

Registration number: 6824647

BRIDGEPOINT ADVISERS II LIMITED
(formerly Bridgepoint Development Capital Limited)

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2011



Report of the Directors

On 4 January 2011, Bridgepoint Development Capital Limited changed its name to Bridgepoint Advisers II Limited (the "Company") The directors present their annual report together with the audited financial statements of the Company for the year ended 31 December 2011 On 18 May 2009, Bridgepoint Advisers Holdings (formerly named Bridgepoint Capital (Holdings)), a subsidiary of Bridgepoint Advisers Group Limited (formerly named Bridgepoint Capital Group Limited), acquired 100% of the share capital of the Company from Hermes Fund Managers Limited

Principal activity and review of business

The Company acts as a fund manager As part of a restructuring to separate the advisory and management functions of the group, the advisory function of Bridgepoint Advisers II Limited was transferred to Bridgepoint Advisers UK Limited at the start of 2011 The Company is regulated by the Financial Services Authority The directors are satisfied with the results for the year and anticipate activities to continue at similar levels The financial risks are discussed in the financial statements of the ultimate parent undertaking

Results and dividends

The results for the year are shown on page 4 The directors have not proposed a dividend (2010 £nil) The retained profit of £735,000 (period to 31 December 2010 £2,133,000) has been transferred to reserves

Directors

The directors who held office during the year were as follows

C S J Barter
A R Gibbons
P R Gunner (*appointed 11/08/2011*)
J R Hughes
K P Reynolds
R A Selkirk

Statement of directors' responsibilities

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law, the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and 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.

By Order of the Board



P R Gunner
Director

25 April 2012

Independent auditors' report

TO THE MEMBERS OF BRIDGEPOINT ADVISERS II LIMITED

We have audited the financial statements of Bridgepoint Advisers II Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities as 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). 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 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.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 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.

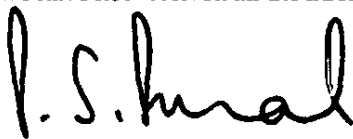
Opinion on other matter prescribed by the Companies Act 2006

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

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 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



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

25 April 2012

Profit and Loss Account

For the year ended 31 December 2011

		Year ended 31 Dec 2011 £'000	Year ended 31 Dec 2010 £'000
	Notes		
Turnover	1 (g)	6,740	6,818
Fees payable		<u>(4,376)</u>	<u>(1,053)</u>
Gross profit		2,364	5,765
Administrative expenses		<u>(1,375)</u>	<u>(2,820)</u>
Operating profit		989	2,945
Interest receivable and similar income		<u>20</u>	<u>36</u>
Profit on ordinary activities before tax	2	1,009	2,981
Tax on profit on ordinary activities	3	<u>(274)</u>	<u>(848)</u>
Retained profit for the financial year		<u>735</u>	<u>2,133</u>

The results above relate to continuing operations

The Company has no recognised gains or losses other than those included in the Profit and Loss Account
Therefore, no Statement of Recognised Gains or Losses is included

The notes on pages 6 to 9 form part of these financial statements

Balance Sheet

As at 31 December 2011

	Notes	2011 £'000	2010 £'000
Current assets			
Debtors	7	8,942	225
Cash at Bank		4,178	8,340
		<u>13,120</u>	<u>8,565</u>
Current liabilities			
Creditors Amounts falling due within one year	8	<u>(8,073)</u>	<u>(4,253)</u>
Net current assets		<u>5,047</u>	<u>4,312</u>
Net assets		<u>5,047</u>	<u>4,312</u>
Capital and reserves			
Called-up Share Capital	9	5	5
Profit and Loss Account	10	5,042	4,307
Total shareholder's funds	10	<u>5,047</u>	<u>4,312</u>

The financial statements on pages 4 to 9 were approved by the Board of Directors and signed on its behalf by



P R Gunner
Director

25 April 2012

The notes on pages 6 to 9 form part of these financial statements

Notes to the financial statements

For the year ended 31 December 2011

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, is set out below

(a) Accounting Convention

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006

(b) Cash flow Statement

Under Financial Reporting Standard 1 (revised), the Company is exempt from the requirement to prepare a Cash Flow Statement on the grounds that more than 90% of the voting rights are controlled within the Group and a consolidated cash flow is included in the ultimate parent company's financial statements

(c) Related Party Transactions

Under Financial Reporting Standard 8, 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

(d) 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

(e) Taxation

Corporation tax is provided on taxable profits at the current rate

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing difference. Deferred tax balances are not discounted

(f) Placement Agents' Fees

Placement agents' fees incurred during the raising of a fund are expensed as incurred

(g) Turnover

Turnover comprises management fees earned from the management of various private equity partnerships and is recognised in the profit and loss account as it accrues

(h) Foreign currency

Transactions in foreign currencies are translated at the average rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates of exchange prevailing at that date

Notes to the financial statements (continued)

For the year ended 31 December 2011

2 Profit on ordinary activities before tax	Year ended 31 Dec 2011 £'000	Year ended 31 Dec 2010 £'000
This is stated after charging		
Audit fees	20	14

Audit fees charged include amounts in relation to the audit of certain other group companies

3 Tax on profit on ordinary activities	Year ended 31 Dec 2011 £'000	Year ended 31 Dec 2010 £'000
The tax charge for the year comprises		
Current tax charge for the year	299	838
Adjustment to prior years	10	10
Current year deferred tax	(22)	-
Prior year deferred tax	(13)	-
	<u>274</u>	<u>848</u>

Profit on ordinary activities before tax	<u>1,009</u>	<u>2,981</u>
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Profit on ordinary activities before tax at the standard rate of corporation tax in the UK of 26.5% (2010 28%)	267	835
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Effects of		
Expenses not deductible for tax purposes	7	11
Other timing differences	24	(8)
Current tax charge for the year	<u>298</u>	<u>838</u>

4 Directors' remuneration	Year ended 31 Dec 2011 £'000	Year ended 31 Dec 2010 £'000
Aggregate emoluments	472	465
Performance related bonus	269	380
Total emoluments received by directors (excluding pension contributions)	<u>741</u>	<u>845</u>
Pension contributions	<u>113</u>	<u>26</u>
Total emoluments of highest paid director including pension contributions	<u>436</u>	<u>447</u>

Notes to the financial statements (continued)

For the year ended 31 December 2011

5 Employee information

The average number of persons, including directors, employed by the Company during the year was as follows

	Year ended 31 Dec 2011 Number	Year ended 31 Dec 2010 Number
Directors	2	4
Executives	-	6
Administration	-	1
	<u>2</u>	<u>11</u>

	Year ended 31 Dec 2011 £'000	Year ended 31 Dec 2010 £'000
Wages and salaries	472	1,031
Staff bonuses	269	767
Social security costs	100	225
Pension costs	113	95
Other staff costs	10	17
	<u>964</u>	<u>2,135</u>

6 Pension contributions

The Company participates in a defined contributions pension scheme for its Directors and Employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The scheme is a non-contributory scheme but does permit employee contributions to a maximum of 10% of relevant earnings. The pension cost charge for the year has been shown as part of the staff costs in note 5. The Company operates a bonus sacrifice scheme. At 31 December 2011 pension contributions of £100,000 payable in March 2012 under this scheme, were included within accruals in the Balance Sheet.

7 Debtors

	2011 £'000	2010 £'000
Amounts owed by parent and fellow subsidiary undertakings	8,294	8
UK Corporation tax receivable	-	9
Deferred taxation	35	-
Other debtors	157	184
Prepayments	456	24
	<u>8,942</u>	<u>225</u>

Notes to the financial statements (continued)

For the year ended 31 December 2011

8 Creditors: amounts falling due within one year

	2011 £'000	2010 £'000
Amounts owed to parent and fellow subsidiary undertakings	6,310	1,716
Group relief	309	895
Other creditors	162	56
Accruals	1,292	1,586
	<u>8,073</u>	<u>4,253</u>

9 Called-up share capital

	2011 Number	2011 £'000	2010 Number	2010 £'000
<i>Authorised</i>				
Deferred Shares of £1	1,330	1	1,330	1
Ordinary Shares of £1	4,900	5	4,900	5
	<u>6,230</u>	<u>6</u>	<u>6,230</u>	<u>6</u>
<i>Allotted, called-up and fully paid</i>				
Deferred Shares of £1	1,330	1	1,330	1
Ordinary Shares of £1	3,670	4	3,670	4
	<u>5,000</u>	<u>5</u>	<u>5,000</u>	<u>5</u>

10 Reconciliation of movement in shareholder's funds

	Called up Share Capital £'000	Profit and Loss Account £'000	Share- holder's Funds £'000
Balance at 1 January 2011	5	4,307	4,312
Result for the year	-	735	735
Balance at 31 December 2011	<u>5</u>	<u>5,042</u>	<u>5,047</u>

11 Ultimate parent undertaking

The ultimate parent company is Bridgepoint Advisers Group Limited (formerly Bridgepoint Capital Group Limited)

The results of the company are consolidated in the group financial statements of Bridgepoint Advisers Group Limited. The ultimate parent undertaking and controlling party is Bridgepoint Advisers 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 Advisers Group Limited are available at Companies House, Crown Way, Cardiff