

UBS INFRASTRUCTURE FUND GP UK LTD

Report and Financial Statements

For the year ended 31 December 2017



UBS INFRASTRUCTURE FUND GP UK LTD

Registered No. 804947

DIRECTORS

I. Ahmad
L.R.T. Browne
B.L. Somes

AUDITORS

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

REGISTERED OFFICE

5 Broadgate
London
EC2M 2QS

The Directors present their strategic report of UBS Infrastructure Fund GP UK Ltd (the "Company") for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The Company is a wholly owned subsidiary undertaking of UBS Asset Management (UK) Ltd.

The Company is presently dormant and the Directors of the Company have no immediate intentions to dissolve the Company.

The Directors assessed the implications of the Capital Requirements Regulation 575/2013 ("CRR") in relation to the Company and its business operating model and as a result of the review an Internal Capital Adequacy Assessment Process (ICAAP) report for the UBS Asset Management Holding (No.2) Ltd and its subsidiaries (the "Group"), in accordance with the Capital Requirements Directive 2013/36/EU ("CRD") was submitted to the FCA during March 2018.

PRINCIPAL RISKS AND UNCERTAINTIES

Given that the nature of the UBS Asset Management Group's business, of which the Company is a wholly owned subsidiary, is investment management, the risks to which the Company is exposed are principally those of a fiduciary nature and are managed according to UBS Group AG guidelines. As a wholly-owned subsidiary of UBS AG, the Company operates in line with UBS Group AG group policies, including environmental and ethical standards.

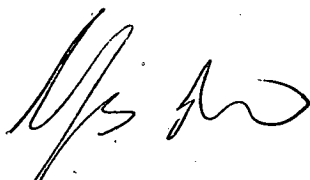
KEY PERFORMANCE INDICATORS

The results of the Group are managed on a Group and business stream basis. Business streams do not correspond directly with individual legal entities, and consequently key performance indicators are not set for individual companies. The parent company of the Group (UBS AG) maintains an oversight of the Company's performance under the UBS Asset Management business and management structures. However, the Directors are satisfied that the Company's business is operating and performing in accordance with and to the standards expected by those business and management structures.

FUTURE DEVELOPMENTS

The Directors intend to continue to assess relevant opportunities to develop or expand the Company's activities provided these are consistent with the UBS business strategy and direction.

By order of the board



I. Ahmad

Director

06 September 2018

DIRECTORS' REPORT

The Directors present their report and the audited financial statements of UBS Infrastructure Fund GP UK Ltd (the "Company") for the year ended 31 December 2017.

RESULTS AND DIVIDENDS

The Company did not trade during the year, did not incur any liabilities, and therefore made neither a profit nor a loss (2016– £nil). The Directors do not recommend payment of a dividend (2016– £nil).

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out within this report. The financial position of the Company and its liquidity position are reflected on the balance sheet. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the 12 months from the date on which the financial statements are approved. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS

The Directors during the year were as follows:

I. Ahmad

L.R.T. Browne

B.L. Somes (Appointed 19 June 2017)

INSURANCE OF DIRECTORS

UBS AG, a UBS Group company, maintains a third party indemnity provision in favour of all of its Directors against liability in respect of proceedings brought by third parties. This is for its Directors in respect of their duties as Directors of the Company.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the Directors at the date of approval of this report and audited financial statements has confirmed that:

- so far as he/she is aware, there was no relevant audit information of which the Auditors were unaware; and
- he/she has taken all the steps necessary as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Auditors have been made aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act (2006).

RE-APPOINTMENT OF AUDITORS

Ernst & Young LLP, Chartered Accountants and Registered Auditor, have indicated their willingness to continue in the office and, as the Company has dispensed with the holding of annual general meetings permitted by the Companies Act (2006), shall continue in office in accordance with Section 487 of the Companies Act (2006) or, if annual general meetings are re-introduced, until the conclusion of the next annual general meeting and their re-appointment will be proposed by order of the board.



I. Ahmad
Director

06 September 2018

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
FINANCIAL STATEMENTS

The Directors are responsible for preparing the Strategic Report, Directors' 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 and applicable law) including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 judgments 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;

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UBS INFRASTRUCTURE FUND GP UK LTD

Opinion

We have audited the financial statements of UBS Infrastructure Fund GP UK Ltd (the "Company") for the year ended 31 December 2017 which comprise the Income Statement, Balance Sheet, Statement of Changes in Equity and the related notes 1 to 7, 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 101 "Reduced Disclosure Framework" (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;
- 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.

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.

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.

UBS INFRASTRUCTURE FUND GP UK LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UBS INFRASTRUCTURE FUND GP UK LTD (CONTINUED)

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.

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:

- 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 directors' report have 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 strategic report or 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UBS
INFRASTRUCTURE FUND GP UK LTD (CONTINUED)

Responsibilities of directors

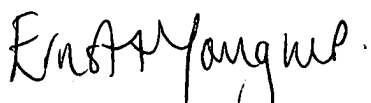
As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable 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.



Caroline Mercer (Senior statutory auditor)
For and on behalf of Ernst & Young LLP, Statutory Auditor
London
10 September 2018

INCOME STATEMENT
for the year ended 31 December 2017

	2017	2016
	£	£
TURNOVER	-	-
Administrative expenses	-	-
	<u>-</u>	<u>-</u>
OPERATING PROFIT	-	-
Bank interest	-	-
	<u>-</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	-	-
Taxation on profit on ordinary activities	-	-
	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR	<u>-</u>	<u>-</u>

All of the amounts above are in respect of continuing operations.

The notes on page 11 to 12 form an integral part of these financial statements.

BALANCE SHEET
 at 31 December 2017

	<i>Notes</i>	<i>2017</i> £	<i>2016</i> £
CURRENT ASSETS			
Amount owed by Group undertaking		2	2
NET CURRENT ASSETS AND TOTAL ASSETS		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	4	2	2
EQUITY SHAREHOLDERS' FUNDS		<u>2</u>	<u>2</u>

Approved and authorised for issue by the Board of Directors on 06 September 2018 and signed on its behalf by:



L.R.T. Browne

Directors

The notes on page 11 to 12 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2017

	Share Capital	Retained Earnings	Total Equity
	£	£	£
At 1 January 2016	2	-	2
Profit for the financial year	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 December 2016	2	-	2
Profit for the financial year	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 December 2017	2	-	2
	<hr/>	<hr/>	<hr/>

The notes on page 11 to 12 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2017

1. ACCOUNTING POLICIES***Basis of accounting***

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") for all periods presented.

The Company has taken advantage of the following exemptions under FRS 101:

- (a) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1
- (b) the requirements of paragraphs 10(d), 10(f), 16, 38A-38D, 40A-40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- (c) the requirements of IAS 7 Statement of Cash Flows
- (d) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- (e) the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- (f) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Presentation currency

The Company's financial statements are presented in sterling, which is also the company's functional currency.

2. TRADING

The Company did not trade during the year, did not incur any liabilities and therefore made neither profit nor loss.

3. DIRECTORS AND EMPLOYEES

The Company had no employees during the year (2016– nil).

The Directors of the Company, none of whom spend a significant amount of time on the Company's business, were remunerated by other companies of the Group.

4. CALLED UP SHARE CAPITAL

	2017	2016
	£	£
Authorised:		
100 Ordinary shares of £1 each	100	100
	=====	=====
Allotted, and fully paid:		
2 Ordinary shares of £1 each	2	2
	=====	=====

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

at 31 December 2017

5. TRANSACTIONS WITH DIRECTORS AND CONNECTED PERSONS

Directors are entitled to deal in securities with UBS AG Group companies in accordance with the UBS AG Group's personal account dealing rules. These provide that the Directors obtain prior permission and must comply with restrictions designed to avoid conflicts of interest or dealing of a speculative nature. There had been no material transactions with Directors and related persons during the year.

6. PARENT UNDERTAKINGS

The Company's immediate parent undertaking is UBS Asset Management (UK) Ltd. The group into which the Company is consolidated and the ultimate parent undertaking and controlling party is UBS Group AG, a company incorporated in Switzerland. This is the largest group company preparing consolidated financial statements which include the Company's financial statements.

Copies of the financial statements of UBS Group AG can be obtained from:

Company Secretary
UBS AG London Branch
5 Broadgate
London, EC2M 2QS

Or can be downloaded from:

https://www.ubs.com/global/en/about_ubs/investor_relations/annualreporting/2017.html

7. COUNTRY-BY-COUNTRY REPORTING (UNAUDITED)

Article 89 of the Capital Requirements Directive IV (CRD IV) requires credit institutions and investment firms in the EU to disclose annually, specifying, by Member State and by third country in which they have an establishment, the following information for the year ended 31 December 2017: name, nature of activities, geographical location, turnover, number of employees, profit or loss before tax, corporation tax paid and public subsidies received. This information is presented on a consolidated basis for UBS Asset Management Holding (No.2) Ltd and its subsidiaries. The audited disclosure will be made available on the below link before 31 December 2018:

http://www.ubs.com/global/en/about_ubs/investor_relations/eu-crd-iv-disclosures.html