Registration number: 3220373

Bridgepoint Advisers Limited

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015

Strategic Report

Principal Activities

The Company acts as a fund manager and is regulated by the Financial Conduct Authority. The profit for the financial year is £8.1m (2014: -£9.2m) and at the year end the Company has net assets of £69.0m (2014: £61.4m). The financial risks are discussed in the financial statements of the ultimate parent undertaking.
In the future, the company will continue to receive Management fees from the fund.

Report of the Directors

The directors present their annual report together with the audited financial statements of Bridgepoint Advisers Limited (the "Company") for the year ended 31 December 2015.

Results and dividends

The results for the financial year are shown on page 5.
In the financial year of 2015 the directors have paid a dividend of £ 5,000,000 (2014: £ nil).

Directors

The directors who held office during the year and up until the date of signing were as follows:

J W M Barber	J R Hughes
C S J Barter	W N Jackson
P R Gunner	G P Weldon

Directors' Indemnity

During the year and at the time of signing, Bridgepoint Advisers Limited maintains liability insurance for directors and officers of 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 Report of the Directors and the financial statements (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 prepared the financial statements in accordance with United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).
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 accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of shareholder exemptions, if any, of FRS 102 used in the preparation of the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Directors (continued)

Disclosure of information to the auditors

Each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. As far as each of the directors is aware, there is no relevant audit information of which the Company's auditors are unaware.

Independent auditors

The auditors Pricewaterhouse Coopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

On behalf of the Board

P R Gunner
Director

26 April 2016

Independent auditors' report

TO THE MEMBERS OF Bridgepoint Advisers Limited

Report on the Financial Statements

Our opinion

In our opinion, Bridgepoint Advisers Limited's financial statements (the "financial statements"):
- give a true and fair view of the state of the company's affairs as at 31 December 2015 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.

What we have audited

The financial statements, included within the Report and Financial Statements (the "Annual Report"), comprise:
- the Balance Sheet as at 31 December 2015;
- the Profit and Loss Account and the Statement of Comprehensive Income for the year then ended; and
- the Statement of Changes in Equity for the year the ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:
- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on page 1, the directors 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Parwinder Purewal (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

26 April 2016

Profit and Loss Account

For the year ended 31 December 2015

	Notes	2015 £'000	2014 £'000
Turnover	3 (g)	83,751	51,488
Fees payable	3 (g)	(48,327)	(40,470)
Gross Profit		**35,424**	**11,018**
Administrative expenses	4	(25,248)	(22,578)
Profit (loss) on ordinary activities before interest and taxation		**10,176**	**(11,560)**
Interest receivable and similar income		40	139
Profit (loss) on ordinary activities before taxation	4	**10,216**	**(11,421)**
Tax on Profit (loss) on ordinary activities	5	(2,113)	2,180
Profit (loss) for the financial year		**8,103**	**(9,241)**

The results above relate to continuing operations.

Statement of comprehensive income

For the year ended 31 December 2015

	Notes	2015 £'000	2014 £'000
Retained earnings/ Profit (loss) for the year		8,103	(9,241)
Other comprehensive income (expenses):			
Dividends paid		(5,000)	-
Cash flow hedges			
Change in value of hedging instrument	13	3,812	2,370
Reclassifications to profit and loss	13	*(858)*	(338)
Total tax on components of other comprehensive income		(591)	(532)
Other comprehensive income for the year, net of tax		(2,637)	1,500
Total comprehensive income (expense) for the year		5,466	(7,741)

The notes on pages 8 to 14 form part of these financial statements.

Balance Sheet

As at 31 December 2015

	Notes	2015 £'000	2014 £'000
Fixed assets			
Tangible assets	10	2,860	3,653
		2,860	3,653
Current assets			
Debtors	8		
Amounts owed by group undertakings		85,759	19,221
Other debtors		10,367	9,972
Financial asset	13	5,613	2,659
Prepayments and accrued income	8	1,105	9,517
Cash at bank and in hand		2,396	52,102
		105,240	93,471
Current liabilities			
Creditors: *amounts falling due within one year*	9		
Amounts owed to group undertakings		(34,969)	(14,618)
Other creditors		(2,546)	(2,762)
Accruals and deferred income		(1,620)	(16,245)
		(39,135)	(33,625)
Net current assets		**66,105**	**59,846**
Total assets less current liabilities		**68,965**	**63,499**
Net assets		**68,965**	**63,499**
Capital and reserves			
Called up Share Capital	11	5	5
Revaluation reserve	13	5,613	2,659
Retained earnings		63,347	60,835
Total equity		**68,965**	**63,499**

The notes on pages 8 to 14 form part of these financial statements.

The financial statements on pages 8 to 14 were authorised for issue by the Board of Directors on 26 April 2016 and were signed on its behalf by:

P R Gunner

Director

Statement of changes in equity
For the year ended 31 December 2015

	Note	Called up share capital £'000	Retained earnings £'000	Cash flow hedge reserve £'000	Total equity £'000
Balance as at 1 January 2014		**5**	**70,608**	**627**	**71,240**
(Loss) for the financial year		-	(9,241)	-	(9,241)
Fair value adjustments	13	-	-	1,500	1,500
Balance as at 31 December 2014		**5**	**61,367**	**2,127**	**63,499**
Balance at 1 January 2015		**5**	**61,367**	**2,127**	**63,499**
Profit for the financial year		-	8,103	-	8,103
Dividends payable		-	(5,000)	-	(5,000)
Fair value adjustments	13	-	-	2,363	2,363
Total transactions with owners, recognised directly in equity		-	(5,000)	2,363	(2,637)
Balance as at 31 December 2015		**5**	**64,470**	**4,490**	**68,965**

The notes on pages 8 to 14 form part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2015

1 General Information

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

2 Statement of compliance

The individual financial statements of Bridgepoint Advisers Limited 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 the 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. Theses policies have been consistently applied to all the years presented, unless otherwise stated.
Details of the transition to FRS 102 are disclosed in note 15.

(a) Basis of Preparation

These financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by certain financial assets and liabilities measured at fair value through profit or loss. 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 accounting policies.

(b) Exemptions under Financial Reporting Standards

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

Cash Flow Statement

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12 (b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Bridgepoint Group Limited, includes the company's cash flows in its own consolidated financial statements.

Related party transactions

Under Financial Reporting Standard 8 and FRS 102 33.1A, the Company is exempt from the requirement to disclose related party transactions within the group on the grounds that 100% of the voting rights are controlled within the group.

Lease incentive

The Company has taken advantage of the exemption in respect of lease incentives in existence on the date of transition to FRS 102 and continues to credit such lease incentives to the Profit and Loss Account over the period to the first review date.

(c) Taxation

Taxation expense for the period compromises 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 or deferred taxation assets and liabilities are not discounted.

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.

3 Summary of significant accounting policies (continued)

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

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

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

(f) Income and expense recognition
Income and expenses are recognised in the Profit and Loss Account and the Statement of comprehensive income on an accruals basis.

(g) Turnover
Turnover comprises mainly management fees earned from the management of various private equity partnerships and is recognised in the Profit and Loss Account on an accruals basis.

(h) Derivative instruments and hedge accounting

Derivative financial instruments are initially measured at fair value on the date on which the derivative contract is entered into and are subsequently measured at fair value at each year-end. The company has designated the derivatives as cash flow hedges. The effective portion of the gain or loss on the hedging instrument is recognised in the statement of changes in equity in cash flow hedge reserves while any ineffective portion is recognised immediately in the profit and loss account as loss/gain on cash flow hedge within operating expenses. Derivatives are carried as assets when the fair value is positive and as a liability when fair value is negative. The fair value of the forward currency contracts is calculated by reference to the market for forward contracts with similar maturities.

Amounts recognised in the statement of total recognised gains and losses are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged cash flow occurs.

(i) Pensions
Amounts payable in respect of employers contributions to the company's defined contribution pension scheme are recognised in administrative expenses on an accruals basis. The assets of the scheme are held separately from those of the Company in an independently administered fund.

(j) Placement Agents' Fees
Placement agents' fees incurred during the raising of a fund are expensed as incurred.

(k) Tangible fixed assets and depreciation
Tangible fixed assets are stated at historic purchase cost less accummulated depreciation. They are depreciated so as to write off their cost, on a straight line basis, over their estimated useful lives as follows:

Computers, Furniture and other	3 to 5 years
Leasehold Improvements	Over the lease term

(l) Operating Lease Rentals

Rentals under operating leases are charged to the Profit and Loss Account on a straight-line basis over the lease term in line with UITF 28.

(m) Dividends
Dividends and other distributions to the company's shareholder are recognised in the period in which the dividends and other distributions are approved by the shareholder. These amounts are recognised in the statement of changes in equity.

Notes to the financial statements (continued)
For the year ended 31 December 2015

4 Profit (loss) on ordinary activities before taxation

	2015	2014
	£'000	£'000
This is stated after charging:		
Administrative expenses	22,080	19,333
Audit fees	80	80
Depreciation	789	844
Operating lease rentals		
- land and buildings	2,265	2,272
- other	34	49
	25,248	22,578

Audit fees charged include amounts in relation to the audit of certain other group companies. £29k (2014: £29k) related to the audit of the Company.

5 Tax on Profit (loss) on ordinary activities

	2015	2014
(a) Tax expense included in Profit or Loss account	**£'000**	**£'000**
Current tax:		
UK Corporation tax on profits for the Year	202	-
Adjustment in respect of prior periods	(310)	(17)
Total current tax	(108)	(17)
Deferred tax:		
Origination and reversal of timing differences	1,933	(2,149)
Adjustment in respect of prior periods	288	(13)
Total deferred tax	2,221	(2,163)
Tax on Profit (loss) on ordinary activities	**2,113**	**(2,180)**

(b) Reconciliation of tax charge

Tax assessed for the year is higher (2014: higher) than the standard rate of corporation tax in the UK for the year ended 31 December 2015 of 20.25% (2014:21.49%) The differences are explained below:

	2015	2014
Profit (loss) on ordinary activities before taxation	10,216	(11,421)
Tax on Profit (loss) on ordinary activities before taxation at the standard rate of corporation tax in the UK of 20.25% (2014: 21.49%)	2,068	(2,454)
Effects of:		
Expenses not deductible for tax purposes	231	143
Deduction from employee share acquisitions	(134)	-
Effect on tax rate changes	(30)	162
Adjustment in respect of prior years	(22)	(31)
Total tax charges for the year	**2,113**	**(2,180)**

Notes to the financial statements (continued)
For the year ended 31 December 2015

6 Employees
The average monthly number of employees during the year was 46 (2014: 45).

	2015 £'000	2014 £'000
Wages and salaries	4,991	4,724
Staff bonuses	5,176	4,475
Social security costs	1,183	1,188
Pension costs	258	320
Other staff costs	358	152
	11,966	10,859

7 Directors' remuneration

	2015 £'000	2014 £'000
Aggregate emoluments	3,516	3,835
Pension contributions	125	103
Total emoluments of highest paid director including pension contributions	1,107	1,510

8 Debtors

	2015 £'000	2014 £'000
Amounts due within one year:		
Amounts owed by group undertakings	85,759	19,221
Other debtors	10,367	9,972
Group relief	*310*	*18*
Deferred taxation	*20*	*2,241*
Prepayments and Accrued Income	1,105	9,517
	97,231	38,710

Amounts owed by group undertakings represent short term receivables due from the shareholders and other group entities. These amounts should be repaid to the Company upon demand.

9 Creditors: amounts falling due within one year

	2015 £'000	2014 £'000
Amounts owed to group undertakings	34,969	14,618
Other creditors	2,546	2,762
Group relief	*202*	-
Deferred taxation on components of other comprehensive income	*1,123*	*532*
Dividends payable	-	-
Accruals and deferred income	1,620	16,245
	39,135	33,625

Amounts owed to group undertakings comprise payments done by another group entity on behalf of the Company. These amounts should be paid by the Company upon demand.

10 Tangible assets

	Leasehold Improvements £'000	Computers, Furniture and Other £'000	Total £'000
Cost			
At 1 January 2015	2,436	3,162	5,598
Additions	(183)	179	(4)
Disposals			-
At 31 December 2015	2,253	3,341	5,594
Accumulated Depreciation			
At 1 January 2015	(344)	(1,601)	(1,945)
Charged in the year	(199)	(590)	(789)
Disposals			-
At 31 December 2015	(543)	(2,191)	(2,734)
Net book value at			
At 31 December 2014	2,092	1,561	3,653
At 31 December 2015	1,710	1,150	2,860

11 Called up share capital

	2015 Number	2015 £'000	2014 Number	2014 £'000
Authorised:				
Ordinary Shares of £1	50,000	50	50,000	50
	50,000	50	50,000	50
Allotted, called up and fully paid:				
Ordinary Shares of £1	5,000	5	5,000	5
	5,000	5	5,000	5

12 Operating lease commitments

Annual commitments under non-cancellable operating leases are as follows:

	2015 Land and Buildings £'000	2015 Other £'000	2014 Land and Buildings £'000	2014 Other £'000
Expiry date				
- within one year	-	-	-	-
- between two and five years	-	29	-	29
- after five years	2,664	-	2,664	-
	2,664	29	2,664	29

13 Financial Derivatives

The Company has entered into a series of forward trades to sell EUR and buy GBP at various dates in the future to reduce the currency exposure of EUR demoninated income to future spot rate volatility. At 31 December 2015 the Company had £73.4m (2014: £73.5m) of Forward trades maturing through 2016-2018 to match certain expected future cash flows. The aggregate mark-to-market positive value of these hedges at 31 December 2015 was £5.6m (2014: £2.7m). These hedges are in place to match known future cash flows, and the Company has decided to use cash flow Hedge Accounting as allowed and determined under FRS 102.
The effective portion of the gain or loss on these hedging instruments are recognised in the statement of changes in equity in cash flow hedge reserves while any ineffective portion is recognised immediately in the profit and loss account as loss/gain on cash flow hedge within operating expenses. The change in value that has been recognised through profit and loss (ineffective portion) is nil (2014: nil) and the amount recognised in the cash flow hedge reserves during the year (effective portion) is £2.9m (2014: £2.0m). The value of the forward trades is recognised through the Profit and Loss Account at the point of maturity of each trade and which will match the recognition of certain of the underlying cash flows of the business which the hedges relate to. During 2015 hedges with a value of £0.9m at the prior year end were released to the profit and loss (2014: £0.3m).

14 Controlling parties

The results of the Company are consolidated in the group financial statements of Bridgepoint Group Limited. The ultimate parent undertaking and controlling party is Bridgepoint Group Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the financial statements of Bridgepoint Group Limited are available at Companies House, Crown Way, Cardiff.

15 Transition to FRS 102

This is the first year that the Company has presented its results under FRS 102. The last financial statements prepared under the previous UK GAAP were for the year ended 31 December 2014.
The date of transition to FRS 102 was 1 January 2014.

Set out below are the affects of the transition to the reported financial position and financial performance:
- The transition has not resulted any material changes in the accounting policies of the Company, except the recognition of Foreign Exchange hedging (see note 3h and note 13).
- Reconciliation of the equity at the date of transition and the end of the previous financial year has been performed. The restatements and changes in the equity is as shown below .

These financial statements in accordance with FRS 102 also include reconciliations of Other Comprehensive Income and the Statement of Changes in Equity to facilitate an understanding of movements in equity which do not impact the profit and loss account.

As a qualifying entity (for the purposes of FRS 102), the Company has taken advantage of certain disclosure exemptions as it is described in 1.12 of FRS 102, also reflected in the Accounting policy 3 (b).

The Company has also used several first time adoption exemptions as it is relevant to it in Section 35 of FRS 102.

Derivative financial instruments
FRS 102 requires derivative financial instruments to be recognised at fair value. Previously under UK GAAP the Company did not recognise these instruments in the financial statements. On transition to FRS 102 the Company has adopted cash flow hedging to reduce the currency exposure of EUR denominated income to future spot rate volatility. Accordingly at transition a financial asset of £2.6m was recognised in the Balance Sheet and cash flow hedge reserve of £2,659m for the year ended 31 December 2014.

Notes to the financial statements (continued)
For the year ended 31 December 2015

Statement of changes in equity

	As previously stated £'000	Effect of transition £'000	FRS 102 (as restated) £'000
Balance as at 1 January 2014	**70,613**	**627**	**71,240**
FX hedge revaluation	-	1,500	1,500
Loss for the year	(9,241)	-	(9,241)
Balance as at 31 December 2014	**61,372**	**2,127**	**63,499**

Balance Sheet

	As previously stated £'000	Effect of transition £'000	FRS 102 (as restated) £'000
Balance as at 31 December 2014	61,372	2,127	63,499
Effect of transition made up of:			
Financial asset	-	2,659	2,659
Deferred tax	-	(532)	(532)
Balance as at 31 December 2014	**61,372**	**2,127**	**63,499**