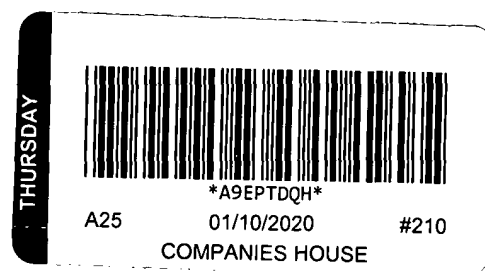


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SPIRE (U.K.) LIMITED

**ANNUAL REPORT AND
FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31st DECEMBER 2019



SPIRE (U.K.) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 2019

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SPIRE (U.K.) LIMITED

COMPANY INFORMATION

FOR THE YEAR ENDED 31st DECEMBER 2019

DIRECTORS

Global Assistance Services SA
Stéphane Postifferi

SECRETARY

Jordan Cosce Limited

REGISTERED OFFICE

JORDANS LIMITED

Suite 1

3rd Floor

11-12 St. James's Square

SW1Y 4LB, London

United Kingdom

COMPANY NUMBER

03100568

SPIRE (U.K.) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31st DECEMBER 2019

The Company was incorporated in United Kingdom on the 11th September 1995.

PRINCIPAL ACTIVITY

The principal activity of the Company during the year was to hold an interest in an operational company in the Euro zone.

RESULTS AND DIVIDENDS

The net loss for the year ended 31st December 2019 was (£4 548); 2018: net loss (£24 091).

As at 31st December 2019, the equity was negative £88 416; 2018: equity was negative £83 868.

There were no dividends paid or declared during the year.

DIRECTORS AND SECRETARY

The current Directors and Secretary are noted on page 1.

In accordance with the Articles of Association, the Directors will propose the renewal of their appointment at the next shareholder's meeting.

DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are required to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of its profit or loss and are in accordance with applicable laws.

In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed 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 for the foreseeable future.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time, the financial position of the Company, and enable them to ensure that the financial statements comply with UK Law. The Directors 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.

FOR AND ON BEHALF OF THE DIRECTORS:

For and on behalf of Global Assistance Services SA

Director

Stéphane Postiféri

Director

Date

Date

SPIRE (U.K.) LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31st DECEMBER 2019

	Notes	2019 £	2018 £
REVENUE		-	-
EXPENSES			
Administrative expenses	4	10,294	24,091
OPERATING (LOSS)		<u>(10,294)</u>	<u>(24,091)</u>
Other gains / (losses)	5	5,746	-
(LOSS) BEFORE TAXATION		<u>(4,548)</u>	<u>(24,091)</u>
Taxation		-	-
TOTAL COMPREHENSIVE (EXPENSE) FOR THE YEAR		<u>(4,548)</u>	<u>(24,091)</u>

Income and expenses for the year derive wholly from continuing operations.

The notes on pages 7 to 9 form an integral part of these financial statements.

SPIRE (U.K.) LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT THE 31 DECEMBER 2019

	Notes	2019 £	2018 £
NON-CURRENT ASSETS			
Shares in group undertakings	6	400,570	400,570
Participation loan	7	142,347	148,343
Loan receivable	8	114,941	118,552
TOTAL ASSETS		657,858	667,465
LIABILITIES AND EQUITY			
LIABILITIES			
Loans payable	9	674,032	693,510
Trade and other payables	10	72,242	57,823
Total liabilities		746,274	751,333
EQUITY			
Share capital	11	10,000	10,000
Retained earnings		(98,416)	(93,868)
Total equity		(88,416)	(83,868)
TOTAL LIABILITIES AND EQUITY		657,858	667,465

Audit Exemption Statements:

For the year ending 31st of December 2019 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006.

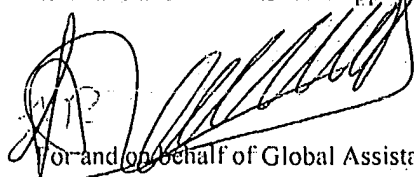
Directors' Statements:

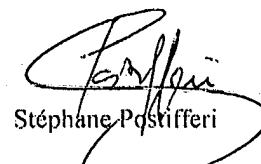
The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

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.

The financial statements were approved and authorised for issue by the board on the 25/09/2020 and signed on its behalf by:


For and on behalf of Global Assistance Services SA
Director


Stéphane Postifferi
Director

SPIRE (U.K.) LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31st DECEMBER 2019

	Share capital £	Retained earnings £	Total £
Balances as at 31 December 2017	10,000	(69,777)	(59,777)
Changes in equity for the period ended 31st December 2018			
Profit / (loss) for the year		(24,091)	(24,091)
Balances as at 31 December 2018	<u>10,000</u>	<u>(93,868)</u>	<u>(83,868)</u>
Changes in equity for the period ended 31st December 2019			
Profit / (loss) for the year	-	(4,548)	(4,548)
Balances as at 31 December 2019	<u>10,000</u>	<u>(98,416)</u>	<u>(88,416)</u>

The notes on pages 7 to 9 form an integral part of these financial statements.

SPIRE (U.K.) LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st DECEMBER 2019

	Notes	2019 £	2018 £
CASH FLOWS FROM OPERATING ACTIVITIES			
LOSS BEFORE TAX		4,548	24,091
Adjustment for non cash items			
Add back			
Unrealised foreign exchange gains	5	5,746	-
		<u>10,294</u>	<u>24,091</u>
Changes in working capital			
Increase in trade and other payables		<u>10,294</u>	<u>24,091</u>
Cash generated from operating activities		<u>-</u>	<u>-</u>

The notes on pages 7 to 9 form an integral part of these financial statements.

SPIRE (U.K.) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 2019

1 GENERAL INFORMATION

SPIRE (U.K.) LIMITED is a company registered in the United Kingdom, incorporated on the 11th September 1995.

The principal activity of the Company in the year under review was the holding of an interest in an operational company in the euro zone.

2 ACCOUNTING POLICIES

(a) BASIS OF PREPARATION

The financial statements have been prepared in British Pounds and in accordance with International Reporting Standards.

(b) REVENUE RECOGNITION

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of the revenue can be measured reliably.

(c) EXPENSES

Expenses are accounted for at historical cost on an accrual basis.

(d) OPERATING PROFIT/ (LOSS)

Operating profit / (loss) includes revenue received, and reduced by operating expenses and administrative expenses as excluded finance costs, finance incomes and other gains and losses.

(e) FINANCIAL INSTRUMENTS

Financial instruments are recorded at historical cost, which is considered to reflect the fair valuation of the underlying assets and liabilities.

(f) BORROWING COSTS

All borrowing costs are recognised in the income statement in the period in which they are incurred.

(g) FOREIGN CURRENCIES

(i) Functional and presentation currency

Items included in the financial statements are measured in the currency of the primary economic environment in which the entity operates (the "functional currency").

The financial statements are presented in Sterling, which is the Company's functional and presentational currency.

(ii) Transactions and balances

Transactions in currencies other than British Pounds are recorded at the rates of exchange prevailing on the dates of the transactions.

At each Balance Sheet date, monetary assets and liabilities which are denominated in foreign currencies are retranslated at the rates prevailing on the Balance Sheet date.

Non-monetary assets and liabilities, that are carried at fair value, and denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. All realised and unrealised profits and losses arising on exchange are included in the profit and loss account.

(h) GOING CONCERN

The Company's financial statements have been prepared on a going concern basis. The Directors consider this to be appropriate as they received assurances from the Shareholders to the effect that they will continue to make funds available to the Company for the foreseeable future and will continue to meet the Company's obligations to other creditors as and when they fall due.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated and are based on historical experience.

SPIRE (U.K.) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Notes to the Financial Statements continued.

4	ADMINISTRATIVE EXPENSES	2019	2018
		£	£
	Directors' fees	960	976
	Secretarial fees	872	1,996
	Legal and professional fees	2,008	-
	Accountancy fees	2,160	1,030
	Administration fees	4,294	20,089
		<u>10,294</u>	<u>24,091</u>

5	OTHER GAINS / (LOSSES)	2019	2018
		£	£
	Foreign exchange gain 2019	4,668	-
	Foreign exchange gain 2018	1,078	-
		<u>5,746</u>	<u>-</u>

6	SHARES IN GROUP UNDERTAKINGS	2019	2018
		£	£
	Shares in underlying company	400,570	400,570
	Olivarera Peninsular SA 72,25%		

7	PARTICIPATION LOAN RECEIVABLE	2019	2018	2019	2018
		€	€	£	£
	Participation loan	166,743	166,743	<u>142,347</u>	<u>148,343</u>

The participation loan is unsecured, bears interest of 1% of the EBITDA as at the 31/12 of the previous year and matures on the 20 October 2024.

No interest has been provided for, as the Olivarera Peninsular SA had a negative EBITDA of 130,726€ in 2018 (2017 negative EBITDA 38,458€).

8	LOAN RECEIVABLE	2019	2018	2019	2018
		€	€	£	£
	Loan receivable from Olivarera Peninsular SA	333,486	333,486	287,079	296,686
	Provision for risk due to the subsidiaries assessed losses to date			<u>29,791</u>	<u>29,791</u>
	Loan at cost			257,288	266,895
	less				
	Loan converted to a Participation Loan	166,743	166,743	<u>142,347</u>	<u>148,343</u>
				<u>114,941</u>	<u>118,552</u>

The loan receivable from Olivarera Peninsular SA was purchased from the investor for an amount of 300,000 €. It is unsecured, interest free and repayable 14 months after the submission of a formal demand.

9	LOANS PAYABLE	2019	2018	2019	2018
		€	€	£	£
	Loan M. G	345,000	345,000	292,221	311,699
	Loan J.M.G			165,284	165,284
	Loan - Lucent Sun Trust			<u>216,527</u>	<u>216,527</u>
				<u>674,032</u>	<u>693,510</u>

SPIRE (U.K.) LIMITED **NOTES TO THE FINANCIAL STATEMENTS**

Notes to the Financial Statements continued.

10	TRADE AND OTHER PAYABLES	2019	2018	2019	2018
		€	€	£	£
	Current account - Lucent Sun Trust	77,411	64,064	69,683	53,994
	Trade creditors			-	2,753
	Accruals			2,559	1,076
				<u>72,242</u>	<u>57,823</u>

The shareholders' loans and the loan payable to MG are unsecured, interest free and repayable on demand. The Directors consider that the carrying amount of trade payables approximates to their fair values.

11	SHARE CAPITAL	2019	2018
		£	£
	Authorised issued and paid up		
	10,000 Ordinary shares at £1.00 each		
	Issued and paid up		
	10,000 Ordinary shares at £1.00 each	<u>10,000</u>	<u>10,000</u>

The Company has one class of ordinary shares.

12	FOREIGN EXCHANGE RISK
	Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when the future transactions and recognised assets and liabilities are denominated in a currency that is not the Company's measured currency.

The company is exposed to a foreign exchange risk as part of its cash is held in US dollars and Euro's.

13	FAIR VALUE ESTIMATION
	The fair value of the Company's financial assets and liabilities approximate their carrying amounts on the balance sheet date.

14	CONTROLLING PARTY AND RELATED PARTY DISCLOSURES
	Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operations decisions.

Spire (UK) Limited is the parent company of Olivarera Peninsular SA, and holds 72,25% of the share capital of the company.

The Parent Company and its subsidiaries elected not to consolidate their accounts for the period, as per the exemption in the Companies Act 2016, S399(2A).

CONTINGENT LIABILITIES

The company had no other liabilities as at 31st December 2019.

15	COMMITMENTS
	The Company had no other commitments as at 31st December 2019.

16	EVENTS AFTER THE REPORTING PERIOD
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There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.