

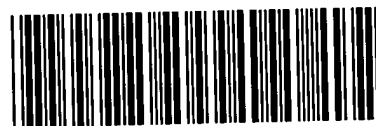
AEPEP (Scotland) Manager II Limited

Report and Financial Statements

For the year ended 31 December 2017

Registered no. SC500304

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COMPANIES HOUSE

AEPEP (Scotland) Manager II Limited

Registered no. SC500304

Directors

Keith Andrew Kooper
Michael Daniel Weiner

Secretary

TMF Corporate Administration Services Limited
6 St Andrew Street
5th Floor
London
EC4A 3AE

Auditor

Ernst & Young LLP
25 Churchill Place
Canary Wharf
London
E14 5EY

Solicitors

Burness Paul & Williamsons
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Registered Office

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Registered no. SC500304

Directors' report

The directors present their report and financial statements of AEPEP (Scotland) Manager II Limited (the "Company") for the year ended 31 December 2017.

The report and financial statements have been prepared in accordance with the special provisions relating to small companies under Companies Act 2006 Section 415A. The directors have also taken advantage of the exemption in preparing a strategic report under Companies Act 2006 Section 414B.

Principal activity

The principal activity of the Company is to carry on the business of a managing member for AEPEP (Scotland) GP II LLP.

Results and Dividends

The Company has neither paid nor declared any dividends in the year (2016: nil).

Review of Business

The Company in its role of managing member of AEPEP (Scotland) GP II LLP has been allocated a profit share of £29,111 (2016: £4,076).

Directors

Directors who served during the year and up to the date of this report were:

Keith Andrew Kooper

Michael Daniel Weiner

Going concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date the financial statements were approved. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information as defined by section 418 of the Companies Act 2006, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

AEPEP (Scotland) Manager II Limited

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Reappointment of Auditors

The auditors, Ernst & Young, LLP, have indicated their willingness to continue in office. A written resolution concerning their reappointment has been approved by the sole member of the Company.

By the order of the Board



Keith Kooper

Director

21 September 2018

Registered no. SC500304

Statement of directors' responsibilities

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

The Companies Act requires the directors to prepare financial statements for each financial year. Under the Companies Act 2006 the directors 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 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 then apply them consistently;
- make judgements and 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; 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 to 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.

AEPEP (Scotland) Manager II Limited

Registered no. 500304

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AEPEP (SCOTLAND) MANAGER II LIMITED

Opinion

We have audited the financial statements of AEPEP (Scotland) Manager II Limited (the 'company') for the year ended 31 December 2017 which comprise the Profit and loss account, the Balance sheet, the Statement of changes in equity and the related notes 1 to 11, 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 company's affairs as at 31 December 2017 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 below. 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

AEPEP (Scotland) Manager II Limited

Registered no. 500304

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

Matters on which we are required to report by exception

In the 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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, 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 these financial statements.

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

Use of our 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.



Ashley Coups (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

27 September 2018

Profit and loss account

for the year ended 31 December 2017

	Notes	2017 £	2016 £
<i>Turnover</i>	2	29,111	4,076
<i>Profit on operating activities before taxation</i>	4	29,111	4,076
Tax on operating activities	6	-	-
<i>Profit on operating activities after taxation</i>		29,111	4,076

All items dealt with in arriving at the result for the year ended 31 December 2017 related to continuing operations.

Statement of comprehensive income for the year ended 31 December 2017

There are no other gains and losses other than the result for the year shown above and therefore no other separate statement of comprehensive income has been presented.

The notes on pages 11 to 13 form part of these financial statements.

Balance Sheet

at 31 December 2017

	Notes	2017 £	2016 £
Fixed assets			
Investments	5	2	1
Total fixed assets		<u>2</u>	<u>1</u>
Current assets			
Debtors: amounts falling due within one year	7	33,188	4,077
Total current assets		<u>33,188</u>	<u>4,077</u>
Creditors: amounts falling due within one year	9	<u>(2)</u>	<u>(1)</u>
Net current assets		<u>33,186</u>	<u>4,076</u>
Total assets less current liabilities		<u>33,188</u>	<u>4,076</u>
Net assets		<u>33,188</u>	<u>4,077</u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account		33,187	4,076
Shareholders' funds		<u>33,188</u>	<u>4,077</u>

The financial statements on pages 8 to 10 were approved and authorised on 21 September 2018 for issue on behalf of the directors. The report and financial statements have been prepared in accordance with the provisions applicable to entities subject to the small entities regime within Part 15 of the Companies Act 2006 and in accordance with provisions of FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' Section 1A – small entities.



Keith Kooper

Director

The notes on pages 11 to 13 form part of these financial statements.

Statement of changes in equity

For the year ended 31 December 2017

	Share Capital £	Profit and Loss Account £	Total Shareholder's Funds £
At 1 January 2016	1	-	1
Profit for the year	-	4,076	4,076
At 31 December 2016	1	4,076	4,077

	Share Capital £	Profit and Loss Account £	Total Shareholder's Funds £
At 1 January 2017	1	4,076	4,077
Profit for the year	-	29,111	29,111
At 31 December 2017	1	33,187	33,188

Notes to the financial statements (continued)

at 31 December 2017

1. ACCOUNTING POLICIES

General information

AEPEP (Scotland) Manager II Limited is a private limited company incorporated in Scotland. The address of its registered office is 50 Lothian Road, Edinburgh, EH3 9WJ.

Basis of Preparation

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and the Republic of Ireland' ("FRS 102") Section 1A – small entities.

The accounting practices have been applied consistently by the Company. The financial statements have been presented in British pound sterling (£) which is the Company's functional and presentational currency.

As the Company forms part of a larger consolidated group, it is exempt from the need to prepare consolidated financial statements. Consequently, these are the individual financial statements of the Company.

Cash flow

The Company meets the requirements of a small company as defined by Companies Act 2006 and accordingly has taken advantage of the exemption under Section 7 of FRS 102 from preparing a cash flow statement.

Turnover

Turnover is recognised to the extent that the Company obtains the right to consideration in exchange for its performance of services. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates, Value Added Tax ("VAT") and other taxes or duty.

Investments

Investments represent subsidiary undertakings and are held at cost less provisions for impairment in value.

Expenses

Expenses incurred have been recognised on an accruals basis.

2. TURNOVER

The Company earnings constitute profit share from its role as managing member of AEPEP (Scotland) GP II LLP. All turnover is derived from operations within the United Kingdom.

3. STAFF COSTS

There were no staff costs or directors emoluments during the year.

4. OPERATING PROFIT

The fee of £3,100 for the audit of the financial statements has been borne by Ares Management UK Limited.

Notes to the financial statements (continued)

For the year ended 31 December 2017

5. INVESTMENTS

On 12 March 2015, the Company acquired 100% of the shares in AEPEP (Scotland) II Limited. The issued share capital is 1 ordinary share of £1 each which was unpaid. The subsidiary has not been consolidated as it forms part of a larger consolidated group.

On 5 April 2017, the Company acquired 100% of the shares in AEPEP II (Asset Manager) Limited. The issued share capital is 1 ordinary share of £1 each which was unpaid. The subsidiary has not been consolidated as it forms part of a larger consolidated group.

	2017	2016
	£	£
APEP (Scotland) II Limited	1	1
AEPEP II (Asset Manager) Limited	1	-
	<u>2</u>	<u>1</u>

6. TAXATION

There was no tax charge for the year as is borne by Ares Management UK Limited.

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	£	£
AEPEP (Scotland) GP II LLP	33,187	4,076
Ares Management LLC	1	1
	<u>33,188</u>	<u>4,077</u>

8. CASH

The Company has no bank accounts and held no cash during the year.

Notes to the financial statements (continued)

at 31 December 2017

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	£	£
AEPEP (Scotland) II Limited	1	1
AEPEP II (Asset Manager) Limited	1	-
	<u>2</u>	<u>1</u>

10. CALLED UP SHARE CAPITAL

	2017	2016
	£	£
<i>Allotted, called up and unpaid</i>		
Ordinary shares £1 each	1	1
	<u>1</u>	<u>1</u>

11. RELATED PARTY TRANSACTIONS

As of 31 December 2017, the Company was owed (i) £33,186 (2016: £4,076) from AEPEP (Scotland) GP II LLP representing the profit share from its role as its managing member and (ii) £1 (2016: £1) from Ares Management LLC for unpaid consideration for issued ordinary shares.

As of 31 December 2017, the Company owed AEPEP (Scotland) II Limited £1 (2016: £1) for unpaid capital contribution.

As of 31 December 2017, the Company owed AEPEP II (Asset Manager) Limited £1 (2016: £nil) for unpaid capital contribution.

12. ULTIMATE PARENT UNDERTAKING

The Company is immediately controlled by Ares Management LLC, a company incorporated in the United States of America, and ultimately controlled by Ares Management LP. Copies of the financial statements are available from Ares Management LLC, 2000 Avenue of the Stars, 12th Floor, Los Angeles, California, 90067, USA.