

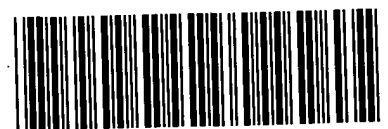


LION CAPITAL GENERAL PARTNER II LLP

Registered Number: OC326362

Members' report and financial statements
Year ended 31 December 2014

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LION CAPITAL GENERAL PARTNER II LLP

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LION CAPITAL GENERAL PARTNER II LLP

MEMBERS' REPORT

Registered Number: OC326362

The Members present their report and financial statements for the year ended 31 December 2014.

Principal Activities

Lion Capital General Partner II LLP ("the LLP") was incorporated in the UK on 28 February 2007.

Historically, the principal activity of the LLP was to carry on the business of being the general partner of certain private equity funds. Effective 30 November 2014, the LLP assigned all of its interests and obligations as general partner of these funds to Lion Capital LLP.

As the LLP is no longer acting as general partner to these funds, the Members intend to wind up the entity. Consequently the financial statements have not been prepared on a going concern basis.

Business review

The members consider the performance of the business to be satisfactory. The result for the year is set out on page 5.

Members

The members of the LLP during the year to 31 December 2014 were: Lyndon Lea; Robert Darwent; Iridium Investments Two Limited; Lion Capital (Americas) Inc.; Lion Capital LLP (resigned 27 November 2014); James Cocker (resigned 27 November 2014); Dominik Halstenberg (resigned 27 November 2014); Kushal Banerjee (resigned 2 December 2014); Fabrice Chesnais (resigned 27 November 2014); Paul Cooper (resigned 27 November 2014); Matteo Cora (resigned 27 November 2014); Jan Schuster (resigned 27 November 2014); Graham Tester (resigned 27 November 2014); Jan Woods (resigned 25 November 2014); Matthew Wilson (resigned 4 December 2014); Alexander de Carvalho (resigned 27 November 2014) and Mary Minnick (resigned 27 November 2014).

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.

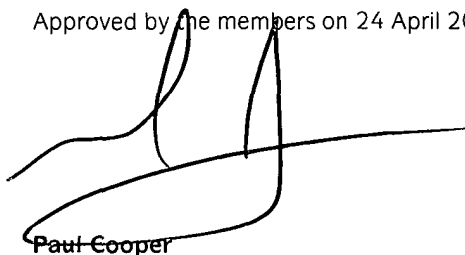
Members' profits and losses

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 on a discretionary basis as determined by the managing partner.

Auditor

KPMG LLP of 15 Canada Square, London, E14 5GL, has expressed its willingness to continue in office.

Approved by the members on 24 April 2015.



Paul Cooper

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

21 Grosvenor Place
London
SW1X 7HF

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).

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business. As explained in note 1 to the accounts, the Members do not believe that it is appropriate to prepare accounts on a going concern basis.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LION CAPITAL GENERAL PARTNER II LLP

We have audited the financial statements of Lion Capital General Partner II LLP for the year ended 31 December 2014 set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the members of the limited liability partnership (LLP), as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

As explained more fully in the Members' Responsibilities Statement set out on page 3, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view, of the state of affairs of the LLP as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

Emphasis of matter: Non going concern basis of preparation

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements which explains that they are now not prepared on the going concern basis for the reason set out in that note.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 as applied to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit.



Iain Bannatyne (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
24 April 2015

LION CAPITAL GENERAL PARTNER II LLP

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2014

	NOTES	YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
		\$	\$
Turnover	2	13,531,448	14,841,468
Administrative expenses		(30,612)	(26,029)
Operating Profit	3	13,500,836	14,815,439
Other interest receivable and similar income		928	3,132
Loss on foreign exchange		(524,581)	(1,233,250)
Profit for the financial period before remuneration & profit share		12,977,183	13,585,321
Members' remuneration charged as an expense	7	(15,659,085)	(11,450,546)
(Loss) / profit for the financial period available for discretionary division among members		(2,681,902)	2,134,775

The Limited Liability Partnership has not recognised gains and losses other than as shown above and therefore no separate Statement of Total Recognised Gains and Losses has been presented.

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 II LLP

BALANCE SHEET

As at 31 December 2014

	NOTES	31 DECEMBER 2014	31 DECEMBER 2013
		\$	\$
Current assets			
Amounts due from members	5	-	7,342,329
Cash at bank and in hand		100,630	2,465,965
		100,630	9,808,294
Creditors: amounts falling due within one year	6	(30,543)	(5,011,541)
Net current assets		70,087	4,796,753
Total assets less current liabilities		70,087	4,796,753
Net assets attributable to the members		70,087	4,796,753
Represented by:			
Members' other interests			
Other interests	7	70,087	4,796,753
		70,087	4,796,753
Total members' interests			
Members' Interests classified as equity		70,087	4,796,753
Amounts due from members		-	(7,342,329)
		70,087	(2,545,577)

These financial statements were approved by the members on 24 April 2015 and were signed on their behalf by:


Paul Cooper

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.

LION CAPITAL GENERAL PARTNER II LLP

CASH FLOW STATEMENT

For the year ended 31 December 2014

	NOTES	YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
		\$	\$
Cashflow from operating activities	8	21,403,062	6,879,029
Returns on investments and servicing of finance	9	928	3,132
Transactions with members and former members	9	(23,769,325)	(11,450,546)
Decrease in cash in the year		<u>(2,365,335)</u>	<u>(4,568,385)</u>

RECONCILIATION OF NET CASH			
		YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
		\$	\$
Net cash at 1 January		2,465,965	7,034,350
Decrease in cash in the year		<u>(2,365,335)</u>	<u>(4,568,385)</u>
Net cash at 31 December		<u>100,630</u>	<u>2,465,965</u>

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

LION CAPITAL GENERAL PARTNER II LLP

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2014

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

The financial statements have been prepared under the historical cost convention, in accordance with applicable accounting standards in the United Kingdom and the Limited Liability Partnerships Act 2008. The financial statements have also been prepared in accordance with the Statement of Recommended Practice (SORP) for LLPs issued by the Consultancy Committee of Accountancy Bodies.

Consolidation

All the General Partner Share income described in note 2 was received from limited partnerships that were controlled by the LLP. These limited partnerships, Lion Capital Fund II LP, Lion Capital Fund II B LP, Lion Capital Fund II (AIV-I) LP, Lion Capital Fund II SBS LP and Lion Capital Carry II LLP (collectively, "Lion Capital Fund II") are related parties of the LLP.

The LLP had, albeit small, participating interests in the private equity limited partnerships for it acted as general partner. These partnerships 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 partnerships since the economic interest of the LLP in these partnerships, except to the extent that they are proportionally consolidated, is that of investment manager.

The members are of the opinion that if these partnerships were consolidated, the LLP accounts would not show a true and fair view.

Going concern

As the LLP is no longer acting as General Partner to Lion Capital Fund II, the Members intend to wind up the entity. As such, the Members have not prepared the accounts on a going concern basis. The net assets are included in these accounts at the same value they would have been stated had the going concern basis of accounting been adopted.

Foreign currencies

The Members have deemed US Dollar to be the currency that now 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. For presentational purposes, comparatives have been translated at the rate of exchange prevailing at 1 January 2014.

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 on a discretionary basis as determined by the managing partner.

LION CAPITAL GENERAL PARTNER II LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2 TURNOVER

All of the LLP's turnover is derived from its principal activity. In the period this consisted of capital profits and a non-recourse loan in advance of a priority share of capital profits when made in certain limited partnerships ("the Partnerships") for which the LLP acted as General Partner. Turnover is recognised to the extent that it has been drawn from or allocated by those limited partnerships during the period.

3 OPERATING PROFIT

	YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
	\$	\$
Operating profit is stated after charging:		
Auditor's remuneration -		
Audit of financial statements pursuant to legislation	<u>19,302</u>	<u>15,056</u>

The average number of members of the LLP during the period was 15 (2013: 6).

4 TAXATION

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

5 DEBTORS

	31 DECEMBER 2014	31 DECEMBER 2013
	\$	\$
Amounts due from members	<u>-</u>	<u>7,342,329</u>
	<u>-</u>	<u>7,342,329</u>

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 DECEMBER 2014	31 DECEMBER 2013
	\$	\$
Accruals	30,543	29,562
Amounts owed to related undertakings	<u>-</u>	<u>4,981,979</u>
	<u>30,543</u>	<u>5,011,541</u>

LION CAPITAL GENERAL PARTNER II LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7 RECONCILIATION OF MEMBERS' INTERESTS

	MEMBERS' OTHER INTERESTS		AMOUNTS OWED TO MEMBERS MEMBERS' CAPITAL AND OTHER AMOUNTS	TOTAL
	EQUITY PER FRS 25	OTHER		
	\$	\$	\$	\$
Members' interests classified as equity at 31 December 2013	-	4,796,753	-	4,796,753
Members' remuneration charged as an expense	-	-	15,659,085	15,659,085
Loss for the year available for discretionary distribution among members	-	(2,681,902)	-	(2,681,902)
Members' interests after loss for the year	-	2,114,851	15,659,085	17,773,936
Assets transferred on reorganisation	-	(2,044,764)	-	(2,044,764)
Drawings	-	-	(15,659,085)	(15,659,085)
Members' Interests classified as equity at 31 December 2014	-	70,087	-	70,087

	LOANS DUE FROM MEMBERS
Amounts due from members	
Amounts due from members at 31 December 2013	(7,342,329)
Paid in by members in 2014	7,342,329
Withdrawn by members in 2014	(500,000)
Balances transferred on reorganisation	500,000
Amounts due from members at 31 December 2014	-

	MEMBERS' INTERESTS
Total Members' Interests	
Members' Interests classified as equity at 31 December 2014	70,087
Amounts due from members at 31 December 2014	-
	70,087

In the event of a winding up of the LLP, monies due to third party creditors will be paid before any distributions of loans and other debts due to Members.

LION CAPITAL GENERAL PARTNER II LLP

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8 RECONCILIATION OF OPERATING PROFITS TO OPERATING CASH FLOW

	YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
	\$	\$
Operating profit	13,500,836	14,815,439
Loss on foreign exchange	(524,581)	(1,233,250)
Decrease / (increase) in debtors	6,832,147	(6,868,632)
Increase in creditors	1,594,660	165,472
Net cash inflow from operating activities	21,403,062	6,879,029

9 ANALYSIS OF CASH FLOWS

	YEAR TO 31 DECEMBER 2014	YEAR TO 31 DECEMBER 2013
	\$	\$
Returns on investments and servicing of finance		
Interest received	928	3,132
Transactions with members and former members		
Payments to members	(23,769,325)	(11,450,546)

10 RELATED PARTY TRANSACTIONS

Lion Capital LLP is a related party, as defined by the Companies Act, of the LLP. At 31 December 2014 there were no loans outstanding from Lion Capital LLP.

As at 31 December 2014, no amounts were due from the LLP's designated members (2013: \$3,665,750).

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

As at 31 December 2014, no amounts were receivable from members or other related parties. At 31 December 2013, there was a debtor of \$3,676,580 due from Lion Capital (Americas) Inc.

As at 31 December 2014, no amounts were payable to members or other related parties. At 31 December 2013, there were creditors of \$4,600 due to Lion Capital LLP and \$4,977,380 due to Lion Capital Fund II.

11 CONTROLLING PARTY

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