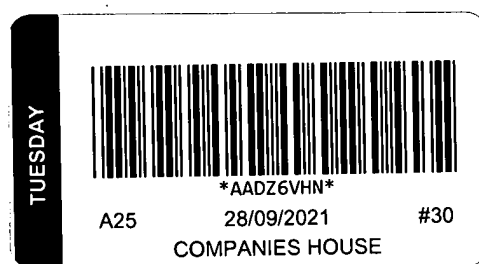


Registration number: 09942881

BDC III GP 1 Limited
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020



BDC III GP 1 Limited

Directors' Report for the Year Ended 31 December 2020

The directors present their annual report together with the audited financial statements (the "financial statements") of BDC III GP 1 Limited (the "Company") for the year ended 31 December 2020.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. The Company has taken an exemption from preparing the Strategic Report in accordance with S414B of the Companies Act 2006.

Principal activity

The principal activity of the Company is that of a Member to BDC III GP LLP and Bridgepoint Growth I GP LLP (the "Limited Liability Partnerships").

The loss for the financial year is £116,000 (2019: loss £784,000) and at the year end the Company has net liabilities of £2,960,000 (2019: net liabilities £2,844,000).

Results and dividends

The results for the financial year are shown on page 6.

In the financial year of 2020 the directors have not proposed a dividend (2019: £Nil).

Directors of the Company

The directors who held office during the year were as follows:

C J Barter
P R Gunner
J R Hughes
A M Jones

Directors' indemnity

During the year and at the time of signing, Bridgepoint Advisers Limited, a fellow group entity, maintains liability insurance for directors and officers of Bridgepoint Group plc (formerly Atlantic Investments Holdings Limited) and associated companies, which includes the Company. This is a qualifying third party indemnity provision for the purpose of the Companies Act 2006.

Statement of Directors' Responsibilities in Respect of the Financial Statements

The directors acknowledge their responsibilities 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

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

BDC III GP 1 Limited

Directors' Report for the Year Ended 31 December 2020

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 23 September 2021 and signed on its behalf by:



P R Gunner
Director

Independent auditors' report to the members of BDC III GP 1 Limited

Report on the audit of the financial statements

Opinion

In our opinion, BDC III GP 1 Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2020; the Profit and Loss Account, the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in Respect of the Financial Statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries in relation to income from partnerships. Audit procedures performed by the engagement team included:

- Discussions with management, and review of relevant directors' meeting minutes, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Understanding of management's internal controls designed to prevent and detect irregularities;

- Testing journal entries, with a focus on journals with unusual account combinations based on our understanding of the business; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

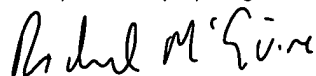
Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Richard McGuire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
23 September 2021

BDC III GP 1 Limited

Profit and Loss Account for the Year Ended 31 December 2020

	Note	2020 £ 000	2019 £ 000
Income from Limited Liability Partnerships		12,496	9,248
Management fees payable		<u>(12,496)</u>	<u>(9,248)</u>
Gross result		<u>-</u>	<u>-</u>
Result before tax		-	-
Tax on result	5	<u>(116)</u>	<u>(784)</u>
Loss for the financial year		<u><u>(116)</u></u>	<u><u>(784)</u></u>

The results above relate to continuing operations.

The notes on pages 10 to 14 form an integral part of these financial statements.

BDC III GP 1 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2020

	2020	2019
	£ 000	£ 000
Loss for the year	(116)	(784)
Other comprehensive income:		
Other comprehensive income for the year, net of tax	<u>-</u>	<u>-</u>
Total comprehensive expense for the year	<u>(116)</u>	<u>(784)</u>

The notes on pages 10 to 14 form an integral part of these financial statements.

BDC III GP 1 Limited
(Registration number: 09942881)
Balance Sheet as at 31 December 2020

	Note	2020 £ 000	2019 £ 000
Current assets			
Debtors	8	-	1,448
Current liabilities			
Creditors: amounts falling due within one year	9	-	(1,447)
Net current assets		-	1
Total assets less current liabilities		-	1
Non current liabilities		-	-
Provision for liabilities	10	2,960	2,845
Net liabilities		(2,960)	(2,844)
Capital and reserves			
Called up share capital	11	-	-
Accumulated deficit		(2,960)	(2,844)
Total equity		(2,960)	(2,844)

The financial statements on Pages 6 to 14 were approved and authorised by the Board of Directors on 23 September 2021 and signed on its behalf by:



P R Gunner
Director

The notes on pages 10 to 14 form an integral part of these financial statements.

BDC III GP 1 Limited

Statement of Changes in Equity for the Year Ended 31 December 2020

	Called up share capital £ 000	Accumulated deficit £ 000	Total equity £ 000
At 1 January 2019	-	(2,060)	(2,060)
Loss for the year	-	(784)	(784)
Other comprehensive income	-	-	-
Total comprehensive expense	-	(784)	(784)
At 31 December 2019	-	(2,844)	(2,844)
At 1 January 2020	-	(2,844)	(2,844)
Loss for the year	-	(116)	(116)
Other comprehensive income	-	-	-
Total comprehensive expense	-	(116)	(116)
At 31 December 2020	-	(2,960)	(2,960)

The notes on pages 10 to 14 form an integral part of these financial statements.

BDC III GP 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

1 General information

BDC III GP 1 Limited (the "Company") is a Member to BDC III GP LLP and Bridgepoint Growth I GP LLP (the "Limited Liability Partnerships").

The Company is a private company limited by shares, incorporated and domiciled in the United Kingdom. The address of its registered office is 95 Wigmore Street, London, United Kingdom, W1U 1FB.

2 Statement of compliance

The individual financial statements of the Company 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 Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

These financial statements have been prepared under the historical cost convention, as modified by certain financial assets and liabilities measured at fair value through profit or loss, as when it is required by FRS 102. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. The directors do not consider the financial statements to have any critical estimates or matters requiring significant judgement.

(b) Going concern

The financial statements have been prepared on a going concern basis as the Directors have a reasonable expectation that the Company has adequate resources to continue its operational existence for the foreseeable future having assessed the Company's business risks, financial position and resource.

Specifically, the Company has in place a long-term contract with the Limited Liability Partnership which gives it good visibility of income. The expenses incurred by the Company are fairly predictable due to the nature of operations. Amounts payable under the management agreement with fellow group companies are dependant and discretionary.

The Directors have considered the factors resulting in the Company having negative net assets and note that these arise due to timing differences on the tax treatment of the Company's income and can be expected to be unwound over the life of the fund and restore the Company to positive net assets. In order to support their assessment, the Directors have obtained a letter of support from the immediate parent Company that it will settle on behalf of the Company the deferred tax liability should it be required to be paid in 18 months from the date of the approval of the financial statements.

Taken in combination, the Directors are therefore satisfied that the Company is a going concern.

BDC III GP 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

3 Summary of significant accounting policies (continued)

(c) Exemption under Financial Reporting Standards

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of the exemptions by the Company's shareholders. The Company has taken advantage of the following exemptions:

Cash Flow Statement - The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12 (b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Bridgepoint Group plc (formerly Atlantic Investments Holdings Limited), and intermediate holding company, Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited), includes the Company's cash flows in their own consolidated financial statements.

Related Party Transactions - Under FRS 102 33.1.A, the Company is exempt from the requirement to disclose related party transactions within the Bridgepoint Group on the grounds that 100% of the voting rights are controlled within the group. Transactions with the ultimate parent company and other shareholders of the Bridgepoint Group are not exempt and are disclosed, if any.

(d) Income and expenses

Income and expenses are recognised in the Profit and Loss Account and the Statement of Comprehensive Income on an accruals basis.

(e) Income from partnerships

The Company, as a Member of the Limited Liability Partnerships is entitled to a share of the profits of each Limited Liability Partnership. The share of profits is recorded as revenue through the Profit and Loss Account.

(f) Taxation

Taxation expense for the period comprises of current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Current or deferred taxation assets and liabilities are not discounted.

(g) Cash at bank and in hand

Cash at bank and in hand include cash in hand and deposits held at call with banks.

BDC III GP 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

3 Summary of significant accounting policies (continued)

(h) Debtors and creditors

Debtors and creditors are initially measured at transaction cost. They are short term receivables/payables relating to non-financing transactions and are subsequently measured at undiscounted amounts.

(i) Foreign currency transactions and balances

The Company's functional and presentation currency is the pound sterling. These financial statements are presented in pound sterling and rounded to thousands.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to sterling at rates current at the year-end.

All differences are taken to the Profit and Loss Account.

4 Operating result

Audit fees of £3,200 (2019: £3,150) are borne by a fellow subsidiary undertaking.

5 Tax on profit

(a) Tax expense included in the Profit and Loss account

	2020	2019
	£ 000	£ 000
Total current tax	-	-
Deferred taxation:		
Deferred tax (Income)/expense	(219)	784
Adjustment to tax charge in respect of prior years	335	-
Total deferred tax	116	784

BDC III GP 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

5 Tax on profit (continued)

(b) Reconciliation of tax charge

The tax on result before tax for the year is higher than the standard rate of corporation tax in the UK for the year ended 31 December 2020 of 19% (2019: 19%).

The differences are reconciled below:

	2020 £ 000	2019 £ 000
Result before tax	-	-
Corporation tax at standard rate in the UK of 19% (2019: 19.00%)	-	-
Income not charged to UK Corporation tax	(4,803)	(1,758)
Adjustment to tax charge in respect of previous years	335	-
Effect of tax rate changes	(669)	185
Income allocated by Partnerships	2,812	4
Deferred tax not recognised on profit/losses to carry forward	2,210	784
PPS loan in lieu	231	1,569
	116	784
Total tax charges for the year	116	784

A deferred tax asset in respect of tax losses of £2.9m (2019: £2.8m) carried forward has not been recognised due to the uncertainty of future profits to utilise them against in the future.

6 Employees

The Company did not employ any personnel during the current year (2019: none).

7 Directors' remuneration

None of the directors received any remuneration directly from the Company during the year (2019: none).

Remuneration received by individual directors who are employed and paid by another group entity cannot be sensibly attributed across the entities for which each director is a director of.

8 Debtors

	2020 £ 000	2019 £ 000
Amounts due within one year:		
Amounts owed by group undertakings	-	14
Other debtors	-	1,434
	-	1,448

Amounts owed by group undertakings represent short term receivables due from the shareholders and other group entities. These amounts are unsecured, interest free, have no fixed date of repayments and are payable on demand.

BDC III GP 1 Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

9 Creditors: amounts falling due within one year

	2020 £ 000	2019 £ 000
Amounts owed to group undertakings	-	14
Other creditors	-	1,433
	<u>-</u>	<u>1,447</u>

Amounts owed to group undertakings comprise payments made by another group entity on behalf of the Company. These amounts are unsecured, interest free, have no fixed date of repayments and are payable on demand.

10 Provision for liabilities

	2020 £ 000	2019 £ 000
Deferred tax liability	<u>2,960</u>	<u>2,845</u>

11 Called up share capital

Authorised

	2020		2019	
	No.	£	No.	£
Ordinary Shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

Allotted, called up and fully paid shares

	2020		2019	
	No.	£	No.	£
Ordinary Shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

The shares have the rights and restrictions as set out in the Articles of Association of the Company.

12 Parent and ultimate parent undertaking

The Company's immediate parent is Bridgepoint Advisers Holdings, incorporated in England, United Kingdom.

The parent of the largest group in which these financial statements are consolidated is Bridgepoint Group plc (formerly Atlantic Investments Holdings Limited), incorporated in England, United Kingdom.

The parent of the smallest group in which these financial statements are consolidated is Bridgepoint Group Holdings Limited (formerly Bridgepoint Group Limited), incorporated in England, United Kingdom.

These financial statements are available from Companies House, Crown Way, Cardiff.