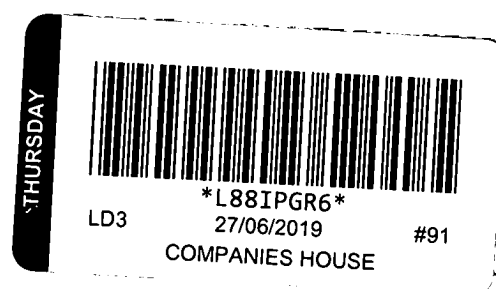


# Marcus Evans (Espana) Limited

Registered number: 04102946

## Annual Report

For the year ended 30 September 2018



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# MARCUS EVANS (ESPANA) LIMITED

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## COMPANY INFORMATION

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<b>Directors</b>	S Mifsud M Van Os
<b>Company secretary</b>	M P Studd
<b>Registered number</b>	04102946
<b>Registered office</b>	Magnus House 7th Floor 3 Lower Thames Street London EC3R 6HE
<b>Independent auditor</b>	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

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# MARCUS EVANS (ESPANA) LIMITED

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# MARCUS EVANS (ESPANA) LIMITED

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## **DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2018**

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The directors present their report and the financial statements for the year ended 30 September 2018.

### **Principal activity**

The principal activity of the company is that of the management and organisation of conferences, and arranging conferences on behalf of other group companies, through a branch in Spain.

### **Results and dividends**

The loss for the year, after taxation, amounted to £1,004,813 (2017 - loss £14,539).

The directors do not recommend a dividend for the year (2017: £nil).

### **Brexit impact**

The directors have assessed the impact of Brexit and believe that, although significant uncertainty exists, there will be no material effect on the trade and operations of the company.

### **Directors**

The directors who served during the year were:

D Gilmore (resigned 19 February 2018)  
S Mifsud  
M Van Os

### **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'. 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 judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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## MARCUS EVANS (ESPANA) LIMITED

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### DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

#### Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

.....  
M Van Os  
Director

Date: 27/06/2019

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# MARCUS EVANS (ESPANA) LIMITED

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARCUS EVANS (ESPANA) LIMITED

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### Opinion

We have audited the financial statements of Marcus Evans (Espana) Limited (the 'company') for the year ended 30 September 2018 which comprise the Statement of Total Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity 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 United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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.

### The impact of uncertainties due to Britain exiting the European Union on our audit

The directors' view on the impact of Brexit is disclosed on page 1.

The terms on which the United Kingdom may withdraw from the European Union, are not clear, and it is therefore not currently possible to evaluate all the potential implications to the company's trade, customers, suppliers and the wider economy.

We considered the impact of Brexit on the company as part of our audit procedures, applying a standard firm wide approach in response to the uncertainty associated with the company's future prospects and performance.

However, no audit should be expected to predict the unknowable factors or all possible implications for the company and this is particularly the case in relation to Brexit.

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# MARCUS EVANS (ESPANA) LIMITED

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARCUS EVANS (ESPANA) LIMITED

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### 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.

### Opinions on other matters prescribed by the Companies Act 2006

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

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

### 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 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.

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# MARCUS EVANS (ESPANA) LIMITED

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARCUS EVANS (ESPANA) LIMITED

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### Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 1, 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 intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

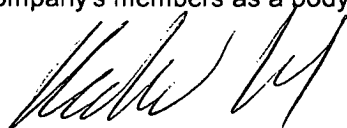
### Auditor's responsibilities for the audit of the financial statements

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### 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 Karmel (Senior statutory auditor)

for and on behalf of

Mazars LLP  
Chartered Accountants and Statutory Auditor  
Tower Bridge House  
St Katharine's Way  
London  
E1W 1DD

Date: 27/6/19

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## MARCUS EVANS (ESPANA) LIMITED

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### STATEMENT OF TOTAL COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2018

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	Note	2018 £	2017 £
Turnover	4	3,207,842	3,666,545
Cost of sales		(3,428,793)	(2,985,059)
<b>Gross (loss)/profit</b>		(220,951)	681,486
Administrative expenses		(783,862)	(696,025)
<b>Operating loss</b>	5	(1,004,813)	(14,539)
Tax on loss	7	-	-
<b>Loss for the financial year</b>		(1,004,813)	(14,539)
<b>Other comprehensive income for the year</b>			
Foreign currency translation differences on retranslation of the net liabilities of overseas branch		(34,423)	(55,042)
<b>Other comprehensive income for the year</b>		(34,423)	(55,042)
<b>Total comprehensive income for the year</b>		(1,039,236)	(69,581)

The notes on pages 9 to 23 form part of these financial statements.

**MARCUS EVANS (ESPANA) LIMITED**  
**REGISTERED NUMBER: 04102946**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2018**

	Note	2018 £	2017 £
<b>Fixed assets</b>			
Investments	11	398,000	398,000
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	398,960	566,949
Cash at bank and in hand		91,342	222,644
		<u>490,302</u>	<u>789,593</u>
Creditors: amounts due within one year	13	(3,791,413)	(2,745,246)
Deferred income		(716,237)	(1,022,459)
<b>Net current liabilities</b>		<u>(4,017,348)</u>	<u>(2,978,112)</u>
<b>Total assets less current liabilities</b>		<u>(3,619,348)</u>	<u>(2,580,112)</u>
<b>Net liabilities</b>		<u>(3,619,348)</u>	<u>(2,580,112)</u>
<b>Capital and reserves</b>			
Called up share capital	14	501	501
Share premium account	15	398,388	398,388
Foreign exchange reserve	15	(334,445)	(300,022)
Capital contribution	15	189,223	189,223
Profit and loss account	15	(3,873,015)	(2,868,202)
		<u>(3,619,348)</u>	<u>(2,580,112)</u>

The company's financial statements 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 and were signed on its behalf by:

.....  
**M Van Os**  
 Director

Date:

27/06/2019

The notes on pages 9 to 23 form part of these financial statements.

## MARCUS EVANS (ESPANA) LIMITED

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Called up share capital	Share premium account	Foreign exchange reserve	Capital contribution	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 October 2016	501	398,388	(244,980)	189,223	(2,853,663)	(2,510,531)
<b>Comprehensive income for the year</b>						
Loss for the year	-	-	-	-	(14,539)	(14,539)
Foreign currency translation differences on retranslation of net assets of overseas branch	-	-	(55,042)	-	-	(55,042)
<b>Total comprehensive income for the year</b>	-	-	(55,042)	-	(14,539)	(69,581)
<b>Total transactions with owners</b>	-	-	-	-	-	-
At 1 October 2017	501	398,388	(300,022)	189,223	(2,868,202)	(2,580,112)
<b>Comprehensive income for the year</b>						
Loss for the year	-	-	-	-	(1,004,813)	(1,004,813)
Foreign currency translation differences on retranslation of net liabilities of overseas branch	-	-	(34,423)	-	-	(34,423)
<b>Total comprehensive income for the year</b>	-	-	(34,423)	-	(1,004,813)	(1,039,236)
<b>Total transactions with owners</b>	-	-	-	-	-	-
<b>At 30 September 2018</b>	<b>501</b>	<b>398,388</b>	<b>(334,445)</b>	<b>189,223</b>	<b>(3,873,015)</b>	<b>(3,619,348)</b>

The notes on pages 9 to 23 form part of these financial statements.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 1. General information

Marcus Evans (Espana) Limited ("the company") is a private company limited by shares, registered in England and Wales. The address of its registered office and principal place of business is Magnus House, 7th Floor, 3 Lower Thames Street, London, United Kingdom, EC3R 6HE.

The principal activity of the company is that of the management and organisation of conferences, and arranging conferences on behalf of other group companies, through a branch in Spain.

The company's functional currency is the Euro, being the currency of the primary economic environment in which the company operates, and its presentational currency is the Pound Sterling. The financial statements are rounded to the nearest pound.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102") and applicable legislation, as set out in the Companies Act 2006. These financial statements have been prepared under the historical cost convention.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders. The company is included in the consolidated financial statements of its immediate parent undertaking, Marcus Evans (UK Holdings) Limited. Note 17 provides details of where those consolidated financial statements may be obtained.

In preparing the financial statements, the company has taken advantage of the exemptions from the following:

- the disclosure of key management personnel compensation, as required by paragraph 7 of Section 33 *Related Party Disclosures*;
- the presentation of a reconciliation of the number of shares outstanding at the beginning and end of the year, as required by paragraph 12 of Section 4 *Statement of Financial Position*; and
- the presentation of a statement of cash flows, as required by Section 7 *Statement of Cash Flows*.

On the basis that equivalent disclosures are given in the consolidated financial statements, the company has also taken advantage of the exemption not to provide certain disclosures as required by Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues*.

The company is itself a subsidiary undertaking and therefore has taken an advantage of the exemption under Section 400 of the Companies Act 2006 from preparing consolidated financial statements. These financial statements therefore present information about the company as an individual undertaking only.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 2. Accounting policies (continued)

#### 2.2 Going concern

The financial statements have been prepared on a going concern basis. The company has incurred losses during the year, has net current liabilities and net liabilities, and is dependent upon its ultimate parent company and/or controlling shareholder for funding. The company will remain dependent upon this funding until such a time as it has generated enough cash through profitable trading to enable it to meet its liabilities as and when they fall due. The ultimate parent company and controlling shareholder have each confirmed to the directors their current intention to underwrite amounts recoverable by the company from other group companies, and to provide funding to enable the company to meet its liabilities as they fall due for the foreseeable future. The directors have therefore prepared the financial statements on a going concern basis.

Should such funding from the ultimate parent company and/or controlling shareholder not be forthcoming, the going concern basis of preparation may no longer be appropriate, and significant adjustments may be required to these financial statements.

#### 2.3 Revenue

Revenue arises from the provision of services in respect of management and arrangement of conferences. Revenue is measured at the fair value of the consideration received or receivable and represents amounts for the provision of services in the normal course of business, net of discounts and other sales-related taxes.

Revenue is recognised at the completion of the conference, until which point the amounts invoiced are recorded as a deferred income.

#### 2.4 Event related expenses

Directly attributable event expenses are recognised in the year in which the event has been completed. Expenses that relate to an event taking place in a subsequent financial year but paid prior to the year end are recorded as prepayments in the statement of financial position.

#### 2.5 Investment in subsidiary undertakings

Investments in subsidiary undertakings are stated at cost less any provision for impairment.

Investments are tested for impairment where an indication of impairment exists at the reporting date.

#### 2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 2. Accounting policies (continued)

#### 2.6 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Motor vehicles	- 20% straight line
Fixtures, fittings and equipment	- 20 - 25% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Total Comprehensive Income.

#### 2.7 Impairment of assets

At each reporting date, the company reviews the carrying value of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount, an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent year if, and only if, the reasons for the impairment loss have ceased to apply.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 2. Accounting policies (continued)

#### 2.8 Taxation

The tax expense comprises current and deferred tax. Tax currently payable, relating to 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 give 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 years 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 expected 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 probable 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.

#### 2.9 Foreign currency translation

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each reporting date, foreign currency monetary items are translated into the functional currency using the closing rate. Non monetary items measured at historical cost in a foreign currency are not retranslated and non monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at the reporting date of monetary assets and liabilities are recognised in profit or loss.

For the purpose of presenting the financial statements in Sterling, the assets and liabilities of the company are translated from the functional currency using exchange rates prevailing at the reporting date. Income and expense items are translated from the functional currency at the average exchange rates for the period.

Foreign exchange gains and losses arising on translation into the presentational currency are recognised within other comprehensive income.

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## **MARCUS EVANS (ESPANA) LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018**

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#### **2. Accounting policies (continued)**

##### **2.10 Operating leases**

Rentals paid under operating leases are charged to the Statement of Total Comprehensive Income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

##### **2.11 Employee benefits**

###### **Short term benefits**

Short term benefits, including holiday pay and other similar non monetary benefits, are recognised as an expense in the period in which the service is received. An accrual is provided for short term compensated absences where entitlement has accumulated, but has not been taken, at the reporting date.

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 2. Accounting policies (continued)

##### 2.12 Financial instruments

Financial assets and liabilities are recognised when the company becomes party to the contractual provisions of the financial instrument. The company holds only basic financial instruments, which comprise cash and cash equivalents, trade and other debtors, and trade and other creditors. The company has chosen to apply the measurement and recognition provisions of Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues* in full.

##### **Financial assets – classified as basic financial instruments**

###### **Cash and cash equivalents**

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

###### **Trade and other debtors**

Trade and other debtors are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

Amounts that are receivable within one year are measured at the undiscounted amount expected to be receivable, net of any impairment.

Where a financial asset constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

At each reporting date, the company assesses whether there is objective evidence that any financial asset 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 financial asset. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows. The amount of the provision is recognised immediately in profit or loss.

##### **Financial liabilities – classified as basic financial instruments**

###### **Trade and other creditors**

Trade and other creditors are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method.

Amounts that are payable within one year are measured at the undiscounted amount expected to be payable.

Where a financial liability constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

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 directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time 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 year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years, if the revision affects both current and future years.

#### 3.1 Critical judgements in applying the company's accounting policies

The critical judgements that the directors have made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are discussed below.

##### (i) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, experience of recoverability and where applicable, the ability of the asset to be operated as planned. There have been no indicators of impairments identified during the current financial year.

##### (ii) Recognition of a deferred tax asset

A deferred tax asset is recognised only to the extent that it is considered probable to be recoverable against future taxable profits. The directors have reviewed the business plans and forecasts and have judged it inappropriate to recognise timing differences as deferred tax assets, as disclosed in note 7.

#### 3.2 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 a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### (i) Recoverability of debtors

The company establishes a provision for debtors that are estimated not to be recoverable. When assessing recoverability, the directors have considered factors such as the aging of the debtors, past experience of recoverability, and the credit profile of individual or groups of customers.

##### (ii) Deferred commission on sales not recognised as revenue

The company defers, as an event related expense, commission paid during the year in relation to future events for which revenue has been deferred. The deferred commission is calculated as a fixed percentage of deferred income based on the total commission paid compared to amounts invoiced to customers across the Marcus Evans Worldwide Holdings (IOM) Limited group of companies.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 4. Turnover

The company has taken advantage of the exemption not to disclose the analysis of turnover by geographical market on the basis that it is prejudicial to the company's interests as provided by the Companies Act 2006 and SI2008 No.410.

### 5. Operating loss

The operating loss is stated after charging:

	2018 £	2017 £
Other operating lease rentals	269,542	226,091

During the year, no director received any emoluments in respect of services to the company (2017: £nil).

### 6. Auditor's remuneration

	2018 £	2017 £
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	9,915	9,534
<b>Fees payable to the company's auditor and its associates in respect of:</b>		
All other services	1,398	1,144
	<b>1,398</b>	<b>1,144</b>

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 7. Taxation

	2018 £	2017 £
<b>Total tax</b>	-	-

#### Factors affecting tax charge for the year

The tax assessed for the year is the standard rate of corporation tax in the UK of 19% (2017 - 19.5%). The differences are explained below:

	2018 £	2017 £
Loss on ordinary activities before tax	(1,004,813)	(14,539)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.5%)	(190,914)	(2,835)
<b>Effects of:</b>		
Capital allowances for year in excess of depreciation	(1,385)	-
Unrecognised tax losses carried forward	192,299	2,835
<b>Total tax charge for the year</b>	-	-

#### Factors that may affect future tax charges

The corporation tax rate for the year ended 30 September 2018 was 19% (2017: 19.5%).

There will be reductions in the main corporation tax rate to 17% from 1 April 2020.

The company has tax losses of approximately £2,250,000 (2017: £1,255,000) available to offset against future profits. Potential deferred tax of approximately £383,000 (2017: £239,000) has not been recognised in respect of the losses on the grounds that there is insufficient certainty on the timing of future profits against which the asset could be utilised.

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 8. Employee information

	2018 £	2017 £
Wages and salaries	1,190,432	1,336,930
Commission	756,018	786,570
Social security costs	429,071	400,978
	<u>2,375,521</u>	<u>2,524,478</u>

Commissions paid during the year, and which have been deferred as an event related expense, amount to £113,327 (2017: £177,049). These amounts are included in the analysis of staff costs above, but are not included in profit and loss account for the year, as they have been included within prepayments and accrued income and are released in the year in which the revenue in relation to the event is recognised. During the year, commission of £177,049 (2017: £122,533) has been recognised in the profit and loss account relating to commissions paid in previous years for events for which the revenue has been recognised during the year.

The average monthly number of employees, including the directors, during the year was as follows:

	2018 No.	2017 No.
Management and administration	2	1
Sales	77	87
	<u>79</u>	<u>88</u>

#### 9. Directors' remuneration

	2018 £	2017 £
Directors' emoluments	76,374	-
	<u>76,374</u>	<u>-</u>

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 10. Tangible fixed assets

	Motor vehicles £	Fixtures & fittings £	Total £
<b>Cost or valuation</b>			
At 1 October 2017	11,704	421,791	433,495
Disposals	-	(75,256)	(75,256)
Exchange adjustments	121	3,756	3,877
At 30 September 2018	11,825	350,291	362,116
<b>Depreciation</b>			
At 1 October 2017	11,704	421,791	433,495
Disposals	-	(75,256)	(75,256)
Exchange adjustments	121	3,756	3,877
At 30 September 2018	11,825	350,291	362,116
<b>Net book value</b>			
At 30 September 2018	-	-	-
At 30 September 2017	-	-	-

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 11. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 October 2017	398,000
At 30 September 2018	<u>398,000</u>

#### Direct subsidiary undertakings

The following were subsidiary undertakings of the company:

- Linguarama Iberica S.A. Sciedad Unipersonal (incorporated in Spain).

The principal activity of the company listed above is language classes. 100% of the ordinary share capital is owned by the company.

The registered address of Linguarama Iberica S.A. Sciedad Unipersonal is C/Orense, 81-10, 28020, Madrid, Spain.

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 12. Debtors

	2018 £	2017 £
Trade debtors	124,492	216,432
Other debtors	106,483	87,600
Prepayments and accrued income	167,985	262,917
	<u>398,960</u>	<u>566,949</u>

#### 13. Creditors: amounts falling due within one year

	2018 £	2017 £
Trade creditors	46,737	32,673
Amounts owed to group companies	3,435,781	2,266,301
Other taxation and social security	153,519	273,724
Other creditors	133,368	150,785
Accruals	22,008	21,763
	<u>3,791,413</u>	<u>2,745,246</u>

Amounts owed to group companies are unsecured, interest free and repayable on demand.

#### 14. Share capital

	2018 £	2017 £
<b>Shares classified as equity</b>		
<b>Authorised, allotted, called up and fully paid</b>		
501 Ordinary shares of £1 each	<u>501</u>	<u>501</u>

The company has one class of ordinary shares; each share carries one voting right per share, but no right to fixed income.

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# MARCUS EVANS (ESPANA) LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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### 15. Reserves

#### Share premium account

This reserve represents the price paid above the nominal value of shares issued by the company.

#### Foreign exchange reserve

This reserve represents the cumulative foreign currency differences on retranslation of net assets of the overseas branch.

#### Capital contribution

This reserve represents the capital contribution made by the intermediary parent company Marcus Evans Holdings (IOM) Limited, a company registered in the Isle of Man.

#### Profit & loss account

This reserve represents cumulative profits and losses of the company.

### 16. Commitments under operating leases

At 30 September 2018 the company had future minimum lease payments under non-cancellable operating leases as follows:

	2018 £	2017 £
Not later than 1 year	168,002	164,772
Later than 1 year and not later than 5 years	79,626	-
	<u>247,628</u>	<u>164,772</u>

### 17. Related party transactions

The company is a part of an international network of companies, under common ownership and control of Mr M P B Evans, organising hospitality and conference events.

The company is a wholly owned subsidiary of Marcus Evans Worldwide Holdings (IOM) Limited, and utilises the exemptions contained in Financial Reporting Standard 8, Related Party Disclosures, not to disclose any transactions or balances with entities which are wholly owned members of that group.

### 18. Post balance sheet events

There have been no significant events affecting the company since the year end.

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## MARCUS EVANS (ESPANA) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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#### 19. Controlling party

The company's parent undertaking and immediate controlling party at the balance sheet date is Marcus Evans (UK Holdings) Limited a company registered in England and Wales.

The company's ultimate parent company is Marcus Evans Worldwide Holdings (IOM) Limited, a company registered in the Isle of Man.

The ultimate controlling party is Mr M P B Evans by virtue of his interest in the entire issued share capital of Marcus Evans Worldwide Holdings (IOM) Limited.

The parent company of the smallest and largest group of which the company is a member and for which group financial statements are prepared is Marcus Evans (UK Holdings) Limited. Copies of its consolidated financial statements are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ, Wales.