Registration number: 12164465

# Bridgepoint Credit Management Limited ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 December 2020

(formerly known as EQT CREDIT UK LIMITED, name changed on 28 October 2020)



### Strategic Report for the Period Ended 31 December 2020

The directors present their strategic report for the period ended 31 December 2020.

### Principal activity

The principal activity of Bridgepoint Credit Management Limited (the "Company") is to act as a collateral manager and investment adviser in respect of various collateralized loan obligations (CLOs) and other credit-related investment vehicles. It is regulated by the Financial Conduct Authority.

The Company forms part of the Bridgepoint Group of companies (together, the "Bridgepoint Group").

#### Result

The result for the financial period is a loss of £1,428,619 and at the period end the Company has net assets of £571,481.

### Principal risks and uncertainties and risk management

The Company's operations expose it to certain financial risks and accordingly it has appropriate controls and procedures in place that seek to limit any adverse effects on the financial performance of the Company. The main risk factors affecting the Group are macro-economic conditions, people and funding. Further details on financial risks and the key performance indicators of the Group are discussed in the financial statements of Bridgepoint Group Limited.

### Directors' Report for the Period Ended 31 December 2020

The directors present their annual report together with the audited financial statements (the "financial statements") of the Company for the period ended 31 December 2020

#### Result and dividends

During the period Bridgepoint Credit Holdings Limited, a member of the Bridgepoint Group, acquired 1,000 class A shares with a nominal value of £0.10 each and 2,000,000 class B shares with a nominal value of £1.00 each in the Company.

The results for the financial period are shown on page 7.

In the period from 19 August 2019 to 31 December 2020 the directors have not proposed a dividend.

### Future developments

In the future, the Company will continue to receive management and advisory fees for collateralized loan obligations (CLOs), other credit-related investment vehicles and other group companies.

### Directors of the Company

The directors who held office during the period and to the date of signing were as follows:

H T Grant (appointed on 27 January 2021)

P R Gunner (appointed on 14 January 2021)

P M Johnson (appointed on 19 August 2019)

A D Konopelski (appointed on 19 August 2019)

J M Lucas (appointed on 13 August 2020)

P R de Rome (appointed on 20 August 2020)

A J N Wirkkala (appointed on 19 August 2019, resigned on 20 August 2020)

A M Zehendner (appointed on 19 August 2019, resigned on 3 May 2020)

### **Directors' Indemnity**

During the period and at the time of signing, Bridgepoint Advisers Limited, a fellow group entity, maintains liability insurance for directors and officers of the Bridgepoint Group 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

The directors are responsible for preparing the Strategic Report, 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 period. Under that law they have elected to prepare the financial statements in accordance with applicable law (UK Generally Accepted Accounting Practice), 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 estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

### Directors' Report for the Period Ended 31 December 2020

### Disclosure of information to the auditor

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 auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

### Independent auditors

KPMG LLP have indicated their willingness to continue in office.

Approved by the Board on 28 May 2021 and signed on its behalf by:

Toulus

J M Lucas

Director 8 June 2021 P R Gunner Director

8 June 2021

### Independent auditor's report to the members of Bridgepoint Credit Management Limited

### Opinion

We have audited the financial statements of Bridgepoint Credit Management Limited ("the company") for the period ended 31 December 2020, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 3.

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 loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including of FRS 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.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

### Fraud and breaches of laws and regulations - ability to detect

Identifying and Responding to Risks of material misstatement due to fraud.

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Company's policies and procedures to prevent and detect fraud as well as whether they have knowledge of any actual, suspected or alleged fraud;
- · Reading the Company's meeting minutes;
- Considering remuneration incentive schemes and performance targets; and
- · Using analytical procedures to identify any usual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because revenue is generated from few sources and transactions are easily verifiable to external sources or agreements with little or no requirement for estimation from management. We did not identify any additional fraud risks.

We performed procedures including identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included journals posted to revenue and cash.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory correspondence, and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

### Independent auditor's report to the members of Bridgepoint Credit Management Limited

As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation or the loss of the Company's regulatory permissions. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, employment law, regulatory capital and liquidity and certain aspects of company legislation recognising the financial and regulated nature of the Company's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

### The Strategic Report and Directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- · we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

### Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

### Independent auditor's report to the members of Bridgepoint Credit Management Limited

### Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

### The purpose of our audit work and to whom we owe our responsibilities

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.

Jonathan Martin (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 15 Canada Square, London, E14 5GL. 10 June 2021

## Profit and Loss Account for the Period Ended 31 December 2020

	Note	From 19 August 2019 to 31 December 2020 £000
Turnover		913
Management fee Gross profit		(91) 822
Administrative expenses	4	(2,238)
Net foreign exchange gain/(loss) (Loss) before tax	4	(13)
Tax on (loss)	5	-
(Loss) for the financial period		(1,429)

The results above relate to continuing operations.

## Statement of Comprehensive Income for the Period Ended 31 December 2020

	From 19 August 2019 to 31 December 2020 £000
(Loss) for the financial period	(1,429)
Other comprehensive income:	
Other comprehensive income for the period, net of tax	<u>·</u>
Total comprehensive (loss) for the period	(1,429)

# (Registration number: 12164465) Balance Sheet as at 31 December 2020

	Note	As at 31 December 2020 £000
Current assets Debtors Cash at bank and in hand	8	976 522 1,498
Current liabilities Creditors	9	(927) (927)
Net current assets	_	571
Total assets less current liabilities		571
Net assets		571
Capital and reserves Called up share capital Accumulated losses Total equity	11 	2,000 (1,429) 571

The financial statements on Pages 7 to 15 were approved and authorised by the Board of Directors on 28 May 2021 and signed on its behalf by:

J M Lucas P R Gunner
Director
8 June 2021

8 June 2021

# Bridgepoint Credit Management Limited Statement of Changes in Equity for the Period Ended 31 December 2020

	Note	Called up share capital £000	Share premium account £000	Accumulated losses	Total equity £000
At 19 August 2019	11	2,000	-	-	2,000
Loss for the year		-	-	(1,429)	(1,429)
Other comprehensive income		<u> </u>	<u> </u>		
Total comprehensive loss		-		(1,429)	(1,429)
At 31 December 2020	<u></u>	2,000	-	(1,429)	571

### Notes to the Financial Statements for the Period Ended 31 December 2020

### 1 General information

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, W1U 1FB United Kingdom.

### 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 periods 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 Company has, in line with expectations and forecasts, been loss making since inception, however the issuance of the inaugural Bridgepoint collateralized loan obligation (CLO) in December 2020 (€302,000,000), which will be followed by further CLO issuances in 2021, will generate fee income for the Company alongside additional fees from the provision of other fund management and advisory services. The directors therefore expect the Company to become profitable during 2021.

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 at least 12 months from the date of approval of these financial statements, having assessed the Company's business risks, financial position and resource.

### (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, Atlantic Investments Holdings Limited, and intermediate holding company, Bridgepoint Group Limited, includes the Company's cash flows in their own consolidated financial statements.

### (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.

Turnover is comprised primarily of management fees arising from the management of CLO and is recognised in the Profit and Loss Account on an accruals basis.

### (e) 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.

### Notes to the Financial Statements for the Period Ended 31 December 2020

### 3 Summary of significant accounting policies (continued)

### (f) 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 pound sterling at rates current at the period-end.

All differences are taken to the Profit and Loss Account.

### (g) Cash at bank

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

### (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) Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

### (j) Pensions

The Company contributes to a defined contribution pension on behalf of its employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. Contributions payable for the year are taken to the Profit & Loss statement as incurred and recognised on an accruals basis.

4 Operating loss	
Arrived at after charging:	2020
	£000£
Operating expenses	2,209
Audit fees	29
Foreign exchange loss	13
	2,251
5 Tax on (loss)	
(a) Tax expense included in the Profit and Loss account	
	2020
Comment	0002
Current taxation:	
UK corporation tax adjustment to prior periods	
Total current tax	
Deferred taxation:	
Arising from origination and reversal of timing differences	
Deferred tax adjustment to prior periods	-
Table 1	
Total deferred tax	<u></u>
Tax charge/(credit) on loss	<u></u>

### Notes to the Financial Statements for the Period Ended 31 December 2020

### 5 Tax on loss (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 of 19%.

The differences are reconciled below:

	2020 £000
(Loss) before tax at the standard rate of corporation tax in the UK of 19%	(1,429) (271)
Deferred tax not recognised on losses to carry forward	271
	271
Total tax charges/(credits) for the year	

As at 31 December 2020, the Company has an unrecognised deferred tax asset of £271,438 relating to losses carried forwards, calculated at a prospective corporation tax rate of 19%.

The Company has not recognised the asset due to uncertainty around the use of the losses in future years.

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would result in a higher unrecognised deferred tax asset of £357,155.

### 6 Employees

The average monthly number of persons employed by the Company during the period was as follows:

	No.
	3
The aggregate payroll costs were as follows:	
	2020
	£000
Salaries and bonuses	1,035
Social security costs	135
Pension costs	17
	1,187

2020

### 7 Directors' remuneration

None of the directors received any remuneration from the Company for their services during the period.

### 8 Debtors

	2020
Amounts due within one year:	000£
Prepayments and accrued income	608
Amounts owed by group undertakings	312
Other debtors	56
	976

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

### Notes to the Financial Statements for the Period Ended 31 December 2020

9 Creditors: amounts falling due within one year	·	
		2020
A Land Communication of the Co		<b>£000</b> 759
Accruals and deferred income Trade creditors		134
Other creditors		20
Amounts owed to group undertakings		13
Amount over to group under admigs	_	927
Amounts owed to group undertakings comprise payments made by another group entity on beha have no fixed date of repayments and are payable on demand.	alf of the Company. These amounts are unsec	ured, interest free,
10 Related party transactions  Amounts due from and to related parties at year end were as follows:		
i. Key management personnel transactions		
	2020	2020
	Transaction	Balance
	values	outstanding
	0003	000£
Salaries, bonuses and associated social security	1,035	294
The employees of the Company are also shareholders and control 22% of the voting shares of the C		nts, all outstanding
balances with key management personnel have been fully paid.	company. At the take of approving these accoun	ins, an outstanding
ii. Other related party transactions	2020	2020
Within debtors:	Transaction	2020 Balance
	values	outstanding
	£000	£000
Advisory fees	2000	2000
Bridgepoint Credit Advisers UK Limited	548	548
BCLO Credit Investments I S. à r.l.	323	313
BCLO Credit investments ( 5.4 f.).	871	861
<b>X</b>	8/1	801
Management fees	40	10
Bridgepoint CLO 1 Designated Activity Company	49	49
	<u> 920</u>	910
Within creditors:	2020	2020
That is detailed.	Transaction	Balance
	values	outstanding
	0003	£000
Employee related		
Bridgepoint Credit Advisers UK Limited	14	14
Management fee rebate		
CRF3 Investments I S.à r.l.	7	7
	21	21
11 Called up share capital		
Authorised		
Authorised	2020	
	No.	£000
Class A ordinary shares of £0.10 each	1,000	0
Class B ordinary shares of £1.00 each	2,000,000	2,000
	2,001,000	2,000
Allotted, called up and fully paid shares		
	2020	
	No.	£000
Class A ordinary shares of £0.10 each	1,000	0
Class B ordinary shares of £1.00 each	2,000,000	2,000
•	2,001,000	2,000
	_,,_	-,000

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

The class A ordinary shares hold the voting rights but do not have any rights to capital distributions or participation in dividends. The class B ordinary shares are non-voting, but have rights to capital distributions or participation in dividends.

### Notes to the Financial Statements for the Period Ended 31 December 2020

### 12 Parent and ultimate parent undertaking

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

The parent of the largest group in which these financial statements are consolidated is 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 Limited, incorporated in England, United Kingdom. These financial statements are available from Companies House, Crown Way, Cardiff.

### 13 Subsequent events

Since 31 December 2020, no significant subsequent events occurred which would require disclosure in these accounts.