe Limited | 1 | Private equity advisory company | 100% |
| Bridgepoint Advisers Holdings | 1 | Investment holding company | 100% |
| Bridgepoint Advisers II Limited | 1 | Private equity management company | 100% |
| Bridgepoint Advisers Limited | 1 | Private equity management company | 100% |
| Bridgepoint Advisers UK Limited | 1 | Private equity management company | 100% |
| Bridgepoint Capital (Doolittle) Limited | 1 | Dormant entity | 100% |
| Bridgepoint Capital (GP) Limited | 1 | General Partner | 100% |
| Bridgepoint Capital (Nominees) Limited | 1 | Nominee company | 100% |
| Bridgepoint Capital (Nominees) 2 Limited | 1 | Nominee company | 100% |
| Bridgepoint Capital Delaware GP LP | 6 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Capital General Partner LP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Capital General Partner II LP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Capital Directorships Limited | 1 | Dormant entity | 100% |
| Bridgepoint Capital Partners Limited | 1 | Dormant entity | 100% |
| Bridgepoint Capital Scottish GP Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| Bridgepoint Capital Scottish GP II Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| Bridgepoint Capital Trustee Limited | 1 | Dormant entity | 100% |
| Bridgepoint Capital Verwaltungs Gmbh | 7 | General Partner to German Partnerships | 100% |
| Bridgepoint Credit Europe Limited | 1 | Credit fund advisory company | 100% |
| Bridgepoint Credit Partners Limited | 1 | Dormant entity | 100% |
| Bridgepoint Debt Funding Limited | 1 | Dormant entity | 100% |
| Bridgepoint Debt Management Limited | 1 | Dormant entity | 100% |
| Bridgepoint Debt Managers Limited | 1 | Dormant entity | 100% |
| Bridgepoint Development Capital Limited | 1 | Dormant entity | 100% |
| Bridgepoint Europe (SGP) Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| Bridgepoint Europe III FP (GP) Limited | 2 | Founder Partner to UK Limited Partnerships | 100% |
| Bridgepoint Europe III (GP) Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| Bridgepoint Europe III GP LP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Europe IV (Nominees) 1 Limited | 1 | Nominee company | 100% |
| Bridgepoint Europe IV (Nominees) Limited | 1 | Nominee company | 100% |
| Bridgepoint Europe IV FP (GP) Limited | 2 | Founder Partner to UK Limited Partnerships | 100% |
| Bridgepoint Europe IV General Partner LP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Europe IV General Partner 'F' LP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Europe Limited | 1 | General Partner to UK Limited Partnerships | 100% |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Investments (continued)

| Name | Ref | Principal activity | Company's proportion of ownership interest |
|--|-----|--|--|
| Bridgepoint Europe Managerial LLP | 1 | Limited partner to UK Limited Partnerships | - |
| Bridgepoint Finance Limited | 1 | Dormant entity | 100% |
| Bridgepoint GmbH | 7 | Private equity advisory company | 100% |
| Bridgepoint GP2 LLP | 2 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Growth I GP LLP | 1 | General Partner to UK Limited Partnerships | - |
| Bridgepoint Growth Limited | 1 | Dormant entity | 100% |
| Bridgepoint Growth Nominees Limited | 1 | Nominee company | 100% |
| Bridgepoint Holdings Group Limited | 1 | Dormant entity | 100% |
| Bridgepoint Holdings Limited | 1 | Dormant entity | 100% |
| Bridgepoint Infrastructure Development Limited | 1 | Dormant entity | 100% |
| Bridgepoint Infrastructure Limited | 1 | Dormant entity | 100% |
| Bridgepoint International Limited | 1 | Dormant entity | 100% |
| Bridgepoint Investment Consultants (Shanghai) Co Ltd | 9 | Private equity advisory company | 100% |
| Bridgepoint Netherlands BV | 10 | Private equity advisory company | 100% |
| Bridgepoint Partners Limited | 1 | Dormant entity | 100% |
| Bridgepoint SAS | 8 | Private equity advisory company | 100% |
| Bridgepoint Portfolio Services SAS | 8 | Private equity advisory company | 100% |
| Bridgepoint Private Equity Group Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| Bridgepoint Private Equity Growth Fund Limited | 1 | Dormant entity | 100% |
| Bridgepoint Private Equity Limited | 1 | Dormant entity | 100% |
| Bridgepoint Property Advisers Limited | 1 | Dormant entity | 100% |
| Bridgepoint Property Development Limited | 1 | Dormant entity | 100% |
| Bridgepoint Real Estate Advisers Limited | 1 | Dormant entity | 100% |
| Bridgepoint Real Estate Development Limited | 1 | Dormant entity | 100% |
| Bridgepoint Real Estate Limited | 1 | Dormant entity | 100% |
| Bridgepoint Real Limited | 1 | Dormant entity | 100% |
| Bridgepoint SA | 11 | Private equity advisory company | 100% |
| Bridgepoint Services S.à r.l. | 3 | Private equity advisory company | 100% |
| Bridgepoint Sp Zoo | 12 | Private equity advisory company | 100% |
| Bridgepoint Sp Zoo sp.k | 12 | Private equity advisory company | - |
| Bridgepoint Structured Credit Limited | 1 | Dormant entity | 100% |
| Bridgepoint Team Paris S.à r.l. | 14 | Dormant entity | 100% |
| Bridgepoint Ventures Limited | 1 | Dormant entity | 100% |
| George Town (Nominees) Limited | 1 | Dormant entity | 100% |
| Horninghaven Limited | 1 | Dormant entity | 100% |
| Horningway Limited | 1 | General Partner to UK Limited Partnerships | 100% |
| HPE II GP LP | 2 | General Partner to UK Limited Partnerships | - |
| HPE SGP Limited | 2 | General Partner to UK Limited Partnerships | 100% |
| LORAC 5 Limited | 1 | Investment holding company | 100% |
| LORAC BDC III Limited | 1 | Investment holding company | 100% |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Investments (continued)

| Name | Ref | Principal activity | Company's proportion of ownership interest |
|---|-----|----------------------------------|--|
| LORAC BDC Limited | 1 | Investment holding company | 100% |
| LORAC Eagle Limited | 1 | Investment holding company | 100% |
| LORAC KITE Limited | 1 | Investment holding company | 100% |
| New HPE II GP LP | 2 | Investment holding company | 100% |
| Opal Investments LP | 2 | Investment holding company | - |
| PEPCO Services LLP | 1 | Collective purchasing negotiator | - |
| Ruby Germany GP Limited | 4 | General Partner | 100% |
| Ruby Investments (UK) Limited | 1 | Investments holding company | 100% |
| Sapphire Fund II South Limited | 4 | Investment holding company | 25% |
| Sapphire Investments (Guernsey) Limited | 4 | Investment holding company | 100% |
| Sapphire Sub II A Limited | 4 | Investment holding company | 100% |
| Sapphire Sub II B Limited | 4 | Investment holding company | 100% |
| Sapphire Sub III A Limited | 4 | Investment holding company | 100% |
| Sapphire Sub III B Limited | 4 | Investment holding company | 100% |
| Sapphire Sub III C Limited | 4 | Investment holding company | 100% |
| Sapphire Sub South Limited | 4 | Investment holding company | 25% |
| Vigny Advisory S.à r.l. | 13 | Dormant entity | 100% |
| Vigny Holding S.à r.l. | 13 | Dormant entity | 100% |
| Vigny Participation S.à r.l. | 13 | Dormant entity | 100% |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Investments (continued)

| Ref | Registered office |
|-----|---|
| 1 | 95 Wigmore Street, London, W1U 1FB, UK |
| 2 | 50 Lothian Road, Edinburgh, EH3 9WJ, UK |
| 3 | 1 Avenue Charles de Gaulle, L-1653, Luxembourg |
| 4 | 1 Royal Plaza, St. Peter Port, Guernsey, GY1 2HL |
| 5 | Mäster Samuelsgatan 1, 111 44 Stockholm, Sweden |
| 6 | One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801, USA |
| 7 | Neue Mainzer Strasse 28, 60311 Frankfurt am Main, Germany |
| 8 | 21 Avenue Kléber, 75116 Paris, France |
| 9 | Shanghai One ICC, 999 Huaihai Road (Middle), 20031 Shanghai, China |
| 10 | Honthorststraat 16H, 1071 DE Amsterdam, The Netherlands |
| 11 | Calle Rafael Calvo 39A-4 , 28010 Madrid, Spain |
| 12 | Marsalkowska 126/134, 00-008 Warsaw, Poland |
| 13 | 21 rue La Perouse, 75116 Paris, France |
| 14 | 153-155, rue du Kien, L-8030 Strassen, Luxembourg |
| 15 | 10 East 53rd St. 28th Floor, New York, NY 10022, USA |

11 Debtors

| | 2021 | 2020 |
|------------------------------------|---------------|----------------|
| | £ 000 | £ 000 |
| Amounts due within one year: | | |
| Amounts owed by group undertakings | 84,195 | 76,174 |
| Other debtors | 659 | 112,526 |
| Prepayments and accrued income | 40 | - |
| | <u>84,894</u> | <u>188,700</u> |

Amounts owed by group undertakings represent short term receivables due from the shareholders and other group entities. These amounts are unsecured, interest free, have no fixed date of repayments and are payable on demand.

12 Creditors: Amounts falling due within one year

| | 2021 | 2020 |
|------------------------------------|---------------|---------------|
| | £ 000 | £ 000 |
| Amounts owed to group undertakings | 71,805 | 63,922 |
| Other creditors | 394 | 373 |
| Accruals and deferred income | - | 74 |
| | <u>72,199</u> | <u>64,369</u> |

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

12 Creditors: Amounts falling due within one year (continued)

Amounts owed to group undertakings comprise payments made by another group entity on behalf of the Company. These amounts are unsecured, interest free, have no fixed date of repayments and are payable on demand. Other creditors include amounts owing for group relief.

13 Financial risk management

Market risk

Market risk is the potential for changes in value of the underlying financial instruments and accompanies the potential for both losses and gains. The Company's unquoted investments are susceptible to market risk arising from uncertainties about future values of the investments. The Company's subsidiaries manages the acquisition and divestment of private equity investments and monitors the performance of investments held by the Company on an ongoing basis.

Credit risk

Credit risk is the risk that a counterparty will be unable to meet their obligations in full, when due. Potential areas of credit risk consist of cash and cash equivalents, including deposits with banks and financial institutions, short-term receivables and investments, including bonds issued by a subsidiary company. The maximum exposure to credit risk at the reporting date of these financial assets is their carrying amount. The Company limits its exposure in relation to cash balances by only dealing with well-established financial institutions of high quality credit standing.

Liquidity risk

Liquidity risk is the risk that cash may not be available to pay obligations when due. The risk is not considered to be material as the majority of the balances are held with other Group companies.

14 Called up share capital

Allotted, called up and fully paid shares

| | 2021 | | 2020 | |
|-------------------------------|------------------|-----------|------------------|-----------|
| | No. | £ 000 | No. | £ 000 |
| Ordinary Shares of £0.01 each | <u>7,560,107</u> | <u>76</u> | <u>7,560,107</u> | <u>76</u> |

The shares have the rights and restrictions as set out in the Articles of Association of the Company.

The holders of the ordinary shares have the right to receive notice of and to attend and vote at any general meeting of the Company, and such shares have one vote per share on a resolution. Each ordinary share is eligible for ordinary course dividends and distributions on a liquidation, and is generally entitled to participate in a return of capital, in each case, except where specified investors may not be not entitled to participate in certain amounts specified in the articles of association of the Company. The ordinary shares are not redeemable.

Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited)

Notes to the Financial Statements for the Year Ended 31 December 2021

15 Capital contribution reserve

The Capital contribution reserve relates to discounted deferred proceeds under an Investment Agreement with a shareholder.

16 Parent and ultimate parent undertaking

The Company's immediate parent is Bridgepoint Group plc, incorporated in England and Wales, United Kingdom. The address of Bridgepoint Group plc registered office is 95 Wigmore Street, London, England, W1U 1FB.

The parent of the largest and smallest group in which these financial statements are consolidated is Bridgepoint Group plc, incorporated in England, United Kingdom. The address of Bridgepoint Group plc registered office is 95 Wigmore Street, London, England, W1U 1FB.

The financial statements of Bridgepoint Group plc are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

17 Events after the reporting date

There have been no events after the reporting period that require disclosure.