FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2020 AND DECEMBER 31, 2019

Registered number 11424726



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DIRECTORS' REPORT

As of and for the year ended December 31, 2020

Directors' Report

The Directors present their report and the financial statements for the year ended December 31, 2020.

Principal activity and business review

White Oak Pantheon (U.K.) Limited (the "Company") is a private limited company incorporated on June 20, 2018 under the laws of England & Wales. The principal activity of the Company is to earn interest and other income by lending and/or investing in the debt instruments issued by portfolio companies.

The Company made a profit of £3,831,738 for the year ended December 31, 2020.

Future developments

The Company had entered into a loan agreement with British Steel Ltd ("BSL") on July 2, 2018. However, on May 22, 2019, the High Court appointed the Official Receiver as liquidator of BSL on the petition of BSL's directors. A marketing process with the objective of securing a sale of the business and assets of BSL is presently underway. The Company has collected its loan outstanding balance from BSL in 2020, therefore, as such, the Directors of the Company believe that the Company may discontinue its operations.

Financial risk management

The narrative disclosure in relation to the Company's policies for financial risk management, including credit risk, liquidity risk and interest rate risk and the nature of financial instruments used during the period to mitigate exposure to these risks is shown in note 15 of these financial statements.

Directors' Responsibilities Statement

The Directors are responsible for preparing the Directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

DIRECTORS' REPORT

As of and for the year ended December 31, 2020

Directors' Report (continued)

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 for the Company's financial statements 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to
 presume that the Company will continue in business. As discussed above, the Company has
 collected its loan outstanding balance from BSL in 2020, therefore, as such, the Directors of the
 Company believe that the Company may discontinue its operations.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company 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.

Directors

The Directors who served during the period and up to the date of this report were:

Thomas Otte

Philip Neal

Results and Dividends

The results for the period are shown in the Statement of Comprehensive Income on page 3. £2,334,788 dividend was distributed for the year ended December 31, 2020.

Docusigned by:

Tom OHE

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Thomas Otte

Director

		2020	2019
	Note	£	£
Turnover	3	526,620	5,237,790
Gross profit	,	526,620	5,237,790
Administrative expenses		(169,000)	(557,488)
Other operating income	4	2,177,683	3,010,185
Operating profit		2,535,303	7,690,487
Interest expense	5	(526,799)	(4,926,545)
Foreign exchange gain	6	3,322,037	3,313,541
Fair value change on derivative	7	(600,000)	(1,993,276)
Income before tax		4,730,541	4,084,207
Tax on income on ordinary activities	14	(898,803)	(775,999)
Income for the year		3,831,738	3,308,208
Other comprehensive income for the year		-	-
Profit and loss account		3,831,738	3,308,208
Total comprehensive income for the financial year	attributable to:		
Owners of the Company		3,831,738	3,308,208
		3,831,738	3,308,208

STATEMENTS OF FINANCIAL CONDITION - LIQUIDATION BASIS (UNAUDITED)

At December 31, 2020 and December 31, 2019			
	Note	2020 £	2019 £
Fixed assets Investment in derivative, at fair value	·	-	600,000
Current assets Debtors: Amounts falling due within one year	8	-	24,861,676
Cash in bank	9	748,649	4,626,211
Other assets		528,358	-
		1,277,007	29,487,887
Creditors: Amounts falling due within one year	11	(896,932)	(27,437,207)
Accounts payable and accrued expenses		(50,335)	(112,945)
Other liabilities		(229,973)	(210,919)
Net current assets		99,767	1,726,816
Total assets less liabilities		99,767	2,326,816
Capital and reserves Called-up share capital	13	1	3,724,000
Profit and loss account		99,766	(1,397,184)
Total liabilities and members' equity		99,767	2,326,816

The financial statements were approved and authorized for issue by the board and were signed on its behalf on July 30, 2021.



For the year ended December 31, 2020, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors 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 companies subject to the small companies' regime.

STATEMENTS OF CHANGES IN EQUITY - LIQUIDATION BASIS (UNAUDITED)

For the years ended December 31, 2020 and December 31, 2019

	Called-up	Profit and	Total Capital
	Share Capital	Loss Account	and Reserves
	£	£	£
Balance at January 1, 2020	3,724,000	(1,397,184)	2,326,816
Total comprehensive income for the year	-	3,831,738	3,831,738
Return of capital	(3,723,999)		(3,723,999)
Dividends paid	-	(2,334,788)	(2,334,788)
Balance at December 31, 2020	1	99,766	99,767
	Called-up	Profit and	Total Capital
	•		and Reserves
	Share Capital £	Loss Account	£
	£	£	£
Balance at January 1, 2019	3,724,000	212,262	3,936,262
Total comprehensive income for the year	-	3,308,208	3,308,208
Dividends paid	-	(4,917,654)	(4,917,654)
Balance at December 31, 2019	3,724,000	(1,397,184)	2,326,816

STATEMENTS OF CASH FLOWS - LIQUIDATION BASIS (UNAUDITED)

For the years ended December 31, 2020 and December 31, 2019		
	2020	2019
	£	£
Cash flows from operating activities	_	_
Income for the year	3,831,738	3,308,208
Adjustment for:	-,,	-,,
Fair value change on derivative	600,000	1,993,276
Taxation	898,803	775,999
Operating income	(2,177,683)	(3,010,185)
Interest received	59	3,764,945
Interest paid	235,646	(2,069,689)
Decrease (increase) in debtors	24,955,367	(3,483,599)
Increase in other assets	(528,358)	-
Decrease in creditors	(27,674,724)	(974,194)
Increase in accounts payable and accrued expenses	(62,610)	64,028
Increase in other liabilities	19,054	21,412
Net cash provided by operating activities	97,292	390,201
Cash flows from investing activities		
Cash received from debtors	2,083,933	49,837,928
Cash flows from financing activities		
Return of capital	(3,723,999)	-
Dividends paid	(2,334,788)	(4,917,654)
Decrease in loans		(43,373,773)
Net cash used in financing activities	(6,058,787)	(48,291,427)
Cash, beginning of year	4,626,211	2,689,509
Cash, end of year	748,649	4,626,211
Cash and cash equivalents at the end of the year comprise:		
Cash in bank	748,649	4,626,211

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

1. Accounting policies

1.1 General information and basis or preparation of financial statements

White Oak Pantheon (U.K.) Limited (the "Company") is a private company limited by shares, incorporated on June 20, 2018 under the laws of England and Wales. The address of the registered office is #21 St. Thomas Street., Bristol, United Kingdom.

All the Company's share is owned by White Oak ABL (Cayman Islands), Ltd., (the "Shareholder") a company incorporated in the Cayman Islands.

The functional currency of the Company is the pound sterling ("£") because that is the currency of the primary economic environment in which the Company operates.

Transaction in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated at year-end rates. Any resulting exchange differences are taken to the income statement.

The financial statements are prepared in accordance with applicable law and United Kingdom ("UK") accounting standards. The principle accounting policies are summarized below. All accounting policies have been consistently applied throughout the year.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Accounting Standard 102, the Financial Reporting Standard ("FRS") applicable in the UK and the Republic of Ireland and Companies ACT 2006.

The financial year of the Company runs from January 1 to December 31.

1.2 Going concern

The financial statements of the Company are not prepared under going concern assumption. The Company had entered into a loan agreement with British Steel Limited ("BSL") on July 2, 2018. However, on May 22, 2019, the High Court appointed the Official Receiver as liquidator of BSL on the petition of BSL's directors. The Company has collected its loan outstanding balance from BSL in 2020, therefore, as such, the Directors of the Company believe that the Company may discontinue its operations.

1.3 Revenue

The Company generates revenue primarily in the form of interest income from the debt securities it holds. The interest income is recognized at an effective interest rate that factors in all associated cashflows.

1.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loan receivables are measured initially at fair value, net of transaction costs and are measured subsequently at amortized cost using the effective interest method, less any impairment.

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

Accounting policies (continued)

1.5 Cash and cash equivalents

Cash is represented by cash deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

1.6 Financial instruments

The Company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from affiliates.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable are initially measured at present value of the future cash flows and subsequently, at amortized cost using the effective interest method. Debt instruments that are repayable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instruments constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate in case of an out-right short-term loan not at market rate or financed at a rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortized cost.

Financial assets that are measured at cost and amortized cost are assessed at the end of each reporting period for objective evidence of impairment is found, an impairment loss is recognized in the Statement of Income.

For financial assets measured at amortized cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

The derivative instrument utilized by the Company is forward foreign currency contracts. Such instrument is used for hedging purposed to alter the risk profile of an existing underlying exposure of the Company in line with the Company's risk management policy. Derivative financial instruments are classifying as held for trading and recorded at fair value, with any gain or loss on re-measurement being recognized in the Statement of Income. The Company does enter into speculative derivative contracts. The Company does not apply hedge accounting. As allowed under FRS 102 section 11.2 the Company has elected to apply International Accounting Standard 39 on the recognition and subsequent measurement of its derivative instrument.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Condition when there is an enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or to realize the asset and settle the liability simultaneously.

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

Accounting policies (continued)

1.7 Creditors

Short-term trade creditors are measured at the transaction price. Other financial liabilities, including loan from affiliate, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortized cost using effective interest method.

1.8 Taxation

Current tax is recognized for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognized in respect at all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognized to the extent that it is possible that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognized when income or expenses from a subsidiary or associate have been recognized, and will be assessed for tax in a future period, except where:

- The Company is able to control the reversal of the timing difference; and
- It is probable that the timing difference will not be reverse in the foreseeable future.

Deferred tax recognized is calculated using tax rates and laws that have been enacted or substantially enacted by the reporting date that are expected to apply to the reversal of the timing difference.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within Creditors and deferred tax assets within Debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- The Company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- The deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation
 authority or either the same taxable entity or difference taxable entities which intend either to settle current
 tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously.

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

2. Critical accounting judgements and key sources of estimation in uncertainty

In the application of the Company's accounting policies the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the periods or in the period of the revision and future periods if the revision affects both current and future periods.

There are no critical judgements involves in applying in the Company's accounting policies which affect the amounts recognized in the financial statements. The accounting estimates and assumptions which affect the reported amount of assets and liabilities within the financial estimates are set out below.

Impairment of receivables

The main area in the financial statements where a judgement is made is in the impairment of its own book agreements. Receivables are written off when there is judged to be no realistic prospect of recovery. Specific provisions are made to reduce all impaired balances to their estimated realizable values.

The Company assesses at each balances sheet date whether there is objective evidence that a financial asset or group of financial assets are impaired. A financial assets, or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a loss event) and that loss event (or events) has an impact on estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Objective evidence that a financial asset, or group of assets, is impaired includes observable data that comes to the attention of the Company about the following loss events:

- Delinquency in contractual payments of principal or interest;
- · Cash flow difficulties;
- Breach of loan covenants or conditions; and
- Initiation of bankruptcy proceedings.

The provisioning rates applied when a loan hits a loss event trigger are informed by historical experience and are deemed a key source of estimation uncertainty.

3. Turnover

An analysis of turnover by class of business is as follows:

	2020	2019
	£	£
Funding Activities - interest receivable	526,620	5,237,790
-	526,620	5,237,790

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

4. Other operating income		
	2020	2019
	2020 £	2019 £
Make whole fees	1,466,867	705,791
Yield maintenance fees	617,066	1,565,554
Facility fees	93,750	675,000
Amendment fees	93,730	28,571
Valuation fees	-	19,594
Annual fees	-	15,675
Allitual lees	2 477 692	
	2,177,683	3,010,185
5. Interest expense		
3. Interest expense		
,	2020	2019
	£	£
Loan interest expense	526,799	4,926,545
·	526,799	4,926,545
		· · ·
6. Foreign exchange gain		
	2020	2019
	£	£
Gain on foreign exchange	3,322,037	3,313,541
	3,322,037	3,313,541
7. Investment in derivative, at fair value		
	2020	2019
	£	£
Fair value change on derivative	(600,000)	(1,993,276)
·	(600,000)	(1,993,276)
	(000,000)	(1,000,210,7_
8. Debtors		
	2020	2019
·	£	£
Due within one year		
Loan receivable	-	24,701,448
Deferred loan fees	-	(93,750)
Loan interest receivable	•	253,978
	-	24,861,67 <u>6</u>
9. Cash in bank		
o. Guail III Dalik		
•	2020	2019
	£	£
Cash in bank	748,649_	4,626,211
	748,649	4,626,211

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NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

10. Analysis of changes in net debt				
	Beginning £	Cash Flows	Non-Cash Changes £	Ending £
Cash Cash at bank	4,626,211 4,626,211	(3,877,562) (3,877,562)		748,649 748,649
Borrowings Debtors: Amount falling due within one year	24,861,676 24,861,676	(25,482,045) (25,482,045)	620,369 620,369	-
Total	29,487,887	(29,359,607)	620,369	748,649
11. Creditors: Amounts falling due within on	e year			
Taxation Loan payable Loan interest payable			2020 £ 896,932 - - 396,932	2019 £ 874,203 26,531,677 31,326 27,437,207
12. Financial instruments				
Financial assets Financial assets that are basic debt instruments in debtors that are measured at amortized cost and of Fair value of derivatives			2020 £ 277,007 - 277,007	2019 £ 29,487,887 600,000 30,087,887
Financial liabilities Financial liabilities that are external and internal fir including loans, measured on an amortized cost be Other financial liabilities including interest payable payables	asis	1,	- 177,240 177,240	26,563,003 1,198,067 27,761,070

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

13. Share capital

10. Onare capital		
	2020	2019
	Nominal value	Nominal value
	£	£
Shares classed as equity allotted, called up and fully paid Authorized	_	_
Issued and fully paid shares of 1 and 3,724,000 at £1.00 each	1	3,724,000
	1	3,724,000
	2020	2019
Ordinary shares		
Shares in issue at the beginning of the year	3,724,000	3,724,000
Return of capital	(3,723,999)	
Shares in issue at end of the year	1	3,724,000
14. Taxation		
	2020	2019
	£	£
Corporation tax		
UK corporation tax on profits for the year	898,803	775,999
•	898,803	775,999

15. Risk management

Credit risk

The Company invests in loans. Until the loans are sold or matured, the Company is exposed to credit risk relating to whether the borrower will meet its obligations when they come due.

The maximum exposure to credit risk for the Company is as follows:

	2020	2019
	£	£
Cash in bank	748,649	4,626,211
Debtors and interest receivable	-	24,955,426
	748,649	29,581,637

The above table represents the maximum credit risk exposure to the Company at December 31, 2020 and 2019. No assets have been found to be individually impaired as a result of this risk. During the year-ended December 31, 2020, the Company has collected its outstanding receivable balance.

NOTES TO FINANCIAL STATEMENTS - LIQUIDATION BASIS (UNAUDITED)

15. Risk management (continued)

Liquidity risk

The Company mitigates this risk by financing itself to the level required to meet its liquidity needs. Cash flows for the business are monitored by the Directors on a request basis.

Regulatory risk

The Company is subject to regulatory control and supervision by the Financial Conduct Authority ("FCA"). The Company has successfully gained all the permissions required by the FCA to perform its trade. The Company continually assesses the changing regulatory requirements and its adherence to them through regular reviews and updates to the Board.

Interest rate risk

Interest rate risk is the loss arising from the adverse movements in market interest rates. The Company minimizes its exposure to interest rate risk by ensuring the interest rate characteristics of its assets and liabilities are similar.

Capital risk management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximizing the Company's value to its shareholder. As discussed in footnote 1.2, the Company may discontinue its operations and distribute cash to the shareholder.

16. Subsequent events

These financial statements were approved by management and available for issuance on July 30, 2021. Subsequent events have been evaluated through this date.