

Registered No. 08160160

CEB Holdings UK 2 Limited

Report and Financial Statements

31 December 2017

FRIDAY



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28/09/2018 #432
COMPANIES HOUSE

Directors

C W Safian

W J Dorgan

Auditors

Ernst & Young LLP

1 More London Place

London SE1 2AF

Registered Office

Tamesis

The Glanty

Egham,

TW20 9AH

United Kingdom

Strategic report

The directors present their strategic report for the year ended 31 December 2017.

Principal activity and review of the business

The company's principal activity during the year was that of an investment vehicle. The Company is a wholly owned subsidiary of Gartner Inc. and has been incorporated into those accounts for the year ended 31 December 2017.

In November 2017, the issued share capital was reduced to 1 share as part of an internal group tax restructuring project following the acquisition of CEB Inc. by Gartner Inc. in April 2017. The formalities were filed in December 2017.

The shares of the company are held by CEB Global Holdings Limited, the immediate parent company.

The profit for the year after taxation amounted to \$394,088,000 (2016: loss of \$355,554,000). The directors do not recommend the payment of a final dividend for the year (2016: nil).

The profit for the year was due to an intercompany dividend in specie amounting to \$393m received from CEB Global Ltd.

The key financial and other performance indicators during the year were as follows:

	2017	2016
	\$000	\$000
Profit (loss) on ordinary activities before taxation	394,088	(355,554)
Shareholders' funds	472,688	129,600

The directors consider the position and results for the year ended 31 December 2017 to be satisfactory.

Principal risk and uncertainties

During the previous year, the directors of CEB Global Limited approved the waiver of loans payable to CEB Holdings UK2 Limited as part of the restructuring project and accordingly written-off as exceptional expense during the previous year, thereby no longer holding an exposure to related risk. The directors do not consider any other principal risks and uncertainties facing the company.

On behalf of the board



C W Safian
Director

27 September 2018

Directors' report

The directors present their report to 31 December 2017.

Directors of the company

The directors who served the Company during the year, and up to the date of this report, unless otherwise noted were as follows:

C W Safian (appointed 5 July 2017)

W J Dorgan (appointed 5 July 2017)

K D Ghize (resigned 5 July 2017)

A V Parslow (resigned 5 July 2017)

Going Concern

The company depends upon the ultimate parent undertaking to continue as a going concern. The ultimate parent undertaking has confirmed that it will continue to provide financial support for at least twelve months from the date of signing these financial statements so as to assist the company in meeting its liabilities as and when they fall due.

Future developments

The directors aim to maintain the level of investment in its subsidiary undertaking for the foreseeable future.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved have confirmed that:

- so far as the directors' are aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors' have taken all the steps that ought to have been taken as directors' in order to be 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 provision of Section 418 of the Companies Act 2006.

Re-appointment of Auditor

Pursuant to and in accordance with Companies Act 2006, the company elected to dispense with the obligation to appoint auditors annually. On April 2017, CEB Inc., the ultimate parent company, was acquired by Gartner Inc. Consequently, KPMG will be utilised for future audits.

On behalf of the board



C W Safian

Director

27 September 2018

Statement of directors' responsibilities

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 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 year. In preparing those 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 proper 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.

Independent auditor's report

to the members of CEB Holdings UK 2 Limited

Opinion

We have audited the financial statements of CEB Holdings UK 2 Limited for the year ended 31 December 2017 which comprise the Income Statement, the Statement of comprehensive income, the Statement of changes in equity, the Statement of financial position and the related notes 1 to 13, 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.

Independent auditor's report (continued)

to the members of CEB Holdings UK 2 Limited

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 (continued)

to the members of CEB Holdings UK 2 Limited

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.

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.



Philip Young (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
28 September 2018

Income Statement

for the year ended 31 December 2017

		2017 \$000	2016 \$000
Administrative expenses - ordinary	3	(5)	(13)
<i>Exceptional items within administrative expenses</i>			
Exceptional expense	3	-	(355,541)
Operating loss		(5)	(355,554)
Interest receivable and similar income	4	685	-
Dividend Income	5	393,408	-
Profit (loss) on ordinary activities before interest payable		394,088	(355,554)
Interest payable and similar charges		-	-
Profit (loss) on ordinary activities before taxation		394,088	(355,554)
Tax on profit on ordinary activities	6	-	-
Retained profit (loss) for the financial year		394,088	(355,554)

All results are from continuing operations.

Statement of Comprehensive Income

for the year ended 31 December 2017

Retained profit (loss) for the financial year	394,088	(355,554)
Foreign exchange translation differences	9,599	(68,519)
Other Comprehensive income / (loss) for the year	9,599	(68,519)
Total comprehensive income (loss) for the year	403,687	(424,073)

Statement of Changes in Equity

for the year ended 31 December 2017

	<i>Share capital</i>	<i>Foreign currency translation reserve</i>	<i>Profit and loss account</i>	<i>Total share- holders' funds</i>
	<i>\$000</i>	<i>\$000</i>	<i>\$000</i>	<i>\$000</i>
At 1 January 2016	468,482	-	85,191	553,673
Comprehensive profit for the year	-	-	(355,554)	(355,554)
Foreign exchange translation differences	-	(68,519)	-	(68,519)
At 1 January 2017	468,482	(68,519)	(270,363)	129,600
Decapitalisation	(468,481)	-	468,481	-
Comprehensive profit for the year	-	-	394,088	394,088
Foreign exchange translation differences	-	9,599	-	9,599
Dividend	-	-	(60,600)	(60,600)
At 31 December 2017	1	(58,920)	531,606	472,687

Statement of Financial Position

at 31 December 2017

		2017 \$000	2016 \$000
Non-current assets			
Investments	7	153,639	129,632
		<u>153,639</u>	<u>129,632</u>
Current assets			
Cash at bank and in hand		255,556	-
Loan notes	8	63,532	-
		<u>319,088</u>	<u>-</u>
Creditors: amounts falling due within one year	9	(40)	(32)
		<u>319,048</u>	<u>(32)</u>
Net current assets (liabilities)			
		<u>472,687</u>	<u>129,600</u>
Total assets less current liabilities			
Capital and reserves			
Called up share capital	10	1	468,482
Foreign currency translation reserve		(58,920)	(68,519)
Profit and loss account		531,606	(270,363)
		<u>472,687</u>	<u>129,600</u>
Shareholders' funds			
		<u>472,687</u>	<u>129,600</u>

The financial statements were approved by the board of directors on 27 September 2018 and signed on behalf of the board by:


C W Saffian
Director

Notes to the financial statements

at 31 December 2017

1. Accounting policies

The company is a private company limited by shares and incorporated and domiciled in England and Wales.

Accounting convention

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2016. The Group transitioned from previous extant UK GAAP to FRS 102 as at 1 January 2015.

These financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable UK accounting standards. The principal accounting policies are set out below and have been applied consistently throughout the year.

Functional Currency

The financial statements are prepared in US Dollars which is the functional and presentation currency of the company and rounded to the nearest \$'000 (see note 2).

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The ultimate parent undertaking has confirmed that it will continue to provide financial support to assist the company in meeting its liabilities as and when they fall due.

Statement of Cash Flows

The company is exempt from the requirement to prepare a statement of cash flows under FRS 1 (Revised) as it is included in the group financial statements of its ultimate parent undertaking which are available to the public.

Consolidated financial statements

The company is exempt from the requirement to produce consolidated financial statements on the grounds that the company and its subsidiaries are part of a larger group which produces consolidated financial statements. As a result the financial statements present information about the company as an individual undertaking only. See Note 12 for details of the parental undertaking.

Fixed asset investments

Fixed asset investments are shown at cost less provision for impairment. The carrying values of fixed asset investments are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

Interest income

Interest income and expenses are recognised on an accruals basis.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted; and
- Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the financial statements (continued)

at 31 December 2017

1. Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All exchange differences are taken to the profit and loss account.

2. Change in functional currency and presentation currency

In November 2017, management resolved to change the denomination of the Company's functional currency from the British Pound to the U.S. Dollar effective November 23, 2017. The change was made to reflect that the U.S. Dollar has become the predominant currency in the company, counting for a significant part of the company's cash flow and cash flow management. The change is implemented with prospective effect. The change of presentation currency is applied retrospectively for the comparative financials. The currency translation adjustments for the presentation of the comparative financials are booked as translation differences within equity. The amount of the exchange differences arising during the period and classified in equity was \$9,599,000 (2016: loss of \$68,519,000).

3. Operating profit (loss)

This is stated after charging:

	2017 \$000	2016 \$000
Auditor's remuneration – audit of the financial statements	5	13
Exceptional amounts recognised within administrative expenses comprise the following:-		
Loan waiver	-	355,541
	<u>5</u>	<u>355,541</u>

No emoluments were paid to the directors for their qualifying services during the year. The company's directors believe that it is not practicable to apportion their remuneration between qualifying services for this company and the other group companies in which they hold office.

The company had no employees during the year.

4. Interest receivable and similar income

	2017 \$000	2016 \$000
Interest receivable	141	-
Exchange rate gain	544	-
	<u>685</u>	<u>-</u>

Notes to the financial statements (continued)

at 31 December 2017

5. Dividend Income

	2017 \$000	2016 \$000
Income from investment in subsidiaries	393,408	-
	<u>393,408</u>	<u>-</u>

6. Tax**(a) Tax on profit on ordinary activities**

The tax charge is made up as follows:

	2017 \$000	2016 \$000
<i>Current tax:</i>		
UK corporation tax on the profit for the year	-	-
Total current tax (note 5(b))	<u>-</u>	<u>-</u>

(b) Factors affecting current tax charge for the year:

The tax assessed for the year is based on the standard rate of corporation tax in the UK of 19.25% (2016: 20%). The differences are explained below:

	2017 \$000	2016 \$000
Profit (Loss) on ordinary activities before tax	394,088	(355,554)
Profit (Loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.25% (2016: 20%)	<u>75,849</u>	<u>(71,111)</u>
<i>Effects of:</i>		
Expenses not deducted / income not taxable	-	71,111
Dividend income	(75,718)	-
Group relief surrendered	(131)	-
Current tax for the year (note 5(a))	<u>-</u>	<u>-</u>

UK corporation tax rate 20% (effective from 1 April 2015). Reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was enacted 18 November 2015. A further reduction to the UK corporation tax rate to 17% (effective 1 April 2020) was enacted on 15 September 2016. Current tax rate for 2017 is a blended rate of 19.25% and the deferred rate for 2017 is 17%.

Notes to the financial statements (continued)

at 31 December 2017

7. Investments

	<i>Subsidiary undertakings \$000</i>
Cost:	
At 1 January 2017	129,632
Additions	347,274
Disposals	(332,866)
Currency translation adjustment	9,599
Net book value at 31 December 2017	<u>153,639</u>

On 22 November 2017, CEB Global Ltd. sold its shares of SHL Group Ltd., SHL People Solutions Group Holdings Ltd., and SHL Product Ltd. to Talent Assessment Holdings Ltd. for consideration of 10,000 ordinary shares of Talent Assessment Holdings Ltd. On 26 November 2017, CEB Global Ltd. transferred its shares of Talent Assessment Holdings Ltd. to its parent, CEB UK Holdings 2 Ltd. On 27 November 2017, CEB Holdings UK 2 Ltd. sold its shares of Talent Assessment Holdings to Gartner Holdings Ireland UC for consideration of \$318M. The \$318M of consideration included 5,659 ordinary shares of Gartner Holdings Ireland UC valued at \$15M.

In November 2017, CEB Holdings UK 2 Limited distributed 5,659 shares of Gartner Holdings Ireland UC valued at \$15,000,000 as a dividend in specie to CEB Global Holdings Ltd.

On 22 November 2017, CEB Global Ltd. transferred 20,170,199 shares of CEB Canada Inc. to CEB Holdings UK2 for \$14.4M.

The company holds 20% or more of the share capital of the following companies:

<i>Name of company</i>	<i>Country of incorporation</i>	<i>Effective Ownership Interest (2017)</i>	<i>Effective Ownership Interest (2016)</i>	<i>Nature of Business</i>
CEB Global Limited	England & Wales	100%	100%	Consultancy

The company has an indirect investment in the following companies:

CEB Canada Inc.	Canada	100%	100%	Consultancy
The Corporate Executive Board Spain, SL	Spain	100%	100%	Consultancy
The Corporate Executive Board GmbH	Germany	100%	100%	Consultancy
SHL Group Holdings 1 Limited	England & Wales	-	-	Consultancy
SHL Group Holdings 3 Limited	England & Wales	-	-	Consultancy
SHL Group Holdings 2 Limited	England & Wales	-	-	Consultancy

Notes to the financial statements (continued)

at 31 December 2017

7. Investments (continued)

SHL Group Holdings 4 Limited	England & Wales	-	-	Consultancy
SHL People Solution Group Holdings Limited	England & Wales	-	100%	Consultancy
SHL Nederlands BV	Netherlands	-	100%	Consultancy
SHL France SAS	France	-	100%	Consultancy
SHL Belgium SA	Belgium	-	100%	Consultancy
SHL Sverige AB	Sweden	-	100%	Consultancy
SHL Italy SRI	Italy	-	100%	Consultancy
SHL Group Limited	England & Wales	-	100%	Consultancy
Saville & Holdsworth Group Limited	England & Wales	-	100%	Consultancy
Saville & Holdsworth Limited	England & Wales	-	100%	Consultancy
CEB Middle East FZ LLC	UAE	-	100%	Consultancy
SHL (India) Private Limited	India	-	100%	Consultancy
Saville & Holdsworth International BV	Netherlands	-	100%	Consultancy
SHL Australia PTY Limited	Australia	-	100%	Consultancy
SHL AG	Switzerland	-	100%	Consultancy
SHL Hong Kong Limited	Hong Kong	-	100%	Consultancy
SHL Norge A/S	Norway	-	100%	Consultancy
Savhold BV	Netherlands	-	100%	Consultancy
SHL Canada Inc.	Canada	-	100%	Consultancy
SHL Saville & Holdsworth Deutschland GmbH	Germany	-	100%	Consultancy
SHL Singapore PTE Limited	Singapore	-	100%	Consultancy
SHL China Limited	China	-	100%	Consultancy
SHL Saville & Holdsworth (Propriety) Limited	South Africa	-	100%	Consultancy
SHL New Zealand Limited	New Zealand	-	100%	Consultancy
SHL Product Limited	England & Wales	-	100%	Consultancy
Melcrum Limited	England & Wales	100%	100%	Consultancy
Melcrum Publishing PTY Limited	Australia	-	100%	Consultancy

Notes to the financial statements (continued)

at 31 December 2017

7. Investments (continued)

Name	Registered Office Address
CEB Global Limited	Tamesis, The Glanty, Egham England, TW20 9AH
CEB Canada Inc.	100 King Street West, Suite 6000, 1 First Canadian Place, Toronto, Ontario M5X 1E2, Canada
The Corporate Executive Board Spain, SL	Calle Ribera Del Loira (Pta. De las Naciones) 46 Madrid 28042, Spain
The Corporate Executive Board GmbH	Georgsplatz 1 20099 Hamburg, Germany
SHL Group Holdings 1 Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
SHL Group Holdings 3 Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
SHL Group Holdings 2 Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
SHL Group Holdings 4 Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
SHL People Solution Group Holdings Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
SHL Nederlands BV	Secoya Building (5th Floor), Papendorpseweg 99 3528 BJ Utrecht, Netherlands
SHL France SAS	34 – 36 Rue Guersant, 75017 Paris, France
SHL Belgium SA	Airport Plaza Building C, Kyoto Leonardo da Vincilaan 19, 1831 Diegem (Machelen), Belgium
SHL Sverige AB	Regeringsgatan 59, 111 53 Stockholm, Sweden
SHL Italy SRI	Via Toscana 1 00187 Rome, Italy
SHL Group Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
Saville & Holdsworth Group Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
Saville & Holdsworth Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE

Notes to the financial statements (continued)

at 31 December 2017

7. Investments (continued)

Name	Registered Office Address
CEB Middle East FZ LLC	Dubai Knowledge Village, Block 2A Suite G46 P.O. Box 500715, Dubai, UAE
SHL (India) Private Limited	902 (9 th Floor), Peninsula Towers, Peninsula Corporate Park, Ganpat Rao Kadam Marg Lower Parel (W), Mumbai, 4000 013
Saville & Holdsworth International BV	Secoya Building (5th Floor), Papendorpseweg 99 3528 BJ Utrecht, Netherlands
SHL Australia PTY Limited	Level 8, 77 Pacific Highway North Sydney New South Wales 2000, Australia
SHL AG	Schulhausstrasse 41, 8002 Zurich, Switzerland
SHL Hong Kong Limited	16 th Floor, 111 Leighton Road Causeway Bay, Hong Kong
SHL Norge A/S	Dronning Eufemias Gate 16 0191 Oslo, Norway
Savhold BV	Secoya Building (5th Floor), Papendorpseweg 99 3528 BJ Utrecht, Netherlands
SHL Canada Inc.	1 Yonge Street, Suite 1600, Toronto Ontario, M5E 1E5, Canada
SHL Saville & Holdsworth Deutschland GmbH	SpeicherstraBe 59, 60327 Frankfurt am Main, Germany
SHL Singapore PTE Limited	80 Raffles Place, #30-02, UOB Plaza 1 Singapore 048624
SHL China Limited	Unit 307 – 308, 3/F, 233 Taicang Road Huangpu District, Shanghai China 200020
SHL Saville & Holdsworth (Propriety) Limited	Ground Floor Block D, Southdowns Office Park CNR of John Vorster Road and Karee Road Iren Ext 54, Centurion 0157, South Africa
SHL New Zealand Limited	Level 10, The Auckland Club, Tower 34 Shortland Street, Auckland, New Zealand
SHL Product Limited	The Pavilion, 1 Atwell Place, Thames Ditton Surrey KT7 0NE
Melcrum Limited	Victoria House (4th Floor), 37 - 63 Southampton Row Bloomsbury Square, London WC1B 4DR
Melcrum Publishing PTY Limited	Level 8, 77 King Street, Sydney, New South Wales 2000, Australia

Notes to the financial statements (continued)

at 31 December 2017

8. Loan notes

	2017	2016
	\$000	\$000
Loan Notes	63,532	-
	<u>63,532</u>	<u>-</u>

On 27 November 2017, the Company sold 10,000 ordinary shares of Talent Assessment Holdings to Gartner Holdings Ireland UC for \$318M. The consideration of \$318M included cash (\$252.9M), a promissory note due from Gartner Holdings Ireland UC (\$50M) and 5,659 ordinary shares of Gartner Holdings Ireland UC. The loan is fully repayable, inclusive of accrued interest, on 30 November 2018. On 27 December 2017, the Company received \$15M from Gartner Holdings Ireland UC for a principal payment on the note.

In November 2017, the Company received a dividend in specie from CEB Global Ltd. in the form of a note receivable due from Gartner Europe Holdings B.V. for \$27.8M. The loan is fully repayable on demand.

9. Creditors: amounts falling due within one year

	2017	2016
	\$000	\$000
Accrued expenses	5	10
Intercompany payable	35	22
	<u>40</u>	<u>32</u>

10. Issued share capital

	No.	2017 \$000	No.	2016 \$000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of \$1 each	1	1 468,481,826		468,482

In November 2017, the issued share capital was reduced to 1 share as part of an internal group tax restructuring project following the acquisition of CEB Inc. by Gartner Inc. in April 2017. The formalities were filed in December 2017.

11. Related parties

In accordance with Financial Reporting Standard FRS 102 Section 33 paragraph 1A, the company has taken advantage of the exemption from reporting related party transactions entered into with other wholly owned group companies. The financial statements of Gartner Inc. are publicly available.

12. Parent undertaking and controlling party

Until 6 April 2017 the company's ultimate parent undertaking was CEB Inc. From 6 April 2017 the company's ultimate parent undertaking and controlling party is Gartner Inc., a company incorporated in the United States of America, which is the parent undertaking of the largest and smallest group of which the company is a member and for which group financial statements are prepared. Copies of the financial statements of the Gartner Inc. are available from its registered office: 56 Top Gallant Road, Stamford, CT 06902, USA.

Notes to the financial statements (continued)

at 31 December 2017

13. Subsequent events

In January 2018, CEB Holdings UK 2 Limited contributed 100% of its shares in CEB Global Limited to Gartner Research Holdings Limited, a group undertaking, for consideration of \$980 and settled with 97,363 Class B shares of Gartner Research Holdings Limited with a par value of \$0.01.

Additionally, in September 2018, CEB Holdings UK 2 Limited distributed 100% of its shares in CEB Canada Co. to its immediate parent undertaking, CEB Global Holdings Limited.