

Octopus GP Limited

Annual report and financial statements

For the year ended 31 October 2018

Registered number: 07800508



COMPANY INFORMATION

Directors

A D Cole
A I Macpherson
J A J Oliver
F Lardieg
L Hakes

Secretary

P Kanani

Company Number

07800508

Registered Office

6th Floor
33 Holborn
London
United Kingdom
EC1N 2HT

Auditor

Deloitte LLP
Statutory Auditor
1 New Street Square
London
United Kingdom
EC4A 3HQ

Bankers

HSBC plc
31 Holborn
London
United Kingdom
EC1N 2HR



Table of Contents

	Page
Directors' Report	4
Directors' Responsibilities Statement	5
Independent Auditor's Report	6
Financial Statements	9
Statement of Comprehensive Income	9
Balance Sheet	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12-15

DIRECTORS' REPORT

For the year ended 31 October 2018

The directors present their annual report on the affairs of Octopus GP Limited (the 'Company'), together with the financial statements and the auditor's report, for the year ended 31 October 2018.

Principal activities

The principal activity of the company is to act as general partner to Octopus Zenith Fund LP.

Results

The results for the Company show a post-tax profit of £200 for the year (2017: £93) and turnover of for the year £164,324 (2017: £167,962). The Company had no tax liability in the year (2017: £nil) and has no debt (2017: £nil).

Directors

The directors who served throughout the year and up to the date of this report were as follows:

A D Cole
A I Macpherson
J A J Oliver
F Lardieg
L Hakes

Director's indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Future developments

The directors expect the general level of activity and growth to remain consistent with 2018 in the forthcoming year. This is as a result of no changes to the running of the Company.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

Deloitte LLP have indicated their willingness to be reappointed for another term and a resolution to reappoint them will be proposed at the next Annual General Meeting.

Approved by the Board and signed on its behalf by:



J A J Oliver, Director

12 June 2019

Registered Office: 6th Floor, 33 Holborn, London, United Kingdom, EC1N 2HT

DIRECTORS' RESPONSIBILITIES STATEMENT

For the year ended 31 October 2018

The directors are responsible for preparing the annual 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 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; 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. 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 AUDITORS REPORT TO THE MEMBERS OF OCTOPUS GP LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Octopus GP Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 October 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Statement of Comprehensive Income;
- the Balance Sheet;
- the Statement of Changes in Equity; and
- the related notes 1 to 11.

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

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.

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 Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF OCTOPUS GP LIMITED (continued).

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our 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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF OCTOPUS GP LIMITED (continued).

Report on other legal and regulatory requirements

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 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.

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 any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.



Jessica Hodges (Senior statutory auditor)

for and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

12 June 2019

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 October 2018

	Notes	2018 £	2017 £
Turnover	1	164,324	167,962
Operating Charges		(164,324)	(167,962)
OPERATING RESULT		-	-
Net Finance Income	4	200	93
PROFIT BEFORE TAXATION		200	93
Tax on profit	5	-	-
PROFIT FOR THE FINANCIAL YEAR		200	93

All amounts relate to continuing operations.

The notes on pages 12 to 15 form part of these financial statements.

BALANCE SHEET

At 31 October 2018

	Notes	2018 £	2017 £
CURRENT ASSETS			
Cash at bank		288,680	876
Debtors	6	-	42,336
		<u>288,680</u>	<u>43,212</u>
CREDITORS: amounts falling due within one year	7	(287,604)	(42,336)
		<u>1,076</u>	<u>876</u>
NET CURRENT ASSETS		<u>1,076</u>	<u>876</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,076</u>	<u>876</u>
NET ASSETS		<u>1,076</u>	<u>876</u>
CAPITAL AND RESERVES			
Called up share capital	8	-	-
Profit and loss account		1,076	876
SHAREHOLDER'S FUNDS		<u>1,076</u>	<u>876</u>

The financial statements of Octopus GP Limited (registered number: 07800508) were approved by the Board of Directors and authorised for issue on 12 June 2019. They were signed on its behalf by:



J A J Oliver
Director

The notes on pages 12 to 15 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 October 2018

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 1 November 2016	-	783	783
Total comprehensive income for the year	-	93	93
At 31 October 2017	-	876	876
Total comprehensive income for the year	-	200	200
At 31 October 2018	-	1,076	1,076

The notes on pages 12 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 October 2018

1. Accounting Policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and to the preceding period.

General information

Octopus GP Limited is a company incorporated and registered in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the directors' report on page 4.

The functional currency of Octopus GP Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements are also presented in pounds sterling.

Basis of accounting and preparation of financial statements

The financial statements have been prepared under the historical cost and in accordance with Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council and Companies Act 2006.

The company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its ultimate parent, Octopus Capital Limited, which may be obtained from the Secretary, Octopus Capital Limited, 6th floor 33 Holborn, London, EC1N 2HT. Exemptions have been taken in these Company financial statements in relation to the presentation of a cash flow statement and related party transactions with other group entities.

Going concern

The directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months from the date of signing of these financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover comprises revenue which is recognised to the extent that it is probable that economic benefits will flow to the Company and such revenue can be reliably measured. Revenue represents management fees charged on drawn commitments to fund the acquisition cost of investments receivable from Octopus Zenith Fund LP.

Turnover is all generated by one segment, that of general partner profit share, and in the UK, hence no segmental or geographical analysis is required.

Operating Charges

Operating charges comprise management fees paid to Octopus AIF Management Limited, being an amount identical to that received from Octopus Zenith Fund LP.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period to 31 October 2018

1. Accounting Policies (continued)

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets and liabilities are not discounted.

Interest Receivable

Interest receivable, where received, comprises interest earned on bank balances which is recognised on an accruals basis.

Audit costs

The auditor's remuneration of £2,650 (2017: £2,600) for the audit of the financial statements of this company, is borne by Octopus Investments Limited, a subsidiary of the parent company. The Company's auditor did not provide any non-audit services to the Company.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

No critical accounting judgements were made by the directors in the process of applying the Company's accounting policies. There are no key sources of estimation uncertainty.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period to 31 October 2018

3. Staff Costs

The Company has no employees other than the directors, who did not receive any remuneration for services provided to the Company (2017:nil).

4. Net Finance Income

	2018	2017
	£	£
Interest receivable and similar income	200	93
	<u>200</u>	<u>93</u>

5. Taxation

	2018	2017
	£	£
Profit on ordinary activities before tax	200	93
Tax on profit at UK corporation tax rate of 19% (2017: 20.00%)	38	19
Effects of:		
Effects of group relief / other reliefs	(38)	(19)
Current tax charge for the year	<u>-</u>	<u>-</u>

The Company has tax losses of £nil (2017: £nil) available for offset against future taxable profits. The standard rate of tax applied to the reported profit on ordinary activities is 19% (2017: 19%). The applicable tax rate has changed following the substantive enactment of the Finance Act 2015.

6. Debtors

	2018	2017
	£	£
Due within one year		
Due from group companies	-	42,336
	<u>-</u>	<u>42,336</u>

Debts due from group companies are unsecured, interest free and repayable on demand.

7. Creditors

	2018	2017
	£	£
Due within one year		
Amounts due to third parties	287,604	42,336
	<u>287,604</u>	<u>42,336</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period to 31 October 2018

8. Called-Up Share Capital

	2018 £	2017 £
Allotted, called-up and unpaid		
1 Ordinary share of £0.10	-	-

The Company issued no shares during the period (2017: nil). The ordinary shares carry voting, dividend and capital distribution rights.

9. Related Party Transactions

The Company has taken advantage of the exemption in paragraph 33.1A of FRS 102 not to disclose transactions with wholly owned Group companies wherein any subsidiary undertaking which is a party to the transactions is wholly-owned by a member of the Group.

10. Ultimate Parent Undertaking and Controlling Party

The immediate parent company is Octopus Investments Limited, a company incorporated in the United Kingdom and registered in England and Wales. The ultimate parent company and the ultimate controlling party is Octopus Capital Limited, a company incorporated in the United Kingdom and registered in England and Wales which is the smallest and largest level of consolidated accounts that are prepared. Copies of these accounts can be obtained from The Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT.

11. Subsequent Events

Since 31 October 2018, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.