

Registered number: OC399205

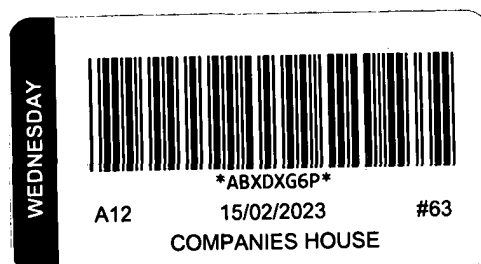
AMENDED ACCOUNTS

These accounts replace the original accounts

These accounts are now the statutory accounts

These accounts are prepared as they were at the date of the original accounts

**PASSION CAPITAL II (FP) LLP
UNAUDITED ANNUAL REPORT AND FINANCIAL
STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**



PASSION CAPITAL II (FP) LLP

INFORMATION

Designated Members E Burbidge
 R Dighero
 S Glaenzer

LLP registered number OC399205

Registered office Second Floor, Laxmi
 The Tanneries
 57 Bermondsey Street
 London
 SE1 3XJ

Accountants Blick Rothenberg Limited
 16 Great Queen Street
 London
 WC2B 5AH

PASSION CAPITAL II (FP) LLP

MEMBERS' REPORT FOR THE YEAR ENDED 31 MARCH 2022

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 2022.

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 2022 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'.

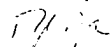
Company law, (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008), requires the members to prepare financial statements for each financial year. Under that law the members have elected to prepare the financial statements in accordance 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 13/02/2023 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 2022

	Note	2022 £	As restated 2021 £
Fair value movement		<u>22,136,699</u>	<u>4,270,901</u>
Profit for the year before members' remuneration and profit shares		<u>22,136,699</u>	<u>4,270,901</u>

The notes on pages 6 to 8 form part of these financial statements.

PASSION CAPITAL II (FP) LLP**BALANCE SHEET
AS AT 31 MARCH 2022**

	Note	2022 £	As restated 2021 £
Fixed assets			
Investments	2	31,856,091	11,095,748
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 attributable to members		<u>31,856,091</u>	<u>11,095,748</u>
Represented by:			
Loans and other debts due to members within one year			
Other amounts	4	568,852	1,945,208
Members' other interests			
Members' capital classified as equity		250	250
Other reserves classified as equity		31,286,989	9,150,290
		<u>31,287,239</u>	<u>9,150,540</u>
		<u>31,856,091</u>	<u>11,095,748</u>
Total members' interests			
Loans and other debts due to members	4	568,852	1,945,208
Members' other interests		31,287,239	9,150,540
		<u>31,856,091</u>	<u>11,095,748</u>

PASSION CAPITAL II (FP) LLP

BALANCE SHEET (CONTINUED) AS AT 31 MARCH 2022

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 13/02/2023



R Dighero
Designated member

The notes on pages 6 to 8 form part of these financial statements.

PASSION CAPITAL II (FP) LLP

RECONCILIATION OF MEMBERS' INTERESTS FOR THE YEAR ENDED 31 MARCH 2022

	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				1,904,254	
Balance at 1 April 2020	250	1,376,872	1,377,122	1,904,254	3,281,376
Prior year adjustment	-	3,502,517	3,502,517	-	3,502,517
Balance at 1 April 2020 (as restated)	250	4,879,389	4,879,639	1,904,254	6,783,893
Profit for the year available for discretionary division among members	-	4,270,901	4,270,901	-	4,270,901
Members' interests after profit for the year	250	9,150,290	9,150,540	1,904,254	11,054,794
Amounts introduced by members	-	-	-	40,954	40,954
Amounts due to members				1,945,208	
Balance at 31 March 2021	250	2,378,323	2,378,573	1,945,208	4,323,781
Prior year adjustment	-	6,771,967	6,771,967	-	6,771,967
Balance at 31 March 2021 (as restated)	250	9,150,290	9,150,540	1,945,208	11,095,748
Profit for the year available for discretionary division among members	-	22,136,699	22,136,699	-	22,136,699
Members' interests after profit for the year	250	31,286,989	31,287,239	1,945,208	33,232,447
Amounts introduced by members	-	-	-	144,500	144,500
Drawings	-	-	-	(1,520,856)	(1,520,856)
Amounts due to members				568,852	
Balance at 31 March 2022	250	31,286,989	31,287,239	568,852	31,856,091

There are no existing restrictions or limitations which impact the ability of the members of the LLP to reduce the amount of Members' other interests.

PASSION CAPITAL II (FP) LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

1. Accounting policies

1.1 Basis of preparation of financial statements

Passion 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 Second Floor, Laxmi, The Tanneries, 57 Bermondsey Street, SE1 3XJ.

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 in unlisted investments, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Profit and Loss Account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

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 2022

2. Fixed asset investments

	Unlisted investments £
Valuation	
At 1 April 2021 (as previously stated)	4,323,781
Prior Year Adjustment	6,771,967
	<hr/>
At 1 April 2021 (as restated)	11,095,748
Additions	144,500
Disposals	(1,520,856)
Revaluations	22,136,699
	<hr/>
At 31 March 2022	31,856,091

Included in the above is an investment of £293 (2021: £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 (2021: £2,125,250). At the balance sheet date £2,202,542 (2021: £2,058,042) of that commitment has been drawn down and £1,633,440 (2020: £112,584) had been distributed back from the fund.

3. Creditors: Amounts falling due within one year

	2022 £	2021 £
Other creditors	360	360

4. Loans and other debts due to members

	2022 £	As restated 2021 £
Amounts due to members	568,852	1,945,208

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

PASSION CAPITAL II (FP) LLP

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

5. Prior year adjustment

As part of a review of the accounting estimates of the LLP, the fair value of investments has been recalculated.

The effects are summarised below:

Profit/(loss) for the year ended 31 March 2021 as previously reported £1,001,451

Effect of change in investment valuation £3,269,450

Restated profit for the year ended 31 March 2021 £4,270,901

Net assets as at 31 March 2021 as previously reported £4,323,781

Effect of change in investment valuation £6,771,967

Restated net assets as at 31 March 2021 £11,095,748

Net assets as at 31 March 2020 as previously reported £3,281,376

Effect of change in investment valuation £3,502,517

Restated net assets as at 31 March 2020 £6,783,893

6. Controlling party

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