

Passion Capital II (FP) LLP
Report And Financial Statements
31 March 2019

Rees Pollock
Chartered Accountants



Passion Capital II (FP) LLP

INFORMATION

Designated Members E Burbidge
 R Dighero
 S Glaenzer

LLP registered number OC399205

Registered office 2nd Floor, White Bear Yard
 144a Clerkenwell Road
 London
 EC1R 5DF

Accountants Rees Pollock
 35 New Bridge Street
 London
 EC4V 6BW

Passion Capital II (FP) LLP

MEMBERS' REPORT

For the Year Ended 31 March 2019

The members present their annual report together with the financial statements of Passion Capital II (FP) LLP (the "LLP") for the year ended 31 March 2019.

Principal activities

The principal activity of the LLP during the year was that of founder partner for the Passion Capital II Limited Partnership.

Designated Members

E Burbidge, R Dighero and S Glaenzer were designated members of the LLP throughout the period.

Members' capital and interests

Each member's subscription to the capital of the LLP is determined by their share of the profit and is repayable following retirement from the LLP.

Details of changes in members' capital in the year ended 31 March 2019 are set out in the financial statements.

Members are remunerated from the profits of the LLP and are required to make their own provision for pensions and other benefits. Profits are allocated and divided between members after finalisation of the financial statements.

Members' responsibilities statement

The members are responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

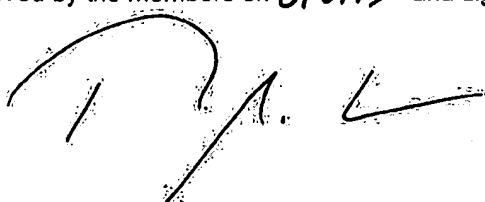
In preparing these financial statements, the members are required to:

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

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 2006 (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008). They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

This report was approved by the members on 6/6/19 and signed on their behalf by:

R Dighero
Designated member



Passion Capital II (FP) LLP

PROFIT AND LOSS ACCOUNT For the Year Ended 31 March 2019

	Note	2019 £	2018 £
Income from partnership investments		<u>613,340</u>	<u>621,053</u>
Profit for the year before members' remuneration and profit shares		<u>613,340</u>	<u>621,053</u>

The notes on pages 6 to 7 form part of these financial statements.

BALANCE SHEET
As at 31 March 2019

	Note	2019 £	2018 £
Fixed assets			
Investments	2	3,296,482	2,417,517
Current assets			
Cash at bank and in hand		360	360
Creditors: Amounts falling due within one year	3	(360)	(360)
Net current assets			
Net assets		<u>3,296,482</u>	<u>2,417,517</u>
Represented by:			
Loans and other debts due to members within one year			
Other amounts	4	1,848,750	1,583,125
		<u>1,848,750</u>	<u>1,583,125</u>
Members' other interests			
Members' capital classified as equity		250	250
Other reserves classified as equity		1,447,482	834,142
		<u>1,447,732</u>	<u>834,392</u>
		<u>3,296,482</u>	<u>2,417,517</u>
Total members' interests			
Loans and other debts due to members	4	1,848,750	1,583,125
Members' other interests		1,447,732	834,392
		<u>3,296,482</u>	<u>2,417,517</u>

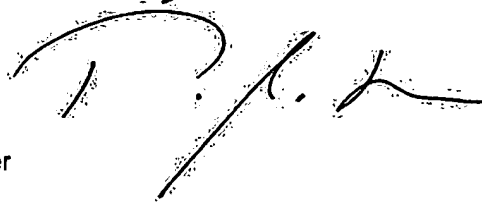
BALANCE SHEET (CONTINUED)
As at 31 March 2019

The financial statements have been prepared in accordance with the provisions applicable to entities subject to the small LLPs regime.

The entity was entitled to exemption from audit under section 477 of the Companies Act 2006, as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

The members acknowledge their responsibilities for complying with the requirements of the Companies Act 2006, as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the members and were signed on their behalf on *6 June 2019*

A handwritten signature in black ink, appearing to be 'R. Dighero', written over a horizontal line.

R Dighero
Designated member

The notes on pages 6 to 7 form part of these financial statements.

RECONCILIATION OF MEMBERS' INTERESTS
For the Year Ended 31 March 2019

	EQUITY Members' other interests			DEBT Loans and other debts due to members less any amounts due from members in debtors	Total members' interests
	Members' capital (classified as equity) £	Other reserves £	Total £	Other amounts £	Total £
Amounts due to members				786,250	
Balance at 1 April 2017	250	213,089	213,339	786,250	999,589
Profit for the year available for discretionary division among members		621,053	621,053		621,053
Members' interests after profit for the year	250	834,142	834,392	786,250	1,620,642
Amounts introduced by members				796,875	796,875
Amounts due to members				1,583,125	
Balance at 31 March 2018	250	834,142	834,392	1,583,125	2,417,517
Profit for the year available for discretionary division among members		613,340	613,340	-	613,340
Members' interests after profit for the year	250	1,447,482	1,447,732	1,583,125	3,030,857
Amounts introduced by members				265,625	265,625
Amounts due to members				1,848,750	
Balance at 31 March 2019	250	1,447,482	1,447,732	1,848,750	3,296,482

The notes on pages 6 to 7 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 March 2019

1. Accounting policies

1.1 Basis of preparation of financial statements

Pasion Capital II (FP) LLP is a limited liability partnership incorporated in the UK and registered in England and Wales.

The entity's registered address is 2nd Floor, White Bear Yard, 144a Clerkenwell Road, London, EC1R 5DF.

The principal activities are documented in the Members' Report.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006 and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships".

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. Management do not consider there are any key accounting estimates or assumptions made that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

Management are also required to exercise judgment in applying the entity's accounting policies. Due to the straight forward nature of the business management consider that no critical judgements have been made in applying the entity's accounting policies.

The following principle accounting policies have been applied:

1.2 Investments

Investments held as fixed assets are shown at cost less provision for impairment plus any allocated profit or losses.

1.3 Financial instruments

The LLP does not trade in financial instruments and all such instruments arise directly from operations. All trade and other debtors are initially recognised at transaction value, as none contain in substance a financing transaction. Thereafter trade and other debtors are reviewed for impairment where there is objective evidence based on observable data that the balance may be impaired. The LLP does not hold collateral against its trade and other receivables so its exposure to credit risk is the net balance of trade and other debtors after allowance for impairment. All cash is held with banks with strong external credit ratings. Trade and other creditors and accruals are initially recognised at transaction value as none represent a financing transaction. They are only derecognised when they are extinguished. As the LLP only has short term receivables and payables, its net current asset position is a reasonable measure of its liquidity at any given time.

Passion Capital II (FP) LLP

NOTES TO THE FINANCIAL STATEMENTS For the Year Ended 31 March 2019

2. Fixed asset investments

	Unlisted investments £
Cost	
At 1 April 2018	2,417,517
Additions	265,625
Revaluations	613,340
At 31 March 2019	<u>3,296,482</u>

Included in the above is an investment of £293 (2018: £293) in the capital of Passion Capital II LP ('the fund'), an investment partnership in which the LLP is a Founder Partner and a Limited Partner.

At the year end the total commitment to the fund, including the capital referred to above, is £2,125,250 (2018: £2,125,250). At the balance sheet date £1,849,000 (2018: £1,583,125) of that commitment has been drawn down and £nil (2018: £nil) had been distributed back from the fund.

During the year the LLP has been allocated a profit of £613,340 (2018: £621,053) from the fund.

3. Creditors: Amounts falling due within one year

	2019 £	2018 £
Other creditors	360	360
	<u>360</u>	<u>360</u>

4. Loans and other debts due to members

	2019 £	2018 £
Amounts due to members	<u>1,848,750</u>	<u>1,583,125</u>

Loans and other debts due to members rank equally with debts due to ordinary creditors in the event of a winding up.

5. Controlling party

In the opinion of the members there is no controlling party.