

HAREWOOD HELENA 1 LIMITED

**STRATEGIC REPORT, DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017**

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LONDON
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REGISTERED NUMBER: 06599631

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HAREWOOD HELENA 1 LIMITED

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HAREWOOD HELENA 1 LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors present their Strategic report of Harewood Helena 1 Limited (the "Company") for the year ended 31 December 2017.

Principal activities

The principal activity of the Company is that of an investment company.

Review of the business

As shown in the Company's income statement, profit for the year was USD 16.4 million (2016: USD 5 million).

Total shareholders' funds for the year ended 31 December 2017 were USD 93 million (2016: USD 122 million).

Business development and performance

The Company continued to act as an investment company.

Principal risks and uncertainties

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk.

Refer to note 16 for more details on financial risk management.

Strategic aims

The Company aims to provide sustainable returns to its immediate parent undertaking.

Future developments

The Directors will continue to actively manage the Company and consider any suitable future investment opportunities.

On behalf of the Board



Director
16 August 2018

HAREWOOD HELENA 1 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2017.

The Company is a wholly-owned subsidiary of BNP Paribas, the ultimate parent undertaking, a Company incorporated in France. The Company is incorporated in the United Kingdom and registered in England and Wales.

Overview of risk management

The Directors are responsible for identifying risks to which the Company is exposed and for implementing a risk management programme. Financial risk is considered to have the highest potential for a loss event and is explained in further detail below.

Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Refer to note 16 for more details on financial risk management.

Dividends

The Company paid an interim dividend of USD 37 million to BNP Paribas, the ultimate parent undertaking, on 27 December 2017 (2016: USD nil). A dividend adjustment was made in June 2018 resulting in a receivable from the ultimate parent undertaking of USD 0.09 million.

The Directors do not recommend the payment of a final dividend (2016: USD nil).

Charitable and political donations

There were no charitable and political donations made during the year (2016: USD nil).

Directors

The Directors holding office during the year and to the date of this report were:

Iain Heeps
Alicia Lovejoy
Patrick Perez

Directors' third party indemnity provisions

BNP Paribas, the ultimate parent undertaking has put in place qualifying third party indemnity provisions in the form of a Directors and Officers' insurance policy, for the benefit of the Company's Directors, effective throughout the year which remain in force at the date of this report.

Going concern and liquidity

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

The Company has adequate financial resources in the form of cash and cash equivalents which more than cover any liabilities under which it is currently obligated.

HAREWOOD HELENA 1 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2017 (continued)

Matters covered in the strategic report

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and reports) Regulations 2008 certain matters which are required to be disclosed in the directors' report have been omitted as they are included in the strategic report. These matters relate to activities, future developments business reviews, and risks and uncertainties.

Auditor and disclosure of information to auditor

Mazars LLP will continue to hold office in accordance with Section 487 of the Companies Act 2006.

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

- (a) so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (b) 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 auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

On behalf of the Board



Director
16 August 2018

HAREWOOD HELENA 1 LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2017

The Directors are responsible for preparing the Strategic report, 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 prepared the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union. 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 IFRS as adopted by the European Union 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.

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.

HAREWOOD HELENA 1 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAREWOOD HELENA 1 LIMITED

Opinion

We have audited the financial statements of Harewood Helena 1 Limited (the 'Company') for the year ended 31 December 2017 which comprise the income statement, the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flow and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for 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 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the 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 the 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.

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 this regard.

HAREWOOD HELENA 1 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAREWOOD HELENA 1 LIMITED

Opinion 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement set out on page 5, 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

HAREWOOD HELENA 1 LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAREWOOD HELENA 1 LIMITED

Use of the audit 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.

Richard Metcalfe

Richard Metcalfe (Aug 23, 2018)

Richard Metcalfe (Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Address: Tower Bridge House, St Katharine's Wav, London E1W 1DD

HAREWOOD HELENA I LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2017

		Restated*	
	Note	2017	2016
		USD	USD
Fees and commissions	2	(537,505)	(732,280)
Investment income		393,705	930,958
Net profit on disposal of available-for-sale investments		21,870,953	8,723,723
Net investment income	3	22,264,658	9,654,681
Net administrative expense	4	(263,009)	(506,570)
Operating profit		21,464,144	8,415,831
Profit before taxation	5	21,464,144	8,415,831
Taxation	6	(5,035,338)	(3,422,320)
Profit for the year		16,428,806	4,993,511

* Taxation in 2016 has been restated to recognise USD 2.1 million U.S. State tax incurred.

The results for both years are derived wholly from continuing operations.

HAREWOOD HELENA I LIMITED**STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017**

		Restated*
	2017	2016
	USD	USD
Profit for the year	16,428,806	4,993,511
Other comprehensive (expense) / income:		
- Transferred to income statement on disposal of available-for-sale investments	(18,217,913)	(8,508,871)
- Tax on items transferred to income statements	3,461,403	1,616,685
- Revaluation on available-for-sale investments	7,739,241	18,438,344
- Tax on revaluation on available-for-sale investments	(1,470,456)	(3,196,269)
Total comprehensive (expense) / income	(8,487,725)	8,349,889
Total comprehensive income attributable to the equity shareholders	7,941,081	13,343,400

*The 2016 total comprehensive income attributable to the equity shareholders has been restated following the restated profit for the year in 2016 to recognise USD 2.1 million U.S. State tax incurred.

HAREWOOD HELENA 1 LIMITED

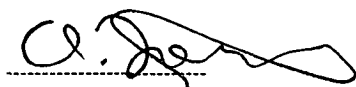
Company Registration no. 06599631

BALANCE SHEET AS AT 31 DECEMBER 2017

			Restated*
	Note	31 December 2017 USD	31 December 2016 USD
ASSETS			
Non-current assets			
Available-for-sale investments	8	78,294,581	100,694,141
Total non-current assets		78,294,581	100,694,141
Current assets			
Other receivables	9	1,534,012	1,213
Cash and cash equivalents	10	27,892,223	36,701,230
Total current assets		29,426,235	36,702,443
TOTAL ASSETS		107,720,816	137,396,584
EQUITY			
Share capital	11	68,606,429	68,606,429
Available-for-sale reserves		24,423,544	32,911,269
Retained earnings		-	20,483,071
TOTAL EQUITY		93,029,973	122,000,769
LIABILITIES			
Non-current liabilities			
Deferred tax	12	5,728,980	7,719,927
Tax payable	13	4,422,127	3,064,007
Total non-current liabilities		10,151,107	10,783,934
Current liabilities			
Tax payable	13	4,472,619	4,321,550
Other payables	14	67,117	290,331
Total current liabilities		4,539,736	4,611,881
TOTAL LIABILITIES		14,690,843	15,395,815
TOTAL EQUITY AND LIABILITIES		107,720,816	137,396,584

* Tax payable and retained earnings in 2016 have been restated to recognise USD 2.1 million U.S. State tax incurred.

The financial statements on pages 9 to 30 were approved by the Board of Directors on 16 August 2018 and were signed on its behalf and authorised for issue by:



Director

HAREWOOD HELENA I LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Share capital USD	Available- for-sale reserves USD	Restated* (Retained earnings USD	Total equity USD
At 1 January 2016	68,606,429	24,561,380	15,489,560	108,657,369
Profit for the year	-	-	4,993,511	4,993,511
Other comprehensive income:				
- Transferred to income statement on disposal of available-for-sale investments	-	(8,508,871)	-	(8,508,871)
- Tax on items transferred to income statements	-	1,616,685	-	1,616,685
- Revaluation on available-for-sale investments	-	18,438,344	-	18,438,344
- Tax on revaluation on available-for-sale investments	-	(3,196,269)	-	(3,196,269)
At 31 December 2016	68,606,429	32,911,269	20,483,071	122,000,769
At 1 January 2017	68,606,429	32,911,269	20,483,071	122,000,769
Profit for the year	-	-	16,428,806	16,428,806
Other comprehensive income:				
- Transferred to income statement on disposal of available-for-sale investments	-	(18,217,913)	-	(18,217,913)
- Tax on items transferred to income statements	-	3,461,403	-	3,461,403
- Revaluation on available-for-sale investments	-	7,739,241	-	7,739,241
- Tax on revaluation on available-for-sale investments	-	(1,470,456)	-	(1,470,456)
Dividend on ordinary shares (note 7)	-	-	(36,911,877)	(36,911,877)
At 31 December 2017	68,606,429	24,423,544	-	93,029,973

* Retained earnings in 2016 have been restated to recognise USD 2.1 million U.S. State tax incurred.

Available-for-sale reserves represents the cumulative fair value gains and losses on revaluation of available-for-sale assets.

HAREWOOD HELENA I LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2017

			Restated*
	Note	2017 USD	2016 USD
Profit before taxation		21,464,144	8,415,831
Adjustments for:			
— Investment income from available-for-sale investments		(393,705)	(930,958)
— Net profit on disposal of available-for-sale investments		(21,870,953)	(8,723,723)
— Foreign exchange (gain) / loss		(21,197)	286,195
Changes in working capital:			
— (Increase) / decrease in other receivables		(1,532,799)	28,412
— Foreign exchange (gain) / loss in other payables		(2,131)	1,812
— Decrease in other payables		(223,214)	(3,032)
Cash flows from operating activities			
— Taxation paid		(4,255,010)	(244,811)
Net cash used in operating activities		(6,834,865)	(1,170,274)
Cash flows from investing activities			
Purchase of available-for-sale investments	8	(2,680,900)	(5,306,657)
Proceeds from sale of available-for-sale investments		36,472,741	15,719,665
Investment income from available-for-sale investments		393,705	930,958
Net cash flows from investing activities		34,185,546	11,343,966
Cash flows from financing activities			
Interim dividend paid on ordinary shares	7	(36,911,877)	-
Net cash used in financing activities		(36,911,877)	-
Net (decrease) / increase in cash and cash equivalents		(9,561,196)	10,173,692
Cash and cash equivalents at 1 January		36,701,230	27,772,092
— Foreign exchange loss / (gain) on cash held in foreign currency		752,189	(1,244,554)
Cash and cash equivalents at 31 December	10	27,892,223	36,701,230

*The 2016 Statement of Cash Flows has been restated to disclose USD 1,244,554 impact on foreign exchange gain on cash held in foreign currency, previously disclosed within profit before taxation and materially offset by losses in working capital positions. Cash flows from operating activities now disclose USD 286,195 foreign exchange loss through profit and loss and USD 1,812 foreign exchange loss on other payables.

The above illustrates the indirect method of reporting cash flows from operating activities.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied during the year presented and the prior year, unless otherwise stated.

a) Basis of preparation

These financial statements have been prepared in accordance with United Kingdom law and International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU"), the Companies Act 2006 that applies to companies reporting under IFRS, and IFRS IC interpretations. The financial statements have been prepared under the historical cost convention as modified by the revaluation of available-for-sale financial assets and financial assets and liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1(c).

There are no new standards, amendments to standards and interpretations that are effective for annual periods beginning on or after 1 January 2017, that have material effect on the financial statements as at 31 December 2017.

Certain new accounting standards, amendments to standards and interpretations have been published that are not mandatory for 31 December 2017 reporting periods and have not been early adopted by the Company. None of these are expected to have a significant effect on the financial statements of the Company, except for the following impact as set out below:

IFRS 9 "Financial Instruments", provides revised guidance on the classification and measurement of financial assets, introduces a new expected credit loss model for calculating impairment and incorporates the final general hedge accounting requirements. IFRS 9 is effective for annual periods beginning on or after 1 January 2018. The Company has assessed the impact of this standard and expect it to have a material effect on available-for-sale investments. Refer to note 8.

There are no other IFRSs or IFRS IC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Going concern and liquidity

The Directors have at the date of approving the financial statements a reasonable expectation that the Company will continue to have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements. This is discussed in the Directors' report on page 3 under the heading of 'Going concern and liquidity'.

b) Accounting convention

Trade date accounting

Purchases and sales of financial assets are recognised on trade date, being the date on which the Company commits to purchase or sell the assets.

(c) Critical accounting estimates and judgements

The notes to the financial statements set out areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the financial statements such as fair value of financial instruments (note 8).

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. Accounting policies (*continued*)

d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements, are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in US Dollars, which is the Company's functional and presentation currency and the currency in which the majority of the Company's revenue streams, assets, liabilities and funding is denominated. The Sterling:USD exchange rate as at 31 December 2017 was £1:\$1.35 and as at 31 December 2016 was £1:\$1.23.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

e) Revenue recognition

Dividend income

Dividend income arises from available-for-sale financial assets, and is recognised when the Company's right to receive a dividend is established.

f) Fees and commissions payable

Fees and commissions are recognised on an accrual basis when the service has been provided. Commission and fees arising from negotiating, or participating in the negotiation of a transaction for a third party, such as the arrangement of the acquisition of shares or other securities, or the purchase or sale of a business, are recognised on completion of the underlying transaction. Portfolio and other management fees are recognised based on the applicable service contracts, on a time-apportionment basis. Asset management fees related to investment funds are recognised during the year in which the service is provided.

g) Financial instruments

The Company classifies its financial instruments in the following categories: available-for-sale investments, receivables and payables. Management determines the classification of its financial instruments upon initial recognition, such classification being dependent on the purpose for which the financial instruments were acquired.

(i) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial instruments that are either designated in this category, or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Available-for-sale financial assets are initially recognised at fair value plus transaction costs, and subsequently measured at fair value. Gains or losses arising from changes in the fair value of available-for-sale financial assets, net of taxation, are recognised in equity.

When available-for-sale financial assets are sold, impaired or derecognised, the accumulated fair value adjustments recognised in equity are included in the income statement as 'gains and losses from sale of investments. Dividend income from available-for-sale investments is recognised in the income statement within 'net investment income' when the Company's right to receive the dividend is established.

Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. Accounting policies (*continued*)

g) Financial instruments (*continued*)

Fair value estimation

Available-for-sale investments

The fair value of available-for-sale investments in unquoted equity instruments is calculated using a share of net asset value technique, which is a close approximation of the fair value. The fair value of available-for-sale investments relating to listed equity instruments is based on the quoted share price.

Financial instruments are classified into three levels in descending order of the observability of their value and of the inputs used for their valuation:

Level 1 – Financial instruments with quoted market prices: This level comprises financial instruments with quoted prices in an active market that can be used directly.

It notably includes liquid shares and bonds, borrowings and short sales of these instruments, derivatives traded on organised markets (futures and options, etc.), and units in funds with net asset value calculated on a daily basis.

Level 2 - Financial instruments measured using valuation techniques based on observable inputs: This level consists of financial instruments measured by reference to the price of similar instruments quoted in an active market or to identical or similar instruments quoted in a non-active market, but for which transaction prices are readily available on the market or, instruments measured using valuation techniques based on observable inputs.

Level 3 - Financial instruments measured using valuation techniques based on non-observable inputs: This level comprises financial instruments measured using valuation techniques based wholly or partially on non-observable inputs. A non-observable input is defined as a parameter, the value of which is derived from assumptions or correlations not based either on observable transaction prices for the identical instrument at the measurement date or observable market data available at the same date. An instrument is classified in Level 3 if a significant portion of its valuation is based on non-observable inputs.

(ii) *Other receivables and payables*

Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Other payables are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market.

These are initially recognised at fair value and subsequently measured at amortised cost.

h) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less and intercompany balances repayable on demand.

i) Current and non-current assets and liabilities

All financial assets and liabilities which have a maturity date less than or equal to one year from the balance sheet date are classified as 'current', and as 'non-current' if they have a maturity date greater than one year from the balance sheet date.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. Accounting policies *(continued)*

j) Share capital, capital contribution and debt instruments

Ordinary shares and capital contributions that evidence a residual interest in the assets of the Company after deducting all of its liabilities are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of acquisition as part of the purchase consideration.

k) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the year in which the dividends are approved by the Company's shareholders.

l) Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered), using the tax rates and laws that have been enacted by the balance sheet date.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, if the deferred tax arises from initial recognition of an asset or liability that at the time of the transaction affects neither the accounting nor taxable profit or loss, it is not accounted for. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that foreseeable future taxable profit will be available against which the temporary differences can be utilised.

HAREWOOD HELENA I LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017****2. Fees and commissions**

	2017	2016
	USD	USD
Sundry charges	(2,680)	(73,675)
Management fees	(534,825)	(658,605)
	(537,505)	(732,280)

Sundry charges relate to expenses incurred by Hamilton Lane Advisors, L.L.C. "Manager".

Management fees in the current and previous year includes the quarterly fee for services provided by Hamilton Lane Advisors, L.L.C "Manager".

3. Net investment income

	2017	2016
	USD	USD
Investment income	393,705	930,958
Net profit on disposal of available-for-sale investments	21,870,953	8,723,723
	22,264,658	9,654,681

Investment income represents dividend receipts from investments.

Net profit on disposal of available-for-sale investments includes gains on disposal of IMS Health Inc (USD 5.7 million), Ormat Industries (USD 5.1 million), USI Insurance (USD 4.8 million), Emdeon Inc (USD 3.7 million), Cidron Healthcare Limited (USD 3.4 million), Cheniere Energy (USD 1.7 million), loss on disposal of CHC Helicopter Corporation (USD 2.2 million) and Jason Inc. (USD 0.5million).

HAREWOOD HELENA I LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017****4. Net administrative expenses**

	2017	2016
	USD	USD
Audit fee	(12,269)	(7,589)
Bank levy	-	8,488
Legal fees	(255,826)	(205,023)
Foreign exchange gain / (loss)	21,197	(286,195)
Other administrative expenses	(16,111)	(16,251)
	(263,009)	(506,570)

Auditor's remuneration in respect of audit fees in 2017 represents the 2017 fee USD 10,198 (2016: USD 9,352) and an accrual relating to 2016. There are no fees relating to other services provided by the Company's auditors.

Legal fees represent costs of restructuring the Hamilton Lane Co-Investment Fund.

5. Profit before taxation

The following costs have not been included in arriving at profit before taxation:

a) Services provided by the ultimate parent undertaking

As a wholly owned subsidiary of the BNP Paribas group, the Company is provided with management, support and infrastructure services by BNP Paribas, the ultimate parent undertaking. It is not possible to make an accurate apportionment of the costs attributed to providing these services. Accordingly no recharge is made to the Company in respect of these services.

b) Directors' emoluments

The Directors provide services to the Company, BNP Paribas, the ultimate parent undertaking and a number of fellow subsidiary undertakings. The emoluments of all Directors in the current and prior year are paid by BNP Paribas, the ultimate parent undertaking. The ultimate parent undertaking makes no recharge to the Company as it is not possible to make an accurate apportionment of Directors' emoluments in respect of each of the subsidiaries.

c) Number of employees

The Company had no employees during the year to 31 December 2017 (2016: none).

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

6. Taxation

a) Analysis of tax charge in the year

	2017 USD	2016 Restated* USD
Current tax:		
UK Corporation tax on profit for the year	(4,196,366)	(1,058,093)
Adjustments in respect of prior year	(109,171)	(3,048)
Foreign tax	(729,801)	(2,361,179)
Tax charge	(5,035,338)	(3,422,320)

b) Tax on items charged to equity

	2017 USD	2016 USD
Deferred tax credit / (charge) on revaluation on available-for-sale investments	1,990,947	(1,579,584)

c) Factors affecting tax charge for the year

The tax assessed for the year is higher (2016: higher) than profit on ordinary activities before taxation multiplied by the rate of corporation tax in the UK of 19.25% (2016: 20%).

The tax charge for the year can be reconciled as follows:

	2017 USD	2016 Restated* USD
Profit before tax	21,464,144	8,415,831
Profit before tax multiplied by corporation tax in the UK of 19.25% (2016: 20%)	(4,131,848)	(1,683,166)
<i>Effects of:</i>		
Exempt investment income	75,788	186,192
Bank Levy	-	1,698
Adjustment in respect of prior years	(109,171)	(3,048)
Expenses non-deductible for tax	-	(41,005)
Income not taxable	(140,306)	478,188
Foreign tax	(729,801)	(2,361,179)
Tax charge for the year	(5,035,338)	(3,422,320)

* Foreign tax in 2016 has been restated by USD 2.1 million to recognise U.S. State tax incurred.

HAREWOOD HELENA I LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

7. Dividend

	2017 USD	2016 USD
Interim dividend on ordinary shares	(37,000,000)	-
Dividend adjustment	88,123	-
	(36,911,877)	-

On 27 December 2017 the Company declared and paid an interim dividend of USD 0.27 per share (2016: nil), amounting to a total of USD 37 million (2016: nil) to BNP Paribas, the ultimate parent undertaking. A dividend adjustment was made in June 2018 resulting in a receivable from the ultimate parent undertaking of USD 0.09 million.

8. Available-for-sale investments

	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Cost as at 1 January 2017	-	-	60,062,941	60,062,941
Additions	-	-	2,680,900	2,680,900
Disposals	-	-	(14,601,788)	(14,601,788)
Cost as at 31 December 2017	-	-	48,142,053	48,142,053
Revaluation as at 1 January 2017	-	-	40,631,200	40,631,200
Revaluation transferred to income statement on disposal of available-for-sale investments	-	-	(18,217,913)	(18,217,913)
Transferred to equity	-	-	7,739,241	7,739,241
Revaluation as at 31 December 2017	-	-	30,152,528	30,152,528
At 31 December 2017	-	-	78,294,581	78,294,581
Cost as at 1 January 2016	-	-	61,752,228	61,752,228
Additions	-	-	5,306,657	5,306,657
Disposals	-	-	(6,995,945)	(6,995,945)
Cost as at 31 December 2016	-	-	60,062,941	60,062,941
Revaluation as at 1 January 2016	-	-	30,701,727	30,701,727
Revaluation transferred to income statement on disposal of available-for-sale investments	-	-	(8,508,871)	(8,508,871)
Transferred to equity	-	-	18,438,344	18,438,344
Revaluation as at 31 December 2016	-	-	40,631,200	40,631,200
At 31 December 2016	-	-	100,694,141	100,694,141

HAREWOOD HELENA I LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

8. Available-for-sale investments *(continued)*

The above table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has a 49.5% interest in a Limited Partnership Agreement Co-Investment Vehicle incorporated in the United States of America. This Co-Investment Vehicle is administered by Hamilton Lane, an investment management company incorporated in the United States of America.

In addition the Company has a 10% interest in a General Partnership Agreement Co-Investment Vehicle incorporated in the United States of America. This Co-Investment Vehicle is administered by Hamilton Lane, an investment management company incorporated in the United States of America.

Investments are held for the medium term, and the amounts recoverable on ultimate realisation may differ from the carrying values at the balance sheet date. Consequently the recoverable amount is considered to be equal to the valuation used in the audited financial statements of Hamilton Lane / BNP Co-Investment Fund GP LP.

IFRS 9 expected impact in 2018

Under IFRS 9, USD 78.3 million of the Company's available-for-sale investments will be accounted for as fair value through profit and loss. An adjustment will be made on first time adoption to reclassify USD 24.4 million accumulated unrealised gains and losses in other comprehensive income to retained earnings. There will be no change in the valuation.

HAREWOOD HELENA I LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

8. Available-for-sale investments (continued)

The cost contributed by the Company to the above partnerships in respect of the purchase of the underlying investments is shown below. These investments are not directly owned by the Company.

	First acquired	Cost 31 December 2017 USD	Cost 31 December 2016 USD
CHC Helicopter Corporation	Jul-08	-	2,230,182
Cidron Healthcare Limited	Jul-08	-	699,075
IMS Health Inc	Feb-10	491,588	1,012,499
Fairmont Minerals Limited	Jul-10	2,593,418	2,593,418
Jason Inc	Jul-10	-	546,101
Supermax	Sep-11	2,620,485	2,620,485
Barra Energia do Brasil Petroleo e Gas Ltda	Nov-11	2,425,269	2,246,388
Emdeon Inc	Nov-11	2,464,002	4,956,319
Netafim Ltd	Mar-12	2,106,671	2,105,177
Ormat Industries	May-12	-	2,979,414
Cheniere Energy	Jul-12	5,315,087	6,001,730
USI Insurance	Mar-13	-	1,723,114
Formation Energy	May-13	2,856,788	2,854,577
Accurus Aerospace Holdings LLC	Oct-13	5,917,003	8,460,636
Apex Energy LLC	Nov-13	6,357,179	4,249,350
CKE Restaurants Inc	Dec-13	5,183,367	5,183,367
Global Employment Solutions	Mar-14	1,036,837	1,028,069
Kreuz Holdings Limited	Apr-14	1,616,318	1,616,318
Medical Park Saglik Hizmetleri A.S.	Apr-14	4,301,448	4,301,448
LG III MBI	Jun-14	1,235,417	1,234,099
Venari Resources	Jul-14	1,621,176	1,421,175
At 31 December		48,142,053	60,062,941

In terms of the partnership agreements, the Company will continue to invest as advised by Hamilton Lane to a limit of capital contribution of USD 125,000,000 in respect of the limited partnership and USD 252,526 in respect of the General Partnership.

HAREWOOD HELENA 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017****9. Other receivables**

	31 December 2017 USD	31 December 2016 USD
Other receivables	1,534,012	1,213

Other receivables in 2017 includes USD 1.4 million receivable relating to the sale of a portion of the IMS Health Inc available-for-sale investment and USD 0.09 million dividend adjustment receivable from the ultimate parent undertaking.

10. Cash and cash equivalents

	31 December 2017 USD	31 December 2016 USD
Current account	27,892,223	36,701,230

Cash and cash equivalents represents the non-interest bearing current account with BNP Paribas, the ultimate parent undertaking.

11. Share capital

	31 December 2017 USD	31 December 2016 USD
Authorised 500,000,000 (2016: 500,000,000) Ordinary shares of USD 0.50 each	250,000,000	250,000,000
Issued and fully paid 137,212,858 (2016: 137,212,858) Ordinary shares of USD 0.50 each	68,606,429	68,606,429

The Company is limited by shares. The Company has in issue only one class of equity shares, which is non-redeemable, carries one vote per share and has no right to dividends other than those recommended by the Directors, and unlimited right to share in the surplus remaining on a winding up.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

12. Deferred Tax

	31 December 2017 Available-for-sale investments USD	31 December 2016 Available-for-sale investments USD
Opening balance at 1 January	(7,719,927)	(6,140,345)
Deferred tax arising from loss / (gain) on available-for-sale investments	1,990,947	(1,579,581)
At 31 December	(5,728,980)	(7,719,927)

The deferred tax liability is in respect of available-for-sale investments.

13. Tax payable

	31 December 2017 USD	Restated 31 December 2016 USD
Tax payable	8,894,746	7,385,557

Tax payable consists of UK corporation tax USD 7.6 million (2016: USD 5.3 million) and U.S. State tax USD 1.2 million (2016: USD 2.1 million).

14. Other payables

	31 December 2017 USD	31 December 2016 USD
Other payables to third parties	59,007	275,542
Other payables to related party	8,110	14,789
	67,117	290,331

Other payables to third parties includes legal costs and audit fees.

Other payables to related party includes service fees payable to BNP Paribas, the ultimate parent undertaking.

HAREWOOD HELENA 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017****15. Related party transactions**

Transactions undertaken with related parties during the year gave rise to the following income statement items:

Nature of expense	Related party	2017 USD	2016 USD
Net administrative expense	Ultimate parent undertaking	(15,871)	(14,789)

The outstanding balances receivable / (payable) as at 31 December were as follows:

Nature of balance	Related party	31 December 2017 USD	31 December 2016 USD
Other receivables	Ultimate parent undertaking	88,123	-
Cash and cash equivalents	Ultimate parent undertaking	27,892,223	36,701,230
Other payables	Ultimate parent undertaking	(8,110)	(14,789)

All of the above related party transactions have been concluded at arm's length.

16. Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including foreign exchange risk and price risk). The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

a) Credit risk

The Company takes on exposure to credit risk that a counterparty will cause a financial loss for the Company by failing to discharge an obligation. Credit risk arises from other receivables and cash and cash equivalents. These assets represent exposures to other Group undertaking. The Directors continue to monitor these exposures.

Maximum exposure to credit risk before collateral held or credit enhancements

	31 December 2017 USD	31 December 2016 USD
Other receivables	1,534,012	1,213
Cash and cash equivalents	27,892,223	36,701,230
	29,426,235	36,702,443

The above table represents a worst case scenario of credit risk exposure for the Company at 31 December 2017 and 2016. The Company does not hold collateral against these exposures. The exposures set out above are based on the carrying amounts as reported in the balance sheet. There were no receivables which were past due or impaired.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

16. Financial risk management (*continued*)

b) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its payment obligations associated with its financial liabilities when they fall due.

Prudent liquidity risk management is achieved by maintaining sufficient cash and cash equivalents. The table below presents the cash flows payable by the Company by remaining contractual maturity at the balance sheet date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Up to 3 months	3 - 6	6 - 12	1 - 5	Total
	USD	months	months	years	USD
As at 31 December 2017					
Financial liabilities					
Other payables	67,117	-	-	-	67,117
Tax payables	2,162,496	-	2,310,123	4,422,127	8,894,746
	2,229,613	-	2,310,123	4,422,127	8,961,863
Restated*					
As at 31 December 2016					
Financial liabilities					
Other payables	290,331	-	-	-	290,331
Tax payables	-	-	4,321,550	3,064,007	7,385,557
	290,331	-	4,321,550	3,064,007	7,675,888

* Tax payables in 2016 has been restated to recognise USD 2.1 million U.S. State tax incurred.

c) Market risk

The Company takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk arises from open positions in interest rate, currency, and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices, such as interest rates, credit spreads, foreign exchange rates and equity prices.

(i) Foreign exchange risk

The Company undertakes certain transactions denominated in foreign currencies. The Company is as a result exposed to foreign exchange risk on its assets and liabilities as they are not all denominated in its functional currency of US Dollars. This risk is transferred to BNP Paribas, the ultimate parent undertaking on a monthly basis.

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

16. Financial risk management (*continued*)

a) Market risk (*continued*)

(ii) Price risk

The Company is exposed to equity price risk on its available-for-sale investments.

Equity price risk sensitivity

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. 10% is considered to be a reasonably possible change in equity prices.

The sensitivity analysis shown below is representative of the risks inherent in the Company's financial instruments. The methods and assumptions used to prepare the sensitivity analysis are consistent for both reporting periods.

If the valuation had been 10% lower:

- net profit for the year ended 31 December 2017 would have been unaffected as the equity investments are classified as available-for-sale and no investments were impaired; and
- other equity reserves would decrease by USD 3,015,253 (2016: decrease by USD 4,036,120) for the Company, entirely as a result of the changes in fair value of available-for-sale shares.

17. Capital management

The Company defines capital as total equity. As at 31 December 2017, the value was USD 92.9 million (2016: USD 122 million).

The Directors manage this by monitoring capital levels, and where appropriate pay dividends to, or request a capital injection from the immediate parent undertaking.

18. Restatement of prior year

Tax charge and tax payable in 2016 have been restated to recognise U.S. State tax of USD 2.1 million. This relates to tax due to individual U.S. states on the realised profits on disposal of available-for-sale investments. BNP Paribas, New York completes and files the State tax returns on behalf of the Company. The impact of the restatement is outlined below.

Impact on Income Statement

	31 December 2016	Restatement	31 December 2016 (Restated)
	USD	USD	USD
Taxation	(1,305,952)	(2,116,368)	(3,422,320)
Profit for the year	7,109,879	(2,116,368)	4,993,511

HAREWOOD HELENA 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

18. Restatement of prior year (continued)

Impact on Statement of Comprehensive income for the year

	2016	Restatement	2016 (Restated)
	USD	USD	USD
Profit for the year	7,109,879	(2,116,368)	4,993,511
Total comprehensive income attributable to the equity shareholders	15,459,768	(2,116,368)	13,343,400

Impact on Balance sheet

	31 December 2016	Restatement	31 December 2016 (Restated)
	USD	USD	USD
EQUITY			
Retained earnings	22,599,439	(2,116,368)	20,483,071
TOTAL EQUITY	124,117,137	(2,116,368)	122,000,769
Current liabilities			
Tax payable	5,269,189	2,116,368	7,385,557
Total current liabilities	5,559,520	2,116,368	7,675,888

Impact on the Statement of Changes in equity

	Retained earnings	Restatement	Retained earnings (Restated)
	USD	USD	USD
Profit for the year	7,109,879	(2,116,368)	4,993,511
At 31 December 2016	124,117,137	(2,116,368)	122,000,769

HAREWOOD HELENA 1 LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017****18. Restatement of prior year (continued)**

The 2016 Statement of Cash Flows has been restated to disclose USD 1,244,554 impact on foreign exchange gain on cash held in foreign currency, previously disclosed within profit before taxation and materially offset by losses in working capital positions. Cash flows from operating activities now disclose USD 286,195 foreign exchange loss through profit and loss and USD 1,812 foreign exchange loss on other payables.

Impact on Statement of Cash Flows

	2016	Restatement	2016
	USD	USD	(Restated) USD
Adjustments for			
— Foreign exchange (gain) / loss	(956,547)	1,242,742	286,195
Changes in working capital:			
— Foreign exchange (gain) / loss in other payables	-	1,812	1,812
Net cash used in operating activities	(956,547)	1,244,554	288,007
Net (decrease) / increase in cash and cash equivalents	8,929,138	1,244,554	10,173,692
— Foreign exchange loss / (gain) on cash held in foreign currency	-	(1,244,554)	(1,244,554)

19. Ultimate parent undertaking

The Company's immediate and ultimate parent undertaking is BNP Paribas, a company incorporated in France. The registered address for BNP Paribas is 16 boulevard des Italiens, 75009 Paris, France.

The consolidated financial statements of BNP Paribas are available from 16 boulevard des Italiens, 75009 Paris, France.