

AMG Plymouth UK Holdings (1) Limited

Annual Report and Audited Financial Statements

**For the year ended
31 December 2016**

Company No. 07162326



AMG Plymouth UK Holdings (1) Limited

Annual Report and Audited Financial Statements for the year ended 31 December 2016

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AMG Plymouth UK Holdings (1) Limited

Management and Administration

Directors

D. Maines

D. Billings

Independent Auditors

PricewaterhouseCoopers LLP

7 More London Riverside

London

SE1 2RT

Registered Office

20-22 Bedford Row

London

WC1R 4JS

AMG Plymouth UK Holdings (1) Limited

Strategic Report

The Directors present their Strategic Report for AMG Plymouth UK Holdings (1) Limited (the "Company") for the year ended 31 December 2016.

The Company is a wholly owned subsidiary of AMG UK Holdings Limited ("AMG UK"). Affiliated Managers Group, Inc. controls the whole of the Pantheon Group which includes the Company, Pantheon Holdings Limited ("PHL"), Pantheon Ventures Inc., and Pantheon Capital (Asia) Limited ("PCAL") (the "Group").

Business review

The results of the Company show a profit of \$58,617,901 for the financial year (2015: \$57,403,110).

Business environment

Private capital assets under management globally reached a new high at \$4.4 trillion¹. Industry data reveals that private capital fund raising continued to be robust during 2016 with private capital raise expected to exceed \$600 billion¹. This is the fourth consecutive year where private capital raise has exceeded \$500 billion, which has led to private capital dry powder reaching an all time high of over \$1.5 trillion¹. Based on Preqin's analysis of public pension fund returns, private equity generated annualized returns of 16.4% over three years to June 2016, which is the highest among all the private capital strategies¹. As a result of this strong performance, private equity investors have continued to see distributions significantly surpass capital calls as of June 2016: \$257 billion was distributed compared to \$129 billion in capital calls¹.

The asset raising efforts in the segments of private capital in which the Group participates have remained relatively stable year over year. There was a slight increase in secondaries fundraising in 2016, with \$23 billion in capital raised in 2016 versus \$20 billion in 2015¹. Interest in private infrastructure funds was exceptionally strong with \$59 billion raised by funds reaching a close in 2016², a record annual fundraise in this asset class. Private equity fund-of-funds providers raised \$18 billion in funds compared to \$21 billion raised in 2015¹.

The Group raised \$2.4 billion of commitments for the year ended 31 December 2016. The assets raised were lower than the prior year due principally to two factors. Firstly, the launch of Pantheon's new Infrastructure and Real Assets products were later than expected meaning less time-in-market for fundraising. Secondly, fundraising from Pantheon's Primaries products were lower than the prior year, continuing the structural decline in demand from Institutional investors disintermediating Fund-of-Fund providers such as the Group by bringing Primary investment capabilities in-house. Taking this trend into account, the Group continues to successfully reposition itself, moving into nascent private equity geographies, diversifying its product range and exploring new retail distribution channels such as Defined Contribution and Private Wealth. Total assets under management for the Group as of 30 September 2016 is \$35 billion, as compared to \$33 billion at 31 December 2015³.

Strategy

The Group aims to produce long term and sustainable private equity performance by investing in diversified portfolios while managing risk. The Group believes that this can be achieved by the selection of the best managers diversified by stage, time and sector. The Group relies on its large, experienced and stable team, a track record of out-performance, thorough research and a risk-managed approach. The Group consistently seeks to recruit and retain the highest calibre professional staff in order to maintain its prime position in the market.

Future outlook

The private equity industry has experienced eight consecutive years of growth since the Global Financial Crisis. Given the continuing low interest rate environment, political uncertainty in many parts of the world, and longer term investment returns that are the highest amongst all asset classes¹, 2017 is expected to be a strong fundraising year for private equity. The liquidity seen within the private equity markets over the last 2 to 3 years, with distributions significantly exceeding capital calls, further bolsters the reasons for 2017 to be a strong year for asset raising. The results of Preqin's latest industry survey showed that 95% of the investors felt that the performance of their private equity portfolios had met or exceeded their expectations. Fund managers however considered high valuation and increased competition for transactions, the greatest concern that may impact future performance¹.

The Group continues to develop flexible solutions for clients through its investment platform solution, 'Access', which allows segregated account type flexibility to investors within a single co-mingled fund. The Group is also gaining traction in new product areas, most notably Infrastructure and Real Assets, where it is well positioned going into 2017 to capitalise on the current buoyant market conditions given its strong track-record in earlier funds. The Group continues to make progress in its attempts to penetrate the Define Contribution market. In January 2017 the Group launched an innovative 100% performance fee product for the Defined Contribution market in the US, the first private equity manager to launch such a product for this channel.

¹ Source: 2017 Preqin Global Private Equity & Venture Capital Report

² Source: 2017 Preqin Global Infrastructure Report

³ Includes assets subject to discretionary or non-discretionary management, advice or those limited to a reporting function.

AMG Plymouth UK Holdings (1) Limited

Strategic Report (continued)

Principal risks and uncertainties

The management of the business and the execution of the Group's strategy are subject to a number of risks. The key risks relate to competition, investment performance and staff retention.

- **Competition:** The Group is experiencing a challenging fundraising environment for private equity and significant changes in the private equity fund-of-funds industry. To address this risk, the Group has launched a number of new product initiatives to position the business competitively for the longer term.
- **Investment performance:** The Group follows a disciplined and proven manager screening and selection approach which seeks to provide investors with appropriately diversified private equity programmes across its primary, secondary, co-investment and infrastructure strategies. The ability to continue to deliver strong net returns to investors is important to maintain the Group's leading market position.
- **Staff retention:** Private equity is an extremely competitive market and the Group recognises the need to employ and retain the best talent available. The Group has a genuine focus on its associates and is committed to providing a rewarding and stimulating environment for all its employees.



Approved by the Board and signed on its behalf

D. Maines
Director

Date: 13 April 2017

20-22 Bedford Row
London
WC1R 4JS

AMG Plymouth UK Holdings (1) Limited

Directors' Report

Principal activities

The Company is a holding company with subsidiaries that provide investment management services, predominantly in connection with unquoted companies which are supported by private equity managers. The Company, through its subsidiaries, holds direct investments in Pantheon Private Equity funds.

Dividends

During the year, interim dividends of \$20,354,585 were declared and paid (2015: \$57,800,000).

Parent company restructure

In December 2016, AMG London Holdings Corp. (the previous immediate parent to the Company) merged with and into AMG New York Holdings Corp ("AMG NY") with AMG NY the surviving entity. Subsequent to the merger, AMG NY contributed its ordinary shares in the Company to AMG UK, a wholly owned subsidiary of AMG NY, and AMG UK novated the Company's loan stock in exchange for additional ordinary shares. Pursuant to the novation, AMG UK assumed all of the Company's obligations as issuer of the loan stock.

Directors

The Directors who served during the year and up to the date of signing the financial statements are listed on page 1.

No beneficial interests in the Company were held by the Directors during the year.

Directors' indemnity

The Group maintains liability insurance for Directors and officers. This is a third party qualifying indemnity provision for the purposes of the Companies Act 2006.

Financial Risk Management

The Group and the Company are exposed to financial risk through its financial assets and financial liabilities. The most important components of this financial risk are liquidity risk, currency risk and credit risk.

The Company's principal financial instruments comprise a loan note and various items, such as debtors and creditors that arise directly from its operations.

Liquidity risk - The objective of the Company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The Company finances its operations through its share of Group undertakings.

Currency risk - The Company is exposed to currency risk in respect of assets and liabilities denominated in currencies other than United States dollar ("USD"). The most significant currency to which the Company is exposed is Sterling. At present, the Company does not actively manage its currency risk.

Credit risk - This is the risk that a counterparty will be unable to pay amounts in full when due. The Company's counterparties are related parties and they are considered low risk.

Independent auditors

PricewaterhouseCoopers LLP have been re-appointed as auditors of the Company and will therefore continue to hold office pursuant to section 487(2) of the Companies Act 2006.

AMG Plymouth UK Holdings (1) Limited

Directors' Report (continued)

Statement of Directors' responsibilities in respect of the financial statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial 12 month period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards ("UK GAAP"), comprising Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102"), 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- 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;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The Directors 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.

As far as each of the Directors is aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.



Approved by the Board and signed on its behalf

D. Maines

Director

Date: 13 April 2017

20-22 Bedford Row

London

WC1R 4JS

AMG Plymouth UK Holdings (1) Limited

Independent Auditors' Report to the Members of AMG Plymouth UK Holdings (1) Limited

Report on the financial statements

Our opinion

In our opinion, AMG Plymouth UK Holdings (1) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 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.

What we have audited

The financial statements, included within the Annual Report and Audited Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 December 2016;
- the Profit and Loss Account for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements; which include a summary of significant accounting policies and other explanatory information.

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

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter 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 have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

AMG Plymouth UK Holdings (1) Limited

Independent Auditors' Report to the Members of AMG Plymouth UK Holdings (1) Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Paul Koziarski (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
Date: 13 April 2017

AMG Plymouth UK Holdings (1) Limited

Profit and Loss Account

For the year ended 31 December 2016

	Note	For the year ended 31 December 2016 \$	For the year ended 31 December 2015 \$
Turnover	1(d)	-	-
Administrative expenses		(11,739)	(14,004)
Foreign currency exchange gain		22,078,596	8,209,821
Operating profit		22,066,857	8,195,817
Interest payable and similar charges		(11,262,129)	(14,271,020)
Dividend income		50,613,198	64,234,592
Profit on ordinary activities before taxation	4	61,417,926	58,159,389
Tax on profit on ordinary activities	5	(2,800,025)	(756,279)
Profit for the financial year		58,617,901	57,403,110

The Company has no recognised gains or losses other than those included in the results above and therefore no separate Statement of Comprehensive Income has been presented.

All results arose from continuing operations.

The notes on pages 11 to 16 form part of the financial statements.

AMG Plymouth UK Holdings (1) Limited

Balance Sheet

At 31 December 2016

	Note	At 31 December 2016 \$	At 31 December 2015 \$
Fixed assets			
Investments	6	403,172,703	403,172,703
Current assets			
Debtors (including \$5,048,021 (2015: \$7,972,222) due after more than one year)	7	15,575,660	16,262,853
		<u>15,575,660</u>	<u>16,262,853</u>
Creditors: amounts falling due within one year	8	(5,762,005)	(144,686,686)
Net current assets/ (liabilities)		<u>9,813,655</u>	<u>(128,423,833)</u>
Creditors: amounts falling due after more than one year	8	(5,048,021)	(7,972,222)
Net assets		<u><u>407,938,337</u></u>	<u><u>266,776,648</u></u>
Capital and reserves			
Called up share capital	9	282,062,804	179,164,431
Share premium account		75,373,714	75,373,714
Retained earnings		50,501,819	12,238,503
Total shareholder's funds		<u><u>407,938,337</u></u>	<u><u>266,776,648</u></u>

The notes on pages 11 to 16 form part of the financial statements.

The financial statements on pages 8 to 16 were approved and signed on behalf of the Board of Directors on 13 April 2017.



D. Maines
Director

AMG Plymouth UK Holdings (1) Limited

Statement of Changes in Equity

For the year ended 31 December 2016

	Called-up share capital \$	Share premium account \$	Retained earnings \$	Total shareholder's funds
Balance as at 1 January 2015	179,164,431	75,373,714	12,635,393	267,173,538
Profit for the financial year	-	-	57,403,110	57,403,110
Dividends	-	-	(57,800,000)	(57,800,000)
Balance at 31 December 2015	179,164,431	75,373,714	12,238,503	266,776,648
Balance at 1 January 2016	179,164,431	75,373,714	12,238,503	266,776,648
Profit for the financial year	-	-	58,617,901	58,617,901
Share issue	102,898,373	-	-	102,898,373
Dividends	-	-	(20,354,585)	(20,354,585)
Balance at 31 December 2016	282,062,804	75,373,714	50,501,819	407,938,337

The notes on pages 11 to 16 form part of the financial statements.

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

1. Accounting policies

a. The Company

The Company is a holding company with subsidiaries that provide investment management services, predominantly in connection with unquoted companies which are supported by private equity managers. The Company, through its subsidiaries, holds direct investments in Pantheon Private Equity funds.

The Company is incorporated and domiciled in the UK and its registered office is 20-22 Bedford Row, London, WC1R 4JS.

b. Basis of accounting

The financial statements 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 the Republic of Ireland" ("FRS 102") and the Companies Act 2006, under the provision of Large and Medium-sized Companies and Groups (Accounts and Reports) Regulation 2008 (SI 2008/410).

The financial statements are prepared on a going concern basis, under the historical cost convention as modified to include the revaluation of certain financial assets and liabilities.

The accounting policies set out below have been applied consistently throughout the year, and are applied consistently from year to year.

c. Consolidation

The Company is a subsidiary of Affiliated Managers Group, Inc. ("AMG"), which is incorporated in the United States of America. The results of the Company and its subsidiaries are included within the consolidated financial statements of AMG and therefore the Company is exempt from the requirement to prepare Group financial statements. Consequently, these financial statements present information about the Company as an individual undertaking and not about its Group. The financial statements of AMG are appended to these financial statements.

The Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 401 of the Companies Act 2006.

The consolidated financial statements of AMG comply with the requirements relating to the disclosure of non-audit services provided by the auditors.

d. Turnover

The Company has not received any turnover during the current or prior year.

e. 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. Current and deferred taxation assets and liabilities are not discounted.

(i) Current Tax

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

(ii) Deferred tax

Deferred tax is the timing differences between the treatment of certain items for taxation and accounting purposes which have arisen, but not reversed, by the balance sheet date.

f. Foreign currencies

The Company's functional and presentational currency is USD. Monetary assets and liabilities denominated in a foreign currency are translated into USD at the year-end rate. Transactions in a foreign currency are translated into USD at the rates prevailing on the date of the transaction. Exchange differences are taken directly into the profit and loss account.

g. Investments

Investments in subsidiaries are held at cost less impairment, if any, in the balance sheet. An impairment loss occurs when the carrying amount of the investment exceeds its recoverable amount. An impairment loss is recognised in the profit and loss account.

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

1. Accounting policies (continued)

h. Cash flow exemption

Under FRS 102 p1.12(b), the Company is exempt from preparing a cash flow statement on the grounds that its ultimate parent company, AMG, prepares consolidated financial statements which are publicly available.

i. Related party disclosure

The Company is exempt under FRS 102 p1.12(e) from disclosing related party transactions with entities that are 100% owned by AMG, which includes AMG together with its subsidiaries.

j. Financial instruments

The Company has chosen to adopt sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets, including amounts due from related parties and cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. Impairment losses and any impairment reversals are recognised in profit or loss.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is the normal transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except for unlisted equity instruments whose fair value cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (i) the contractual rights of the cash flows from the asset expire or are settled, or (ii) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (iii) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including other creditors and amounts due to other Group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2. Critical accounting judgements and estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Fair value of loan balances

FRS 102 requires financial instruments to be recognised at fair value. Long-term receivables used for funding investment transactions are carried at fair value through profit and loss. In determining the fair value, a discounted cash flow model is applied that incorporates various assumptions such as the term of the loan, the underlying fund growth rate and the discount rates.

3. Directors and employees

The Directors do not receive any emoluments for services to the Company (2015: nil). The Company does not have any employees (2015: nil).

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

4. Profit on ordinary activities before taxation

	For the year ended 31 December 2016	For the year ended 31 December 2015
	\$	\$
Profit on ordinary activities before taxation is stated after charging:		
Auditors' remuneration - for audit work	<u>11,739</u>	<u>14,004</u>

5. Tax

a) Tax on profit on ordinary activities	For the year ended 31 December 2016	For the year ended 31 December 2015
	\$	\$

Current tax:

UK corporation tax on profits for the year	2,159,505	(16,617)
Adjustment in respect of previous periods	640,520	772,896

Tax on profits on ordinary activities (note 5b)	<u>2,800,025</u>	<u>756,279</u>
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b) Factors affecting tax charge for the year

	For the year ended 31 December 2016	For the year ended 31 December 2015
	\$	\$
Profit on ordinary activities before tax	<u>61,417,926</u>	<u>58,159,389</u>
Tax at 20% (2015: 20.25%)	12,283,585	11,777,276
Tax exempt income	(10,122,640)	(13,007,505)
Tax allocation from partnership investment	(1,440)	-
Losses surrendered for group relief at nil value	-	1,213,612
Adjustment in respect of previous periods	640,520	772,896
Tax on profits on ordinary activities (note 5a)	<u>2,800,025</u>	<u>756,279</u>

The standard rate of Corporation Tax in the United Kingdom remained at 20% with effect from 1 April 2016, (changed from 21% to 20% from 1 April 2015). Accordingly, the Company's profits for the accounting year are taxed at an average standard rate of 20% (2015: 20.25%).

6. Fixed asset investments

	For the year ended 31 December 2016	For the year ended 31 December 2015
	\$	\$
Investment in subsidiaries:		
At 1 January	403,172,703	403,172,678
Additions	-	25
At 31 December	<u>403,172,703</u>	<u>403,172,703</u>

The Company owns 100% of the ordinary share capital of Pantheon Holdings Limited, a company registered in England and Wales, and Pantheon Capital (Asia) Limited, a company incorporated in Hong Kong and a 25% ownership of Pantheon (UK) GP LLP, a Scottish limited liability partnership.

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

7. Debtors

	At 31 December 2016 \$	At 31 December 2015 \$
Due within one year:		
Amounts owed by parent	10,501,243	8,247,618
Group tax relief	-	16,617
Amounts owed by other Group entities	26,396	26,396
	<u>10,527,639</u>	<u>8,290,631</u>
Due after more than one year:		
Amounts owed by fellow subsidiaries	5,048,021	7,972,222
	<u>15,575,660</u>	<u>16,262,853</u>

demand.

Amounts due after more than one year by fellow subsidiaries are interest free, have no fixed date of repayment and are repayable in accordance with the AMG/Pantheon Intra Group Facility Agreement dated 30 June 2012. In determining the fair value of these amounts, a discounted cash flow model is applied that incorporated various assumptions such as the term of the loan, the underlying fund growth rate and the discount rates, which are based on the market rate of an equivalent loan.

8. Creditors

	At 31 December 2016 \$	At 31 December 2015 \$
Amounts falling due within one year:		
Loan stock	-	139,934,672
Group relief payable	623,903	772,896
Amounts owed to subsidiary undertaking	2,889,557	413,036
Corporate tax	2,159,506	-
Loan stock interest	-	3,488,782
Accruals and deferred income	89,039	77,300
	<u>5,762,005</u>	<u>144,686,686</u>
Amounts falling due after more than one year:		
Amounts owed to parent	5,048,021	7,972,222
	<u>10,810,026</u>	<u>152,658,908</u>

Amounts owed to subsidiary undertaking and Group relief payable are not interest bearing, have no fixed date of repayment and are payable on demand. The loan stock was unsecured and payable on demand with an annual interest rate of 10%. During the year £10,778,407 of the Company's loan stock was repaid. The remaining loan stock (£84,153,274) was extinguished by the issue of 841,532,737 fully paid shares to the parent company.

Amounts due after more than one year to parent are interest free, have no fixed date of repayment and are repayable in accordance with the AMG/Pantheon Intra Group Facility Agreement dated 30 June 2012. In determining the fair value of these amounts, a discounted cash flow model is applied that incorporated various assumptions such as the term of the loan, the underlying fund growth rate and the discount rates, which are based on the market rate of an equivalent loan.

9. Called up share capital

	At 31 December 2016 \$	At 31 December 2015 \$
Allotted, called up and fully paid:		
1,985,224,000 (2015: 1,143,691,263) ordinary shares of £0.10 each	<u>282,062,804</u>	<u>179,164,431</u>

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

10. Dividends

	For the year ended 31 December 2016 \$	For the year ended 31 December 2015 \$
Equity - Ordinary Interim paid	<u>20,354,585</u>	<u>57,800,000</u>

During the year, the Company made an interim pre-reorganisation dividend of \$3,700,792 (£0.003 per £0.10 share) and a further reorganisation dividend of \$16,653,793 (£0.007 per £0.10 share). The 2015 interim dividend was at £0.03 per £0.10 share.

11. Related party disclosure

FRS 102 p1.12(e) grants a partial exemption to subsidiary undertakings from its requirements, provided that 100% of the voting rights of the Company are controlled within the Group, and the subsidiary is included in publicly available consolidated financial statements.

The Directors of the Company have taken advantage of this exemption in respect of the transactions between the Company and other qualifying Group undertakings.

There are no other related party transactions.

Subsidiaries

The Company owns 100% of the ordinary share capital of PHL, a company registered in England and Wales at 35 Park Lane 5th Floor London W1K 1RB, and PCAL, a company incorporated in Hong Kong at Suite 3001-2, 30th Floor Two Exchange Square 8 Connaught Place Central, Hong Kong. The principal activity of these companies is investment holding.

Pantheon Holdings Limited

PHL owns 100% of the ordinary share capital of Pantheon GP Limited, Pantheon Ventures Limited and Pantheon Ventures (Guernsey) Limited. The principal activity of these companies is investment holding and the provision of investment management services. The first two companies are registered and operate in England and Wales at 10 Finsbury Square 4th Floor London EC2A 1AF & 35 Park Lane 5th Floor London W1K 1RB & 10 Finsbury Square, 4th Floor London EC2A 1AF; Pantheon Ventures (Guernsey) Limited is registered in Guernsey at First Floor, Dorey Court St. Peter Port Guernsey Channel Islands, GY1 6HJ.

PHL holds 100% of the ordinary share capital of Pantheon Ventures (Scotland) GP Limited, Monteverdi GP Limited, Pantheon Lille GP Limited and CPEG-Pantheon GP Limited, companies registered in Scotland at 50 Lothian Road Festival Square Edinburgh EH3 9WJ. PHL also owns 100% of the ordinary share capital of Pantheon UK General Partner Limited, PUSA IX Feeder GP Limited and Pantheon UK General Partner 2 Limited, companies registered in England and Wales at 10 Finsbury Square 4th Floor London EC2A 1AF. PHL owns 100% of the ordinary share capital of Pantheon Lux GP S.a.r.l., PGIF II Lux GP S.a.r.l., PREMIUM Private Equity VI General Partner S.a.r.l. and Pantheon Access GP S.a.r.l. companies registered in the Grand Duchy of Luxembourg at 47, avenue John F. Kennedy L-1855 Luxembourg.

Pantheon Ventures (Guernsey) Limited owns 100% of the ordinary share capital of Pantheon (Guernsey) GP Limited, PGSF III GP Limited, PEURO V GP Limited, PASIA V GP Limited, PEURO VI GP Limited, PEURO VII GP Limited, PGIF GP Limited and Pantheon KSA (Guernsey) GP Limited which are companies registered in Guernsey at First Floor, Dorey Court St. Peter Port Guernsey Channel Islands, GY1 6HJ.

Pantheon Ventures Limited is the controlling member of Pantheon Ventures (UK) LLP and a member of Pantheon (UK) GP LLP. The partnerships are incorporated in the United Kingdom at 10 Finsbury Square 4th Floor London EC2A 1AF.

Pantheon Ventures (UK) LLP is the controlling member of Patheon Ventures (HK) LLP, a limited liability partnership incorporated in the United Kingdom at 10 Finsbury Square 4th Floor London EC2A 1AF and domiciled in Hong Kong; Pantheon Ventures (US) Holdings LLP, a delaware limited liability partnership, and through it Pantheon Ventures (US) LP, a delaware limited partnership registered at Transamerica Center, 600 Montgomery Street, 23rd Floor, San Francisco CA 94111 USA.

Pantheon Capital (Asia) Limited

PCAL is a member of Pantheon Ventures (HK) LLP, a limited liability partnership incorporated in the United Kingdom and domiciled in Hong Kong.

AMG Plymouth UK Holdings (1) Limited

Notes to the Financial Statements for the year ended 31 December 2016

12. Controlling parties

The immediate parent undertaking is AMG UK, a company organised and existing under the laws of the Commonwealth of The Bahamas and operating a UK Establishment under the alternate name "AMG UK Holdings (UK) Ltd".

The ultimate parent undertaking and the largest group to prepare consolidated financial statements at 31 December 2016 is AMG, a company incorporated in the United States of America. The consolidated financial statements of AMG can be obtained from 777 South Flagler Drive, West Palm Beach, Florida 33401, online at www.amg.com and are appended to these financial statements.

13. Financial risk management

The Company is exposed to financial risk through financial assets and financial liabilities. The most important components of this financial risk are foreign exchange currency exposure, liquidity risk and credit risk.

Currency risk

The Company is exposed to currency risk in respect of assets and liabilities denominated in currencies other than United States Dollar. The most significant currency to which the Company is exposed is Sterling. At present, the Company does not actively manage its currency risk.

Liquidity risk

The objective of the Company in managing liquidity risk is to ensure that it can meet its financial obligations as and when they fall due. The Company finances its operations through its share of Group undertakings.

Credit risk

This is the risk that a counterparty will be unable to pay amounts in full when due. The Company's counterparties are related parties and they are considered low risk.

14. Financial assets and liabilities

	At 31 December 2016 \$	At 31 December 2015 \$
Financial assets measured at amortised cost	413,700,342	411,463,334
Financial assets measured at fair value	5,048,021	7,972,222
Financial liabilities measured at amortised cost	5,762,005	144,686,686
Financial liabilities measured at fair value	5,048,021	7,972,222