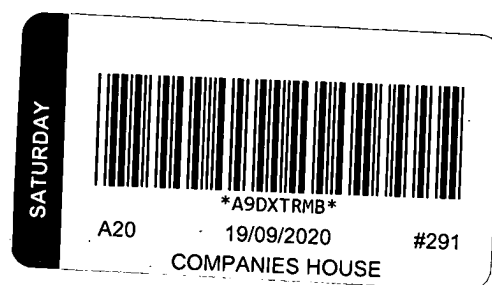


Company Registration No. 08875683

PRIMARY CAPITAL IV (FINANCE) LIMITED

**Annual Report and Financial Statements
for the year ended 31 December 2019**



PRIMARY CAPITAL IV (FINANCE) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2019

CONTENTS	PAGE
Officers and professional advisers	1
Directors' report	2
Directors' responsibilities statement	4
Independent auditor's report	5
Profit and loss account	7
Balance sheet	8
Notes to the accounts	9

PRIMARY CAPITAL IV (FINANCE) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

N A Wallace
G Heddle
S Lloyd
R Foreman
A Armstrong
A Parkinson
O Melliss

SECRETARY

S Lloyd

BUSINESS ADDRESS

Augustine House
Austin Friars
London
EC2N 2HA

REGISTERED OFFICE

Augustine House
Austin Friars
London
EC2N 2HA

BANKER

Lloyds Bank Plc
25 Gresham Street
London
EC2V 7HN

AUDITOR

Deloitte LLP
Statutory Auditor
2 New Street Square
London
EC4A 3BZ

PRIMARY CAPITAL IV (FINANCE) LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year to 31 December 2019.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

ACTIVITIES AND BUSINESS REVIEW

The primary role of Primary Capital IV (Finance) Limited (the "Company") is the provision of short-term funding facilities to Primary Capital IV (Nominees) Limited. The Company is owned by two limited partnerships, Primary IV A LP and Primary IV B LP which together comprise Primary IV (the 'Fund').

The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year and believe the Company is well placed to continue its principal activities for as long as required by Primary Capital IV (Nominees) Limited.

GOING CONCERN

The Company continues to provide finance services to Primary Capital IV (Nominees) Limited. The directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for at least 12 months from the approval of the financial statements. Further details regarding the adoption of the going concern basis can be found in note 1 of the financial statements. For this reason the directors continue to adopt the going concern basis in preparing the financial statements.

The Directors have been monitoring and reviewing the COVID-19 outbreak and are confident the Company, Primary Capital IV (Nominees) Limited and the Fund will continue as going concerns for 12 months from the approval of the financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk to the Company is financial risk which it is exposed to through its financial assets and financial liabilities. In particular the key financial risk is that the debtors may not be able to pay the amounts in full when they become due. The most important components of its financial risk are credit risk and liquidity risk. The Company does not use financial derivatives.

Credit Risk

Credit risk is the risk that the counterparty will be unable to pay amounts in full when due. Management monitors exposure to credit risk through regular review of credit exposure, assessing creditworthiness of counter parties and true and fair estimates of provision for doubtful debts. Due to the nature of its financial assets, the Company believes it is not exposed to any major concentration of credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial requirements. To guard against this risk, assets are managed with liquidity in mind maintaining a balance of cash and cash equivalents. The maturity profile is monitored to ensure adequate liquidity is maintained.

PRIMARY CAPITAL IV (FINANCE) LIMITED

DIRECTORS' REPORT (Continued)

RESULTS AND DIVIDEND

The results for the year are shown in the profit and loss account on page 7. The directors do not recommend the payment of a dividend in the year (2018: £Nil).

DIRECTORS

The Directors of the company throughout the period and up to the date of this report were as follows:

N A Wallace	R Foreman
G Heddle	S Lloyd
A Parkinson	O Melliss
A Armstrong	

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Pursuant to section 485-488 of Companies Act 2006, the company has passed an elective resolution to dispense with the requirement to appoint an auditor annually. Therefore Deloitte LLP are deemed to continue as auditor.

The company has not prepared a strategic report in accordance with the small companies exemption.

Approved by the Board of Directors
and signed on behalf of the Board

Simon Lloyd

Simon Lloyd
Director

07 August 2020

PRIMARY CAPITAL IV (FINANCE) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 apply them consistently;
- make judgements and estimates that are reasonable and prudent; 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRIMARY CAPITAL IV (FINANCE) LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Primary Capital IV (Finance) Limited (the "Company") :

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of the result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 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.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet; and
- the related notes 1 to 12.

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

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRIMARY CAPITAL IV (FINANCE) LIMITED (CONTINUED)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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 financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report

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.



Ghorzang Aziz (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
07 August 2020

PRIMARY CAPITAL IV (FINANCE) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2019

	Notes	2019 £	2018 £
TURNOVER	4	-	-
Administrative expenses		-	-
OPERATING RESULT		-	-
Tax on result	5	-	-
RESULT FOR THE YEAR ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS OF THE COMPANY		-	-

The accompanying notes on pages 9 to 11 are an integral part of these accounts.

The results of the company are wholly attributable to continuing operations.

There were no recognised gains and losses in the current period other than the loss shown above and therefore a statement of other comprehensive income has not been prepared.

PRIMARY CAPITAL IV (FINANCE) LIMITED

BALANCE SHEET as at 31 December 2019

	Notes	2019 £	2018 £
CURRENT ASSETS			
Debtors	6	2	2
		<u>2</u>	<u>2</u>
CREDITORS: amounts falling due within one year	7	-	-
		<u>-</u>	<u>-</u>
NET CURRENT ASSETS		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	8	2	2
		<u>2</u>	<u>2</u>
SHAREHOLDERS' FUNDS		<u>2</u>	<u>2</u>

The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The accompanying notes on pages 9 to 11 are an integral part of these accounts.

The financial statements of Primary Capital IV (Finance) Limited (registered number: 08875683) were approved and authorised for issue by the Board of Directors on 7 August 2020.

Signed on behalf of the Board of Directors

Simon Lloyd

Simon Lloyd

Director

PRIMARY CAPITAL IV (FINANCE) LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 December 2019

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102) "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

As permitted by section 1A of FRS 102, the Company has elected not to prepare a statement of cash flows and statement of changes in equity.

Company Information

Primary Capital IV (Finance) Limited is a limited company incorporated in the UK under the Companies Act 2006 and registered in England and Wales. The Company is a private company limited by shares. The registered office and number are noted on page 1 and the cover respectively.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured at fair value, net of transaction costs.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities are measured at fair value, net of transaction costs.

Going concern

There was no activity in the current period, as a result there were no working capital requirements to be met. The only administrative expenses incurred by the Company are audit costs which are borne by its parent, Primary IV. The directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company, Primary Capital IV (Nominees) Limited and Primary IV has adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements. For this reason the directors continue to adopt the going concern basis in preparing the financial statements.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Due to the nature of the Company's business and having considered the key sources of income and expenditure, balance sheet items and the Company's accounting policies, the Directors do not believe there are any critical accounting judgements or key sources of estimation uncertainty.

3. PROFIT AND LOSS ACCOUNT

The company did not employ any staff during the period and no director received remuneration in respect of services to the company. Audit costs for the period of £3,000 (2018: £1,600) relate to the audit of the Company's annual accounts and were borne by Primary IV.

4. TURNOVER

Turnover represents the annual (credit)/charge made to Primary IV for the net income/costs in relation to the provision of services to the Fund and is accounted for on an accruals basis. There was no charge or credit made for the year (2018: £nil).

5. TAX ON RESULT ON ORDINARY ACTIVITIES

The tax charge for the year is £nil.

The tax assessed for the year is equal to that resulting from applying the standard rate of corporation tax in the UK: 19.00% (2018: 19.00%).

PRIMARY CAPITAL IV (FINANCE) LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 December 2019

6. DEBTORS

	2019 £	2018 £
Amounts owed by Primary IV	2	2
Amounts owed by Primary Capital IV (Nominees) Limited	-	-
	<u>2</u>	<u>2</u>

7. CREDITORS

	2019 £	2018 £
Amounts owed to Investec Bank plc	-	-
	<u>-</u>	<u>-</u>

8. SHARE CAPITAL

	2019 £	2018 £
Authorised share capital		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Called up, allotted and unpaid	<u>2</u>	<u>2</u>

9. MOVEMENTS IN SHAREHOLDERS' FUNDS

At 1 January 2019	2	2
Issued Ordinary Shares	-	-
	<u>2</u>	<u>2</u>
At 31 December 2019	<u>2</u>	<u>2</u>

10. IMMEDIATE AND ULTIMATE CONTROLLING PARTIES

The Company's immediate owners are two limited partnerships P.C.IV A L.P. and P.C.IV B L.P. which together comprise Primary IV, whose controlling entity is Primary IV GP LLP. The ultimate controlling party of Primary IV GP LLP is Primary Capital Partners LLP whose registered office address is Augustine House, 6a Austin Friars, London, EC2N 2HA. During the year the company utilised £20,000,000 of the Investec Master Single Currency Term and Revolving Facility (2018: £35,400,000). Primary IV repaid £10,000,000 of this in July 2019 and a further £10,000,000 in September 2019. (2018: £20,400,000 in June 2018 and £15,000,000 in November 2018). Fees and interest payable under this facility are charged to the Fund.

At 31 December 2019 the unpaid share capital was owed by Primary IV. During the year Primary IV incurred audit costs of £3,000 (2018: £1,600) on behalf of the Company.

11. CONTINGENT LIABILITY

In 2014 Primary Capital IV (Finance) Limited entered into a £45.5m master single currency term facility agreement provided by Investec Bank PLC. The fund is a guarantor under this agreement. At 31 December 2019 the facility had been utilised by Maru Group to the value of £5,031,200. This sum, together with related interest, has been guaranteed by the Fund. The full amount is due to be repaid to Investec by Maru Group in December 2020.

PRIMARY CAPITAL IV (FINANCE) LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 December 2019

12. SUBSEQUENT EVENTS

Following the unprecedented events triggered by the COVID-19 pandemic, the Fund's portfolio companies are currently following respective Government guidelines and regulations to guarantee health and safety of personnel and third parties as well as business continuity. Portfolio companies liquidity is currently closely monitored in order to take action should any emergency funding requirements arise. A series of precautionary and control measures have been and continue to be implemented. The Directors will pay close attention to the development of the COVID-19 outbreak and Government measures and evaluate its impact on investments. With regards to day to day operations, the Director's have evoked business continuity procedures, including remote working, to ensure the safety of staff and to enable the business to operate with minimal impact.

The COVID-19 outbreak does not have an adjusting effect on the Company's accounts as stated at the balance sheet date and the Director's believe that COVID-19 will not have a material impact on the Company post year end.