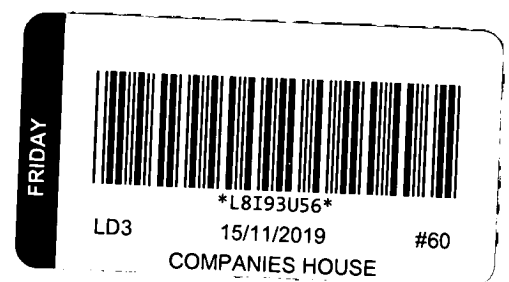


VH (Spain) Limited

Annual Report and Financial statements

9793703

31 March 2019



Contents

Directors' report	3
Statement of Directors' Responsibilities in Respect of the Directors' Report and Financial Statements.....	4
Independent Auditors' Report to the Members of VH (Spain) Limited.....	5
Statement of Comprehensive Income.....	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the financial statements.....	12

Directors' report

The directors present their report and the financial statements for the year ended 31 March 2019.

Principal activity

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

Principle risks and uncertainties

The Company is in a net liability position at the year end. However, as detailed in note 1 to the financial statements a parent undertaking, Virgin Holdings Limited, has formally indicated that it is its intention to provide sufficient funding to the Company to enable it to meet its liabilities as they fall due, for at least the next twelve months. The directors have no reason to believe that the parent company will not be in a position to provide this support. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Results and dividends

The loss for the year, after taxation, amounted to €662,608 (2018: -€452,488). No dividend is declared for the year (2018: nil). The results for the year show administrative costs of €11,000 (2018: credit administrative cost of €1,013).

Directors

The directors who served during the year were:

R P Blok

M D Bridge (resigned 4th February 2019)

L Mathieson (appointed 4th February 2019)

Disclosure of information to auditors

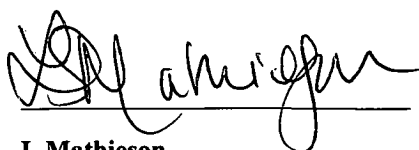
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

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

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to have been reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 7 November 2019 and signed on its behalf.



L Mathieson

Director

Statement of Directors' Responsibilities in Respect of the Directors' Report and Financial Statements

The directors are responsible for preparing the Strategic report, 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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

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 such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



Independent Auditor's Report to the Members of VH (Spain) Limited

Opinion

We have audited the financial statements of VH (Spain) Limited (the "Company") for the year ended 31 March 2019, which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Brexit other matter

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the Company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the Company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model, including the impact of Brexit, and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.



Independent Auditor's Report to the Members of VH (Spain) Limited (*continued*)

Directors' report

The directors are responsible for the Directors' Report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' Report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.



Independent Auditor's Report to the Members of VH (Spain) Limited (continued)

The purpose of our audit work and to whom we owe our responsibilities

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.

A handwritten signature in black ink, appearing to read 'Saira Ahmad-Yaneza'.

Saira Ahmad-Yaneza (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
7 November 2019

Statement of Comprehensive Income

For the Year Ended 31 March 2019

	<i>Note</i>	2019 €	2018 €
Administrative expenses		<u>(11,000)</u>	<u>1,013</u>
Operating (loss)/profit		(11,000)	1,013
Interest receivable and similar income	4	35,528	53,123
Interest payable and similar expenses	5	<u>(680,386)</u>	<u>(637,413)</u>
Loss before tax		(655,858)	(583,277)
Taxation on loss on ordinary activities	6	<u>(6,750)</u>	<u>130,789</u>
Loss for the financial year		(662,608)	(452,488)
Other comprehensive income for the year		<u>-</u>	<u>-</u>
Total comprehensive Loss for the year		<u>(662,608)</u>	<u>(452,488)</u>

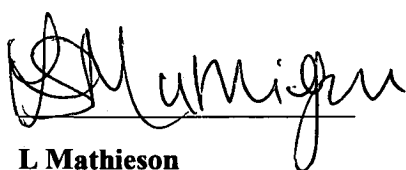
The notes on pages 12 to 19 form part of these financial statements.

Balance Sheet

As at 31 March 2019

	Note	2019 €	2018 €
Fixed assets			
Investments	7	<u>35,811,985</u>	<u>34,168,065</u>
		35,811,985	34,168,065
Current assets			
Debtors: amounts falling due after more than one year	8	1,140,965	1,049,357
Creditors: amounts falling due within one year	9	<u>(41,292,447)</u>	<u>(38,894,311)</u>
Net current liabilities		<u>(40,151,482)</u>	<u>(37,844,954)</u>
Net liabilities		<u>(4,339,497)</u>	<u>(3,676,889)</u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account		<u>(4,339,498)</u>	<u>(3,676,890)</u>
		<u>(4,339,497)</u>	<u>(3,676,889)</u>

The financial statements were approved and authorised for issue by the board on 7 November 2019 and were signed on its behalf by:



L Mathieson

Director

The notes on pages 12 to 19 form part of these financial statements.

Statement of Changes in Equity
For the Year Ended 31 March 2019

	<i>Called up share capital</i>	<i>Profit & loss account</i>	<i>Total Equity</i>
	€	€	€
At 1 April 2018	1	(3,676,890)	(3,676,889)
Comprehensive income for the year			
Loss for the year	-	(662,608)	(662,608)
Total comprehensive income for the year	-	(662,608)	(662,608)
Total transactions with owners	-	-	-
At 31 March 2019	1	(4,339,498)	(4,339,497)

Statement of Changes in Equity (continued)

For the Year Ended 31 March 2018

	<i>Called up share capital</i>	<i>Profit & loss account</i>	<i>Total Equity</i>
	€	€	€
At 1 April 2017	1	(3,224,402)	(3,224,401)
Comprehensive income for the year			
Loss for the year	-	(452,488)	(452,488)
Total comprehensive income for the year	-	(452,488)	(452,488)
Total transactions with owners	-	-	-
At 31 March 2018	1	(3,676,890)	(3,676,889)

The notes on pages 12 to 19 form part of these financial statements.

Notes to the financial statements

1. Accounting policies;

1.1 Basis of preparation of financial statements;

VH (Spain) Limited (the "Company") is a company incorporated and domiciled in the UK. The registered office address is The Battleship Building, 179 Harrow Road, London, W2 6NB, United Kingdom.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company's intermediate parent, Virgin UK Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Virgin UK Holdings Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the address in note 13.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions under FRS 101 in respect of the following disclosures:

- the requirements of IAS 7 statement of cash flows and related notes;
- comparative period reconciliations for share capital;
- the requirements of IAS 24 related party disclosures in respect of wholly owned subsidiaries;
- the requirements of IFRS 7 financial instruments disclosures; and
- the effects of new but not yet effective IFRSs.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statement.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 12.

1.2 Adoption of new and revised standards

The Company has applied IFRS 9 'Financial Instruments' for the first time for its annual reporting period commencing 1 January 2018. Applying this new accounting standard has not had a material impact on the Company's financial statements for the year ended 31 March 2019.

There were no amendments to other accounting standards or IFRIC interpretations that are effective for the year ended 31 March 2019 which have had a material impact on the Company's financial statements. Further details in relation to IFRS 9 are noted below.

Notes to the financial statements

1. Accounting policies (continued);

1.2 Adoption of new and revised standards (continued);

IFRS 9 Financial Instruments

IFRS 9 replaces IAS 39 'Financial Instruments' and the major changes in accounting policies arising from the adoption of IFRS 9 can be summarised as follows:

- The impairment of financial assets has been significantly amended with the main impact being that IFRS 9 introduces an expected credit loss model when assessing the impairment of financial assets.
- The classification of financial instruments from IAS 39 to IFRS 9 categories. This has had no impact on the Company's opening earnings or carrying values of the financial instruments.

The Company has elected to adopt IFRS 9 without restating comparative information.

1.3 Going concern

The financial statements have been prepared on a going concern basis in view of the fact that Virgin Holdings Limited, an intermediate parent undertaking, has formally indicated its intention to provide sufficient funding to the Company, to enable it to meet its liabilities as they fall due, for at least the next twelve months from the date of approval of these financial statements.

The directors have no reason to believe that Virgin Holdings Limited will not be in the position to provide support referred to above and accordingly, they have prepared the financial statements on the going concern basis.

1.4 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

1.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.6 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements

1. Accounting policies (continued);

1.7 Foreign currency translation

Functional and presentation currency

The company's functional currency is Euros.

Transactions and balances

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

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction 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 period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'interest income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive income within 'other comprehensive income'.

1.8 Interest income and expenses

Interest receivable and interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

1.9 Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Notes to the financial statements

1. Accounting policies (continued);

1.9 Impairment (continued);

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

2. Auditors' remuneration

Audit fees of £5,000 for the current year were borne by another group company (2018: £2,195). There were no non-audit services provided.

3. Directors' remuneration

Directors did not receive any remuneration during the year for the services to the Company (2018: nil).

4. Interest receivable and similar income

	2019	2018
	€	€
Interest receivable from group companies	35,528	53,032
Net foreign exchange gains	-	91
	<u>35,528</u>	<u>53,123</u>

5. Interest payable and similar expenses

	2019	2018
	€	€
Interest payable from group companies	680,386	637,413
	<u>680,386</u>	<u>637,413</u>

Notes to the financial statements

6. Taxation

	2019	2018
	€	€
Corporation Tax		
Corporation tax on profits for the year	6,750	10,093
Adjustment in respect of prior year	-	(140,882)
	<u>6,750</u>	<u>(130,789)</u>

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019	2018
	€	€
Profit on ordinary activities before tax	<u>(655,858)</u>	<u>(583,277)</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(124,613)	(110,823)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	131,363	121,108
Adjustment in respect of prior year	-	(140,882)
Non-taxable income	-	(192)
Total tax charge for the year	<u>6,750</u>	<u>(130,789)</u>

The Company has not recognised deferred tax asset in respect of gross unused tax losses of €nil (2018: €nil).

Notes to the financial statements

7. Fixed Assets Investment

	<i>Investments in subsidiary companies</i>
	€
Cost or valuation	
At 1 April 2018	34,168,065
Additions	<u>1,643,920</u>
At 31 March 2019	<u>35,811,985</u>
Net book value	
At 31 March 2019	<u>35,811,985</u>

During the year the Company subscribed 328,784 ordinary shares at €1 share value and €4 premium value of its subsidiary Arenal & Dunas Resort SLU. The equity increase was paid by setting off an amount of €1,643,920 of inter-company receivable due from the subsidiary. During the previous year, the Company subscribed 589,074 ordinary shares at €1 share value and €4 premium value, which was satisfied by setting off an amount of €2,945,370 of inter-company receivable due from the same subsidiary.

On 31st March 2019 the Company had the following investments in subsidiaries:

Subsidiary undertakings	Country of registration	Holding	Class of shares
Arenal & Dunas Resort SLU Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Son Bunyola SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Son Creus SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Dinicero SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Ganson SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Zickner 5000 SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary
Rimdrax 5000 SLU* Pau Claris 97, 4º 1ª, 08009, Barcelona, Spain	Spain	100%	Ordinary

* indirectly held investment

Notes to the financial statements

8. Debtors

	2019	2018
	€	€
Due after more than one year		
Amounts owed by group undertakings	1,050,130	958,522
Other debtors	90,835	90,835
	<u>1,140,965</u>	<u>1,049,357</u>

9. Creditors: Amounts falling due within one year

	2019	2018
	€	€
Corporation Tax	6,750	10,093
Amounts owed to group undertakings	41,285,697	38,884,218
	<u>41,292,447</u>	<u>38,894,311</u>

10. Share Capital

	2019	2018
	€	€
Share classified as equity		
Allotted, called up and fully paid	1	1
	<u>1</u>	<u>1</u>

11. Related Party transactions

At 31 March 2019 the Company's ultimate parent undertaking was Virgin Group Holdings Limited, whose sole shareholder is Sir Richard Branson. The shareholder of Virgin Group Holdings Limited has interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under International Accounting Standard 24: Related Party Disclosures.

As a 100% owned subsidiary of Virgin Group Holdings Limited, the company has taken advantage of the exemption under FRS 101 Reduced Disclosure Framework, which enables it to exclude disclosures with Virgin Group Holdings Limited and its wholly owned subsidiaries.

The Company has taken advantage of the disclosure exemption available under FRS 101 and has therefore not disclosed remuneration of key management personnel.

Notes to the financial statements

12. Accounting Estimates and judgements

The preparation of the financial statements in conformity with FRS101 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates calculated.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no accounting policies that are considered to be critical, because they either require a significant amount of management judgement or the results are material to the Company's financial statements.

13. Controlling party

As at 31 March 2019, the Company's ultimate parent undertaking was Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest groups in which the results of the Company are consolidated are those for Virgin UK Holdings Limited and Virgin Holdings Limited companies which are registered in England and Wales. Copies of the group accounts for Virgin UK Holdings Limited and Virgin Holdings Limited can be obtained from Companies House Crown Way, Cardiff CF14 3UZ.