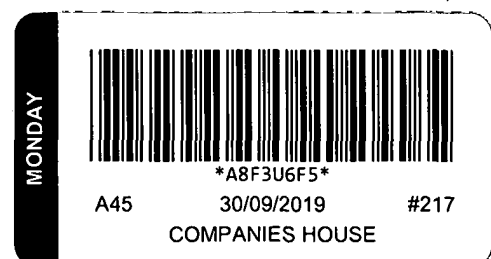


Registered number: 08388039

PERWINE LIMITED

UNAUDITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



PERWINE LIMITED

COMPANY INFORMATION

Directors	AP Eager N Fallows
Company secretary	AP Eager
Registered number	08388039
Registered office	8 Hanover Square London W1S 1HQ

PERWINE LIMITED

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PERWINE LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018**

The Directors present their report and the financial statements for the year ended 31 December 2018.

Principal activities

The principal activity of Perwine Limited is to make financial investments. The Directors anticipate that this will continue and that there will be no change going forward.

Results

The results are set out on page 3.

Directors

The Directors who served during the year were:

AP Eager
N Fallows

Going concern

The Company has made a profit during the year and is in a net asset position as at 31 December 2018.

On this basis the Directors have a reasonable expectation that the Company will be profitable and that it has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Small companies note

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 on 30 September 2019 and signed on its behalf.



N Fallows
Director

PERWINE LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2018**

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 judgements 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.

PERWINE LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £000	2017 £000
Revenue	2	270	105
Gross profit		270	105
Administrative expenses		(71)	(45)
Other gains and losses	6	133	172
Operating profit		332	232
Tax on profit	7	(89)	(9)
Profit for the financial year		243	223

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2018 (2017: £Nil).

The notes on pages 5 to 12 form part of these financial statements.

PERWINE LIMITED
REGISTERED NUMBER: 08388039

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £000	2017 £000
Fixed assets			
Investments	8	6,791	6,006
		<u>6,791</u>	<u>6,006</u>
Current assets			
Cash at bank and in hand		236	117
		<u>236</u>	<u>117</u>
Creditors: amounts falling due within one year	9	(4,576)	(3,915)
Net current liabilities		<u>(4,340)</u>	<u>(3,798)</u>
Total assets less current liabilities		<u>2,451</u>	<u>2,208</u>
Net assets		<u><u>2,451</u></u>	<u><u>2,208</u></u>
Capital and reserves			
Called up share capital	11	9	9
Profit and loss account		2,442	2,199
		<u>2,451</u>	<u>2,208</u>

The Directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 September 2019.


N Fallows
 Director

The notes on pages 5 to 12 form part of these financial statements.

PERWINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

Perwine Limited (the "Company") is a private company limited by shares incorporated in England and Wales in the United Kingdom under the Companies Act 2006. The address of the registered office is 8 Hanover Square, London, W1S 1HQ. The nature of the Company's operations and its principal activities are set out in the Directors' Report. There is no ultimate controlling party.

2. Accounting policies

2.1 Basis of preparation of financial statements

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102 1A, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006 applicable to small companies. This is the first year that the Company is preparing the financial statements under FRS 102. Historically the financial statements have been prepared under IFRS.

The last financial statements under IFRS were for the year ended 31 December 2017 and the date of transition to FRS 102 was therefore 1 January 2018. As a consequence of adopting FRS 102, no accounting policies have required to change to comply with the new standard. As such, no prior year adjustments were required to be made in relation to the 2017 figures.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

In line with FRS 102 paragraph 3.1B the Company has taken advantage of the exemption from presenting a Statement of Cash Flows.

The following principal accounting policies have been applied:

2.2 Revenue

Revenue comprises dividends received and interest received.

Investment revenue is recognised using the effective interest rate method. Investment fair value gains and losses are recorded in the statement of comprehensive income in the year in which they arise.

Interest income is recognised as the interest accrues using the effective interest rate method (applying the rate that exactly discounts estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset).

Dividend income from investments is recognised when the shareholders receive payment.

PERWINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.3 Fair value measurement

The Company measures its investments in private companies at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

For all financial instruments not traded in an active market, the fair value is determined by using valuation techniques deemed to be appropriate in the circumstances. Valuation techniques include the market approach (i.e. using recent arm's length market transactions adjusted as necessary and reference to the current market value of another instrument that is substantially the same) and the income approach (i.e. discounted cash flow analysis and option pricing models making as much use of available and supportable market data as possible).

2.4 Foreign exchange

The financial statements are presented in pounds sterling which is the functional currency of the Company and the currency of the primary economic environment in which it operates.

Transactions denominated in foreign currency are translated into sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated into sterling at the rate of exchange ruling on the balance sheet date, with exchange differences being reflected in the statement of comprehensive income.

2.5 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

2.6 Cash and cash equivalents

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

2.7 Investments carried at fair value through profit and loss

The Company holds investments in unlisted investment securities. These investments are accounted for at fair value with any gains or losses being recognised in the statement of comprehensive income.

2.8 Loans receivable

Loan receivables are measured at amortised cost using the effective interest rate method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short term loans when the recognition of interest would be immaterial.

PERWINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.9 Trade and other receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

2.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.11 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

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

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

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

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when

PERWINE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.11 Financial instruments (continued)

there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Critical accounting estimates

In the application of the Company's accounting policies, which are described in note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of the assets and liabilities that are not readily available from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are 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.

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

Key sources of estimation uncertainty

As described in note 2.3, management uses its judgement in selecting an appropriate valuation technique for financial instruments that are not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. Other financial instruments are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of unlisted shares includes some assumptions not supported by observable market prices or rates.

4. Employees

The average monthly number of employees, including directors, during the year was 2 (2017 - 2).

5. Revenue

An analysis of the company's revenue is as follows:

	2018 £000	2017 £000
Net gain/(loss) on financial assets at fair value through profit and loss	117	(50)
Loan interest income	153	155
	<u>270</u>	<u>105</u>

PERWINE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

6. Other gains and losses

	2018 £000	2017 £000
Foreign exchange gains	133	172
	<u>133</u>	<u>172</u>

7. Taxation

	2018 £000	2017 £000
Corporation tax		
Current tax on profits for the year	89	9
	<u>89</u>	<u>9</u>
Taxation on profit on ordinary activities	<u>89</u>	<u>9</u>

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2017 - *higher than*) the standard rate of corporation tax in the UK of 19.00% (2017: 19.25%). The differences are explained below:

	2018 £000	2017 £000
Profit on ordinary activities before tax	332	232
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2017: 19.25%)	63	45
Effects of:		
Income not taxable	-	(36)
Loss not deductible	26	-
Total tax charge for the year	<u>89</u>	<u>9</u>

Factors that may affect future tax charges

During the period the UK corporate tax rate remained at 19%. As of April 2019 it was substantially enacted that the UK corporate tax rate will decrease to 17% from April 2020.

PERWINE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

8. Fixed asset investments

	Trading investments carried at fair value £000	Loans and receivables carried at amortised cost £000	Total £000
Cost or valuation			
At 1 January 2018	3,881	2,125	6,006
Additions	179	266	445
Foreign exchange movement	340	-	340
At 31 December 2018	<u>4,400</u>	<u>2,391</u>	<u>6,791</u>

9. Creditors: Amounts falling due within one year

	2018 £000	2017 £000
Trade creditors	-	8
Amounts owed to parent undertaking	4,466	3,869
Corporation tax	-	9
Accruals	110	29
	<u>4,576</u>	<u>3,915</u>

Amounts due to parent undertaking are interest free and repayable on demand.

PERWINE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

10. Financial instruments

	2018 £000	2017 £000
Financial assets		
Financial assets measured at fair value through profit or loss	7,300	6,123
Financial liabilities		
Financial liabilities measured at amortised cost	4,466	3,877

Financial assets measured at fair value through profit or loss comprise investments at fair value through profit or loss, loans at amortised cost and cash and cash equivalents.

Other financial liabilities measured at amortised cost comprise trade and other creditors.

11. Share capital

	2018 £000	2017 £000
Authorised, issued and fully paid		
10,000 ordinary shares of 86.5p each	9	9
	9	9

The Company has one class of ordinary shares which carry no right of fixed income.

12. Related parties

The Company owed £4.5 million to its immediate parent company at 31 December 2018 (2017: £3.9 million).

No guarantees have been given or received.

13. Ultimate controlling party

Pryvest Cyprus Limited, a company incorporated in Cyprus, is the immediate parent company of the Company, but does not prepare consolidated financial statements.

The financial statements of Pryvest Cyprus Limited are not available to the public.

There is no overall controlling party.

PERWINE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

14. Subsequent events

There were no significant subsequent events.