REGISTERED NUMBER: 02127583 (England and Wales)

GEPA INTERNATIONAL SA LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

GEPA INTERNATIONAL SA LIMITED

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2016

COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2016

Directors:	Antonio Enrique Magraner Duart Teodoro Arranz Velasco Tomas Velasco Gomez
Secretary:	Reed Smith Corporate Services Limited
Registered office:	The Broadgate Tower Third Floor 20 Primrose Street London EC2A 2RS
Registered number:	02127583 (England and Wales)
Auditors:	The Gallagher Partnership LLP, Statutory Auditor 69-85 Tabernacle Street London EC2A 4RR

GEPA INTERNATIONAL SA LIMITED (REGISTERED NUMBER: 02127583)

BALANCE SHEET
31 DECEMBER 2016

	Notes	2016 €	2016 €	2015 €	2015 €
Fixed assets					
Tangible assets	4		904,806		938,597
Current assets					
Debtors	5	2,098,616		2,062,318	
Cash at bank		41,617		37,668	
		2,140,233		2,099,986	
Creditors					
Amounts falling due within one year	6	176,434		202,105	
Net current assets			1,963,799		1,897,881
Total assets less current liabilities			2,868,605		2,836,478
Creditors					
Amounts falling due after more than one year	7		5,497,486		5,525,119
Net liabilities			(2,628,881)		(2,688,641)
Capital and reserves					
Called up share capital			2,328		2,328
Share premium			56,143		56,143
Retained earnings			(2,687,352)		(2,747,112)
Shareholders' funds			(2,628,881)		(2,688,641)

The financial statements have been prepared and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors on 11.09.2017 and were signed on its behalf by:

....

Tomas Velasco Gomez - Director

The notes form part of these financial statements

1. **Statutory information**

Gepa International SA Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **Accounting policies**

Basis of preparing of preparing the financial statements
The financial statements have been prepared under the historical cost convention.

Set out below is a summary of the principal accounting policies, all of which have been applied consistently (except as otherwise stated).

Compliance with accounting standards
These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Significant judgements and estimates
In applying the Company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The director's judgements, estimated and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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

Critical judgements in applying the Company's accounting policies
The critical judgement that the director has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the statutory financial statements are discussed below:

(i) Assessing indicators and impairment
In assessing whether there have been any indicators or impairment assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience or recoverability. There have been no indicators or impairments identified during the current financial year.

Key sources of estimation uncertainty
The key assumptions concerning the future, and other key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(ii) Recoverability of receivables
The Company establishes a provision for receivables that are estimated not to be recoverable. When assessing recoverability the directors consider factors such as the aging of the receivables, past experience and recoverability, and the credit profile of individual or groups of customers.

Turnover
Turnover represents rental income from units leased in a shopping centre.

Rental income is recognised in line with the accounting period.

Tangible fixed assets
Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life as follows:

Land and buildings freehold	2% straight line
Plant and machinery	straight line over 3 years

continued...

2. **Accounting policies - continued**

Taxation

Tax expense for the period comprise current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future gives rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date that are expenses to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probably that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and there is the intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Going concern

These financial statements have been prepared on a going concern basis.

The directors have received assurances from the parent company that it will continue to provide financial support to allow the company to makes creditors payments when they are due for payment. On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustment that would result from a withdrawal of the financial support of the parent company.

Provisions

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probably that the obligation will be required to be settled, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting taking into account the risks and uncertainties surrounding the obligation. Provisions are discounted when the time value of money is material.

continued...

2. **Accounting policies - continued**

Equity
Equity instruments are classified in accordance with the substance of contractual agreement. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Equity instruments issued by the Company are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Financial Instruments
Financial assets and liabilities are recognised when the Company becomes party to the contractual provisions of the financial instrument. The Company holds financial instruments which comprise cash and cash equivalents, trade and other receivables, equity investments, trade and other payables, loans and borrowings. The company has chosen to apply the provisions of Section 11 Basic Financial Instruments and Section 12 Other Financial Instruments in full.

Financial assets / liabilities - classified as basic financial instruments

(i) Cash and cash equivalents
This includes cash in hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

(ii) Trade and other receivables
Trade and other receivables are initially recognised at the transaction price, including any transaction costs, and subsequently measured at amortised cost including the effective interest method, less any provision for impairment. Amounts that are receivable within one year are measured at the undiscounted amount of the cash expected to be received, net of any impairment.

At the end of each reporting period, the Company assesses whether there is objective evidence that an receivable amount may be impaired. A provision for impairment is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised immediately in profit or loss.

(iii) Equity investments
Equity investments comprise ordinary shares capital. Any other equity investments held are initially recognised at fair value, which is the transaction price excluding transaction costs and are subsequently measured at fair value through profit or loss.

(iv) Trade and other payables and loans and borrowings
Trade and other payables and loans and borrowings are initially measured at the transaction price, including any transaction price, including any transaction costs, and subsequently measured at amortised cost using the effective interest method.

3. **Auditors' remuneration**

	2016	2015
	€	€
Fees payable to the company's auditors for the audit of the company's financial statements	3,326	3,730

continued...

4. Tangible fixed assets

	Land and buildings €	Plant and machinery etc €	Totals €
Cost			
At 1 January 2016 and 31 December 2016	1,586,650	6,174	1,592,824
Depreciation			
At 1 January 2016	652,169	2,058	654,227
Charge for year	31,733	2,058	33,791
At 31 December 2016	683,902	4,116	688,018
Net book value			
At 31 December 2016	902,748	2,058	904,806
At 31 December 2015	934,481	4,116	938,597

5. Debtors: amounts falling due within one year

	2016 €	2015 €
Trade debtors	28,297	21,595
Other debtors	2,070,319	2,040,723
	2,098,616	2,062,318

6. Creditors: amounts falling due within one year

	2016 €	2015 €
Trade creditors	127,946	156,138
Taxation and social security	18,094	15,169
Other creditors	30,394	30,798
	176,434	202,105

7. Creditors: amounts falling due after more than one year

	2016 €	2015 €
Bank loans	4,000,000	4,000,000
Other creditors	1,497,486	1,525,119
	5,497,486	5,525,119

Amounts falling due in more than five years:

Repayable by instalments		
Bank loans	4,000,000	4,000,000
Other creditors	1,497,486	1,525,119
	5,497,486	5,525,119

continued...

8. **Secured debts**

The following secured debts are included within creditors:

	2016	2015
	€	€
Bank loans	4,000,000	4,000,000

The bank loan is secured over the property of the company included in fixed assets.

9. **Disclosure under Section 444(5B) of the Companies Act 2006**

The Report of the Auditors was unqualified.

Samuel Clarke (Senior Statutory Auditor)
for and on behalf of The Gallagher Partnership LLP, Statutory Auditor

10. **Related party transactions**

At the balance sheet date debtors include the following interest free loans payable to Gepa International SA Limited by companies registered in Spain and controlled by the director Tomas Velasco Gomez:

Development Oportunities S.L €1,582,547 (2015 €1,582,547)
Almusafera de Participaciones Industries S.L. €393,501 (2015 €393,501)
M2 Development S.L. €5,009 (2015 €5,009)
Pinecrest Spain S.L. €12,000 (2015 €12,000)

Grupo Mayve Inversiones Inmobiliarias, S.L. is a company registered in Spain and has a significant shareholding in Gepa International SA Limited. At the balance sheet date creditors include an interest free loan balance of €1,497,486 (2015 €1,525,119) owed to Grupo Mayve Inversiones Inmobiliarias, S.L..

11. **Ultimate controlling party**

The controlling party is Gepa Holdings (Jersey) Limited, a company registered in Jersey.