

**Potsdamer 2018 Limited**  
Report And Financial Statements  
*31 December 2020*



**COMPANY INFORMATION**

**Directors** Claus Stenbaek  
Anne Katrin Niederstaetter  
Andrew Ware

**Company secretary** Andrew Ware

**Registered number** 11153195

**Registered office** 1 Maple Place  
London  
W1T 4BB

**Independent auditors** BDO LLP  
55 Baker Street  
London  
W1U 7EU

**DIRECTORS' REPORT**  
**For the Year Ended 31 December 2020**

The Directors present their report and the financial statements for the year ended 31 December 2020.

**Principal activity**

The principal activity of the company during the year was to act as an intermediate holding company.

**Directors**

The Directors who served during the year were:

Claus Stenbaek

Sarah van den Blink (resigned 13 July 2020)

Andrew Ware

Anne Katrin Niederstaetter was appointed as a director on 31 July 2020.

**Results and dividends**

The profit for the year, after taxation, amounted to €12,699,103 (2019 - €1,277,478).

**Going concern**

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of this report. In making this assessment, the Directors have considered the effects of COVID-19 including the various risk mitigation measures in place and do not consider this to have had an impact on the assessment of the Company as a going concern. There are no other material uncertainties in relation to going concern, and accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements. The company is in a net current liability position for the year, mainly due to amounts due to KSF II Master L.P., a related entity, who have confirmed their continued financial support for the company. The company is in an overall net asset position.

**DIRECTORS' REPORT (CONTINUED)**  
**For the Year Ended 31 December 2020**

**Directors' responsibilities statement**

The Directors are responsible for preparing the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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 period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies for the Company's financial statements 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;
- 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 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.

**Disclosure of information to auditors**

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

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

**Auditors**

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**Small companies note**

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

**DIRECTORS' REPORT (CONTINUED)**  
**For the Year Ended 31 December 2020**

This report was approved by the board on 15 December 2021 and signed on its behalf.

A handwritten signature in black ink, appearing to read 'Andrew Ware', with a stylized flourish at the end.

Andrew Ware  
Director

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF POTSDAMER 2018 LIMITED

### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 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.

We have audited the financial statements of Potsdamer 2018 Limited ("the Company") for the year ended 31 December 2020 which comprise the Profit and Loss Account, the Balance Sheet and notes to the financial statements, 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 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remain 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.

### Conclusions relating to going concern

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.

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.

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

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF POTSDAMER 2018 LIMITED (CONTINUED)

### Other information

The directors are responsible for the other information. The other information comprises the information included in the report and financial statements 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 this regard.

### Other Companies Act 2006 reporting

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 material misstatements in the 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a strategic report.

### Responsibilities of Directors

As explained more fully in the Directors responsibilities statements, 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.

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF POTSDAMER 2018 LIMITED (CONTINUED)**

**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.

*Extent to which the audit was capable of detecting irregularities, including fraud*

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:

- obtaining an understanding of the legal and regulatory frameworks that are applicable to the Company. These include, but are not limited to, compliance with the Companies Act, United Kingdom Generally Accepted Accounting Practice and tax legislation.
- making enquiries of management regarding the Company's policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- making enquiries of management and reviewing minutes of the board of Directors in order to identify any instances of fraud or non-compliance with laws and regulations;
- assessing the susceptibility of the financial statements to material misstatement, including how fraud might occur in the financial statements and any potential indicators of fraud. We identified potential for fraud in the following areas and performed the following procedures:
  - management override of controls: 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 posting inappropriate journal entries to manipulate financial results and management bias in accounting estimates and judgements. Audit procedures performed included:
  - challenging assumptions made by management in their significant accounting estimates in particular in relation to the valuation of investments;
  - identifying and testing journal entries, in particular any journal entries not in line with expectations and reviewing journal entries for journals inconsistent with the usual transactions of the Company.
- communicating relevant identified laws and regulations and potential fraud risks to all engagement team members and remaining alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

[www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF POTSDAMER 2018 LIMITED (CONTINUED)**

**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.

DocuSigned by:

*Diane Campbell*

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Diane Campbell (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London

Date: 15 December 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

**PROFIT AND LOSS ACCOUNT**  
**For the Year Ended 31 December 2020**

	Note	2020 €	2019 €
Administrative expenses		(58,246)	(18,989)
Gain on revaluation of fixed asset investments		12,757,349	1,296,467
<b>Operating profit</b>		<b>12,699,103</b>	<b>1,277,478</b>
Tax on profit	6	-	-
<b>Profit for the financial year</b>		<b>12,699,103</b>	<b>1,277,478</b>

There were no recognised gains and losses for 2020 other than those included in the profit and loss account.

The notes on pages 10 to 15 form part of these financial statements.

**BALANCE SHEET**  
As at 31 December 2020.

	Note	2020 €	2019 €
<b>Fixed assets</b>			
Investments	7	35,638,586	21,176,405
		<u>35,638,586</u>	<u>21,176,405</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	8	2	2
		<u>2</u>	<u>2</u>
Creditors: amounts falling due within one year	9	(290,991)	(232,745)
<b>Net current liabilities</b>		<u>(290,989)</u>	<u>(232,743)</u>
<b>Total assets less current liabilities</b>		<u>35,347,597</u>	<u>20,943,662</u>
<b>Net assets</b>		<u><u>35,347,597</u></u>	<u><u>20,943,662</u></u>
<b>Capital and reserves</b>			
Called up share capital	10	15,159,896	13,455,064
Profit and loss account	11	20,187,701	7,488,598
		<u>35,347,597</u>	<u>20,943,662</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



Andrew Ware  
Director

The notes on pages 10 to 15 form part of these financial statements.

Date: 15 December 2021

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the Year Ended 31 December 2020**

**1. General information**

Potsdamer 2018 Limited is a private company, limited by shares, incorporated in the United Kingdom and registered in England and Wales.

The company's registered address is 1 Maple Place, London, W1T 4BB.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Foreign currency translation**

**Functional and presentation currency**

The Company's functional and presentational currency is Euros.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

The foreign exchange rate for the GBP/EUR as at 31 December 2020 was 1.1118.

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the Year Ended 31 December 2020**

**2. Accounting policies (continued)**

**2.3 Taxation**

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**2.4 Valuation of investments**

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the profit and loss account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. The Directors consider the following are key accounting estimates or assumptions made that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year:

**Valuation of Investments**

Fixed asset investments are initially valued on acquisition at the cost of the investment. The investment cost is considered to provide the best indication of fair value for an initial period after the investment has been made. Subsequently, investments are valued at their fair value based on industry enterprise values and comparable multiples, and represents the amount for which the asset can be exchanged between knowledgeable willing parties in an arm's length transaction.

The Directors are also required to exercise judgement in applying the company's accounting policies. Due to the straight forward nature of the business the directors considers that no critical judgements have been made in applying the company's accounting policies.

**NOTES TO THE FINANCIAL STATEMENTS**  
For the Year Ended 31 December 2020

**4. Auditors' remuneration**

	2020 €	2019 €
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>12,054</u>	<u>11,685</u>

**5. Employees**

The Company has no employees other than the Directors, who did not receive any remuneration (2019 - €NIL).

**6. Taxation**

	2020 €	2019 €
Current tax on profits for the year	-	-
	-	-
	-	-
<b>Total current tax</b>	<u>-</u>	<u>-</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	-
	-	-
<b>Total deferred tax</b>	<u>-</u>	<u>-</u>
	-	-
<b>Taxation on profit on ordinary activities</b>	<u>-</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
For the Year Ended 31 December 2020

**6. Taxation (continued)**

**Factors affecting tax charge for the year**

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 €	2019 €
Profit on ordinary activities before tax	<u>12,699,103</u>	<u>1,277,478</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	2,412,830	242,721
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	7,607	-
Non-taxable income	(2,423,896)	(246,329)
Unrelieved tax losses carried forward	3,459	3,608
<b>Total tax charge for the year</b>	<u>-</u>	<u>-</u>

**7. Fixed asset investments**

The fixed asset investment relates to a minority holding in a private German company.

	Fixed asset investments €
<b>Valuation</b>	
At 1 January 2020	21,176,405
Additions	1,704,832
Revaluations	12,757,349
At 31 December 2020	<u>35,638,586</u>

**8. Debtors**

	2020 €	2019 €
Other debtors	2	2
	<u>2</u>	<u>2</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the Year Ended 31 December 2020**
**9. Creditors: Amounts falling due within one year**

	2020 €	2019 €
Trade creditors	21,864	21,943
Amounts owed to group undertakings	269,127	210,802
	<u>290,991</u>	<u>232,745</u>

**10. Share capital**

	2020 €	2019 €
<b>Allotted, called up and fully paid</b>		
1,515,989,546 (2019: 1,345,506,346) Ordinary Class A shares of €0.01 each	15,159,895	13,455,063
100 Redeemable B shares of €0.01 each	1	1
	<u>15,159,896</u>	<u>13,455,064</u>

During the year 170,483,200 ordinary A shares of €0.01 were issued at par value.

On distributions relating to proceeds from the disposal of the fixed asset investments the A shareholders are due a priority distribution before any distribution to the B shareholders. On any other distributions this will be allocated only to the A shareholders.

The B shares have no voting rights and, to the extent that the B shares are still in issue, will be redeemed by the company on 31 December 2025 for total aggregate price of €1.

**11. Profit and loss account**

	2020 €	2019 €
Profit and loss account brought forward	7,488,598	6,211,122
Profit for the year	12,699,103	1,277,478
<b>Profit and loss account carried forward</b>	<u>20,187,701</u>	<u>7,488,600</u>

**12. Related party transactions**

During the year KSF II Master L.P., the immediate controlling party of the company, paid €58,325 (2019: €12,098) of fees on behalf of the company. An amount of €269,127 (2019: €210,802) is outstanding at the year end and included within amounts owed to group undertakings.



**NOTES TO THE FINANCIAL STATEMENTS**  
**For the Year Ended 31 December 2020**

**13. Controlling party**

The immediate controlling party of the company is KSF II Master L.P., a closed end private equity fund, managed by Keyhaven Capital Partners Limited. There is no ultimate controlling party.