



## LION CAPITAL GENERAL PARTNER LLP

Registered Number: OC308260

Members' report and financial statements  
Year ended 31 December 2017



## LION CAPITAL GENERAL PARTNER LLP

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## LION CAPITAL GENERAL PARTNER LLP

### MEMBERS' REPORT

Registered Number: OC308260

The members present their report and financial statements for the year ended 31 December 2017.

#### Principal Activities

Lion Capital General Partner LLP ("the LLP") was incorporated in the UK on 8 June 2004.

The principal activity of the LLP is to carry on, directly or indirectly through its associates, the business of being the general partner of certain private equity funds.

#### Business review

The members consider the performance of the business to be satisfactory. The result for the year is set out on page 4.

#### Members

The members of the LLP during the year to 31 December 2017 were: Lyndon Lea; Robert Darwent; Kelly Mayer (resigned 30 September 2017); James Cocker; Dominik Halstenberg; Iridium Investments Two Limited; Lion Capital LLP; Lion Capital Americas Inc.; Kushal Banerjee (resigned 31 July 2017); Matteo Cora (resigned 31 October 2017); Jan Schuster; Graham Tester; Jan Woods; Matthew Wilson and Mary Minnick.

The designated members are: Lyndon Lea and Robert Darwent.

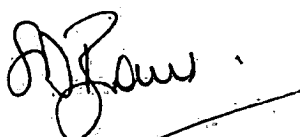
#### Members' capital

During the year, the members have not advanced any capital contributions to the LLP.

#### Members' profits and losses

Members' profits and losses are allocated between them based on their respective profit share during the financial period. Drawings on account of members' profit entitlement are paid from time to time as working capital permits and such drawings are based on the members' fixed shares at the time of payment, unless otherwise agreed between the members. Should profits for the period be insufficient to satisfy the fixed shares, they will be apportioned amongst the members in proportion to their fixed share amounts. Further distributions in excess of fixed shares will be allocated in such amounts as the managing partner may determine.

Approved by the members on 14 August 2018.



**Simon Brown**

**Acting under power of attorney on behalf of Robert Darwent, Designated Member**

21 Grosvenor Place  
London  
SW1X 7HF

## LION CAPITAL GENERAL PARTNER LLP

### STATEMENT OF MEMBERS' RESPONSIBILITIES IN RESPECT OF THE MEMBERS' REPORT AND THE FINANCIAL STATEMENTS

The members are responsible for preparing the Members' Report and the LLP financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare LLP financial statements for each financial year. Under that law the members have elected to prepare the LLP financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under Regulation 8 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 the members 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 LLP and of the profit or loss of the LLP for that period. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

Under Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that its financial statements comply with those regulations. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.

# LION CAPITAL GENERAL PARTNER LLP

## INCOME STATEMENT AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2017

		FOR THE YEAR TO 31 DECEMBER 2017	FOR THE YEAR TO 31 DECEMBER 2016
		\$	\$
<b>Turnover</b>	2	-	198,899
Administrative expenses		(98,040)	(8,455)
<b>Operating Profit</b>		<b>(98,040)</b>	<b>190,444</b>
Other interest receivable and similar income	3	-	6,402
Other interest payable and similar income	4	(3,908)	-
<b>(Loss)/profit for the financial period available for discretionary division among members</b>		<b>(101,948)</b>	<b>196,846</b>
Other comprehensive income		-	-
<b>Total comprehensive (loss)/income for the year</b>		<b>(101,948)</b>	<b>196,846</b>

All the results shown above are from continuing operations.

No note of historical cost profits and losses has been presented as there is no material difference between the Limited Liability Partnership's results as disclosed in the profit and loss account and the results on an unmodified historical cost basis.

The notes on pages 8 to 11 form part of these financial statements.

# LION CAPITAL GENERAL PARTNER LLP

## STATEMENT OF FINANCIAL POSITION

As at 31 December 2017

		NOTES	31 DECEMBER 2017	31 DECEMBER 2016
			\$	\$
<b>Fixed assets</b>				
Investments	6		16,491	16,491
			<b>16,491</b>	<b>16,491</b>
<b>Current assets</b>				
Debtors	7		-	120,520
Amounts due from members	7		1,157,169	1,157,169
Cash at bank and in hand			349,370	318,944
			<b>1,506,539</b>	<b>1,596,633</b>
<b>Creditors: amounts falling due within one year</b>	8		(12,975)	(8,096)
<b>Net current assets</b>			<b>1,493,564</b>	<b>1,588,537</b>
<b>Total assets less current liabilities</b>			<b>1,510,055</b>	<b>1,605,028</b>
<b>Net assets attributable to the members</b>			<b>1,510,055</b>	<b>1,605,028</b>
<b>Represented by:</b>				
<b>Members' other interests</b>				
Other interests			1,428,715	1,530,663
<b>Loans and other debts due to members</b>				
Other amounts			81,340	74,365
			<b>1,510,055</b>	<b>1,605,028</b>
<b>Total members' interests</b>				
Members' other interests			1,510,055	1,605,028
Amounts due from members			(1,157,169)	(1,157,169)
			<b>352,886</b>	<b>447,859</b>

### Audit Exemption Statement

For the year ending 31 December 2017, the LLP was entitled to exemption from audit under section 477 of the Companies Act 2006 (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) relating to small LLPs.

The members acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to LLPs subject to the small LLPs regime.

These financial statements were approved by the members on 14 August 2018 and were signed on their behalf by:

  
Simon Brown

Acting under power of attorney on behalf of Robert Darwent, Designated Member

The notes on pages 8 to 11 form part of these financial statements.

Registered No.: OC308260

# LION CAPITAL GENERAL PARTNER LLP

## CASH FLOW STATEMENT

For the year ended 31 December 2017

CASH FLOW STATEMENT FOR THE YEAR TO 31 DECEMBER 2017			
		31 DECEMBER 2017	31 DECEMBER 2016
		\$	\$
Cashflow from operating activities	9	23,720	196,981
Returns on investments and servicing of finance	10	(269)	41
Transactions with members and former members	10	6,975	(14,335)
<b>Increase in cash in the year</b>		<b>30,426</b>	<b>182,687</b>

RECONCILIATION OF NET CASH FLOW TO CHANGES IN NET ASSETS			
		31 DECEMBER 2017	31 DECEMBER 2016
		\$	\$
<b>Net cash at 1 January</b>		<b>318,944</b>	<b>136,257</b>
Increase in cash in the year		30,426	182,687
<b>Net cash at 31 December</b>		<b>349,370</b>	<b>318,944</b>

The notes on pages 8 to 11 form part of these financial statements.

LION CAPITAL GENERAL PARTNER LLP

RECONCILIATION OF MEMBERS' INTERESTS

	MEMBERS' CAPITAL CLASSIFIED AS EQUITY	EQUITY OTHER REVENUES	TOTAL	LOANS AND OTHER DEBT DUE FROM MEMBERS	DEBT OTHER AMOUNTS	TOTAL	TOTAL MEMBERS' INTERESTS
	\$	\$	\$	\$	\$	\$	\$
Members' interests at 31 December 2015	-	1,333,817	1,333,817	(1,157,169)	88,700	(1,068,469)	265,348
Foreign exchange on translation of opening balance	-	-	-	-	(14,335)	(14,335)	(14,335)
Profit for the year available for discretionary division among members	-	196,846	196,846	-	-	-	196,846
Advances made to members	-	-	-	-	-	-	-
<b>Members' interests at 31 December 2016</b>	<b>-</b>	<b>1,530,663</b>	<b>1,530,663</b>	<b>(1,157,169)</b>	<b>74,365</b>	<b>(1,082,804)</b>	<b>447,859</b>

	MEMBERS' CAPITAL CLASSIFIED AS EQUITY	EQUITY OTHER REVENUES	TOTAL	LOANS AND OTHER DEBT DUE FROM MEMBERS	DEBT OTHER AMOUNTS	TOTAL	TOTAL MEMBERS' INTERESTS
	\$	\$	\$	\$	\$	\$	\$
Members' interests at 31 December 2016	-	1,530,663	1,530,663	(1,157,169)	74,365	(1,082,804)	447,859
Foreign exchange on translation of opening balance	-	-	-	-	6,975	6,975	6,975
Loss for the year available for discretionary division among members	-	(101,948)	(101,948)	-	-	-	(101,948)
<b>Members' interests at 31 December 2017</b>	<b>-</b>	<b>1,428,715</b>	<b>1,428,715</b>	<b>(1,157,169)</b>	<b>81,340</b>	<b>(1,075,829)</b>	<b>352,886</b>

## LION CAPITAL GENERAL PARTNER LLP

# NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2017

### 1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

#### **Basis of preparation**

These financial statements were prepared in accordance with the Financial Reporting Standard 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and in accordance with the Statement of Recommended Practice for Limited Liability Partnerships (July 2014). The financial statements are prepared on the historical cost basis.

#### **Consolidation**

All the General Partner Share income described in note 2 was received from limited partnerships controlled by the LLP. These limited partnerships, Lion Capital Fund I, L.P., Lion Capital Fund I A, L.P., Lion Capital Fund I B, L.P., Lion Capital Fund I C, L.P., Lion Capital Fund I SBS, L.P. (collectively, "Lion Capital Fund I"), and its subsidiary Lion Latimer GP II (Guernsey) Limited are related parties of the LLP.

The LLP also has participating, albeit small, interests in the private equity partnerships for which the LLP or its subsidiary undertakings acts as general partner. These entities are subsidiary undertakings under the Companies Act 2006. As allowed by Section 405 of the Act, the members have departed from the requirement to consolidate these subsidiary undertakings.

The members are of the opinion that if these undertakings were consolidated, the LLP accounts would not show a true and fair view. The effect of this departure, based on annual accounts of the undertakings at 31 December 2017 is to reduce net assets by \$513 million (2016: \$482 million), minority interests by \$513 million (2016: \$482 million) and decrease profit for the year by \$10.3 million (2016: \$712,481).

#### **Going concern**

The Members intend to wind up the LLP once Lion Capital Fund I has sold its remaining assets and been terminated. The process for liquidation of the LLP is not expected to be completed for another 18 months following the date of this report and therefore the Members have prepared the accounts on a going concern basis.

#### **Foreign currencies**

The Members have deemed US Dollar to be the currency that most faithfully represents the economic effects of the underlying transactions, events, conditions and ongoing operations of the LLP. As such, the Functional Currency of the LLP was changed from Sterling to US Dollar on 1 January 2014 and applied prospectively from that date. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

## LION CAPITAL GENERAL PARTNER LLP

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### 1 ACCOUNTING POLICIES (CONTINUED)

##### Investments

Investments are stated at cost less provision for impairment.

##### Classification of members' participation rights

Members' capital is classified as equity, and members' remuneration is treated as an allocation of profits, only where there is discretion on the part of the LLP over any payment or repayment of the rights. To the extent that there is no discretion over members' participation rights, members' capital is classified as a liability and members' remuneration is charged to the profit and loss account.

##### Allocation of profits and drawings

The profits and losses of the LLP are allocated among the members in accordance with the LLP Deed, which allows for a fixed profit share for all members. Any excess of the profits is allocated to members on a discretionary basis as determined by the managing partner.

#### 2 TURNOVER

Turnover represents entitlement to priority profit share of certain private equity funds constituted as limited partnerships ("the Partnerships") for which the LLP acts as General Partner, recognised to the extent that it has been drawn from or allocated by those limited partnerships during the period.

#### 3 OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	YEAR TO 31 DECEMBER 2017	YEAR TO 31 DECEMBER 2016
	\$	\$
Interest income	-	41
Gain on foreign exchange	-	6,361
	<u>-</u>	<u>6,402</u>

#### 4 OTHER INTEREST PAYABLE AND OTHER CHARGES

	YEAR TO 31 DECEMBER 2017	YEAR TO 31 DECEMBER 2016
	\$	\$
Interest expense	269	-
Loss on foreign exchange	3,639	-
	<u>3,908</u>	<u>-</u>

#### 5 TAXATION

Taxation for the LLP, being the individual liability of each member, is not provided for in the accounts.

# LION CAPITAL GENERAL PARTNER LLP

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 6 INVESTMENTS

	31 DECEMBER 2017	31 DECEMBER 2016
	\$	\$
Cost at 31 December 2017 and 31 December 2016		16,491

#### Investments in subsidiary undertakings

The LLP holds 100% of the ordinary share capital of Lion/Latimer GP II (Guernsey) Limited, a Guernsey incorporated entity.

### 7 DEBTORS

	31 DECEMBER 2017	31 DECEMBER 2016
	\$	\$
Amounts owed by related undertakings	-	120,520
Amounts due from members	1,157,169	1,157,169
	<u>1,157,169</u>	<u>1,277,689</u>

### 8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 DECEMBER 2017	31 DECEMBER 2016
	\$	\$
Accruals	<u>12,975</u>	<u>8,096</u>

### 9 RECONCILIATION OF OPERATING PROFITS TO OPERATING CASH FLOWS

	31 DECEMBER 2017	31 DECEMBER 2016
	\$	\$
Operating profit	(98,040)	190,444
(Loss)/gain on foreign exchange	(3,639)	6,361
Decrease in debtors	120,520	13,745
Increase/(decrease) in creditors	4,879	(13,569)
Net cash Inflow from operating activities	<u>23,720</u>	<u>196,981</u>

# LION CAPITAL GENERAL PARTNER LLP

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 10 ANALYSIS OF CASH FLOWS

	THE YEAR TO 31 DECEMBER 2017	THE YEAR TO 31 DECEMBER 2016
	\$	\$
<b>Returns on investments and servicing of finance</b>		
Interest received	-	41
Interest expense	(269)	-
	<u>(269)</u>	<u>41</u>
<b>Transactions with members and former members</b>		
Revaluation of amounts due to members	<u>6,975</u>	<u>(14,335)</u>

### 11 RELATED PARTY TRANSACTIONS

All the General Partner Share income described in note 2 was received from limited partnerships controlled by the LLP. These limited partnerships, Lion Capital Fund I, L.P., Lion Capital Funds I A, L.P., Lion Capital Fund I B, L.P., Lion Capital Fund I C, L.P., Lion Capital Fund I SBS, L.P. (the 'Funds') are related parties of the LLP.

No General Partner Share income, described in note 2, was received from limited partnerships controlled by the LLP (2016: \$198,899).

The LLP also has a related party relationship (as defined by the Companies Act) with its designated members.

As at 31 December 2017, amounts due to members totalled \$81,340 (2016: \$74,365) and amounts due from members totalled \$1,157,169 (2016: \$1,157,169).

There were no other balances due to or from the LLP's members at year end save in respect of relevant shares of profit and members' capital.

Debtors include \$0 (2016: \$120,520) owed by Lion/Latimer GP II (Guernsey) Ltd.

### 12 CONTROLLING PARTY

The ultimate controlling parties of the LLP are the designated members: Lyndon Lea and Robert Darwent.