

Company registration number 07092495 (England and Wales)

TREMANE LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2022

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4 Brackley Close
Bournemouth International Airport
Christchurch
Dorset
BH23 6SE

TREMANE LIMITED

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TREMANE LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

		2022	2021
	Notes	€	€
Fixed assets			
Investments	4	1,222,531	1,351,324
Current assets		-	-
Creditors: amounts falling due within one year	5	(386,084)	(379,517)
Net current liabilities		(386,084)	(379,517)
Total assets less current liabilities		836,447	971,807
Creditors: amounts falling due after more than one year	6	(1,276,835)	(1,185,398)
Net liabilities		(440,388)	(213,591)
Capital and reserves			
Called up share capital		5,122,600	5,122,600
Profit and loss reserves		(5,562,988)	(5,336,191)
Total equity		(440,388)	(213,591)

The director of the company has elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The director acknowledges her responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and signed by the director and authorised for issue on 15 September 2023

B Badynska
Director

Company Registration No. 07092495

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Tremane Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4 Brackley Close, Bournemouth International Airport, Christchurch, Dorset, BH23 6SE.

1.1 Accounting convention

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 the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in euro, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest €.

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

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

The financial statements have been prepared on a going concern basis. At the balance sheet date there were net current liabilities of €386,084 and a deficiency of total assets of €440,388. However, with the exception of other accruals of €520 all creditors relate to amounts due to the company's immediate parent company and to other related companies which are fully apprised of the financial situation of the company and have not indicated any intention to take further action to obtain payments of amounts owing to them until such a time as the company has sufficient funds available.

The company has made arrangements to secure the provision of ongoing management services to enable the company to continue to meet its statutory obligations. All other transactions are with the subsidiary undertakings owned by Tremane Limited as detailed in note 6 to these financial statements and with the parties referred to above. No formal agreement has been reached with Angloconsult SA regarding the renewal of the bond set out in note 7 to these financial statements or with the immediate parent company regarding the promissory note set out in note 8 to these financial statements and the company is entirely dependent on its subsidiary undertaking to generate cash from the sale of its underlying assets in order to be able to repay its loans to Tremane Limited. The director understands that the subsidiary company is actively taking steps to realise its assets but at present the timescales in so doing are unclear. The company's immediate parent company and the related party referred to above are fully aware of the situation.

Accordingly, the director considers the going concern basis to be appropriate.

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.4 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Current tax

Current tax is recognised on taxable profit for the current and, where not previously recognised, past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is recognised in respect of all timing differences at the reporting date to the extent that the director considers it to be material. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

1.5 Foreign exchange

Transactions in currencies other than euro are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

Critical judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Carrying value of investments

The judgements that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are the balance sheet carrying value of the investments in group undertakings and the provision for impairment losses relating thereto, together with the assumption that the company continues to be a going concern.

The estimate of the balance sheet carrying value of the investments in group undertakings is based upon a detailed review of the latest available financial statements of the subsidiary undertakings and upon any information available to the director which may lead her to believe that the net assets of the subsidiary undertakings will realise less than their balance sheet carrying value within those financial statements. The director has been closely involved with the subsidiary undertakings throughout the period since their formation and has a detailed knowledge of the financial positions of those companies and is fully apprised of any risks with regard thereto. If, however, the net assets were to realise less than this estimate this could potentially generate a material loss on disposal depending on the circumstances of any future sales.

The going concern accounting policy note within these financial statements sets out the rationale in concluding that the company continues to be a going concern. Should the assumptions made by the director in reaching this conclusion be proven by future events to be inaccurate this could have a fundamental impact upon the company's ability to continue to trade as a going concern.

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022	2021
	Number	Number
Total	1	1
	<u>1</u>	<u>1</u>

4 Fixed asset investments

	2022	2021
	€	€
Shares in group undertakings and participating interests	-	81,110
Loans to group undertakings and participating interests	1,222,531	1,270,214
	<u>1,222,531</u>	<u>1,351,324</u>

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 **Fixed asset investments**

(Continued)

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Fixed asset investments

(Continued)

Movements in fixed asset investments

	Shares in group undertakings	Loans to group undertakings	Total
	€	€	€
Cost or valuation			
At 1 January 2022	4,985,490	1,455,193	6,440,683
Foreign exchange movement	-	(14,922)	(14,922)
Interest charged	-	54,866	54,866
At 31 December 2022	4,985,490	1,495,137	6,480,627
Impairment			
At 1 January 2022	4,904,380	184,979	5,089,359
Impairment losses	81,110	87,627	168,737
At 31 December 2022	4,985,490	272,606	5,258,096
Carrying amount			
At 31 December 2022	-	1,222,531	1,222,531
At 31 December 2021	81,110	1,270,214	1,351,324

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 **Fixed asset investments**

(Continued)

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Fixed asset investments

(Continued)

None of the shares in investments are publicly traded. The company received no dividends or other distributions as income from its subsidiary companies during either the current or previous year, apart from the interest charged on loans as disclosed above.

The loans are unsecured and carry fixed rates of interest between 5.0% and 7.5% per annum. The principal and interest on all of the loans are repayable on 31 December 2024.

Under the provision of section 399 of the Companies Act 2016 the company is exempt from preparing consolidated financial statements and has not done so, therefore the financial statements show information about the company as an individual entity.

5 Creditors: amounts falling due within one year

	2022	2021
	€	€
Other creditors	24,456	25,389
Other loans	361,628	354,128
	<u>386,084</u>	<u>379,517</u>

Other loans above relates to monies owed to Angloconsult SA. Angloconsult SA invested a sum of €300,000 in the form of a bond at an annual fixed rate of interest of 3.25% net of withholding tax. The interest was payable annually but the capital was not repayable until 13 January 2018 being three years after the anniversary date of the drawdown of the capital by Tremane Limited. The bond is unsecured. The terms of the bond were extended so that both the capital and the accrued interest thereon became payable on 13 January 2021. The rate of interest payable on the bond was reduced to 2.00% net of withholding tax with effect from 13 January 2018. In view of the revision to the terms of the bond the accrued interest has been added to the capital outstanding as at 31 December 2022 in order to enable the financial statements to give a true and fair view.

Although no application has been received from Angloconsult SA for repayment of the loan together with accrued interest thereon no formal extension of the bond from 13 January 2021 has been agreed and therefore the liability under this bond has been included within creditors falling due within one year.

6 Creditors: amounts falling due after more than one year

	2022	2021
	€	€
Amounts owed to group undertakings	<u>1,276,835</u>	<u>1,185,398</u>

TREMANE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

6 Creditors: amounts falling due after more than one year

(Continued)

The amount owing to group companies represents principal of €500,000 in respect of a senior secured convertible promissory note from Talisman Capital European Real Estate Fund Limited, the immediate parent company of Tremane Limited, together with accrued interest thereon as at 31 December 2022.

This is part of a master financing agreement between the two parties with an aggregate commitment amount of €1,000,000.

The promissory note was payable in full together with unpaid interest thereon on 31 December 2014, unless it was renewed as per the terms and conditions to be agreed upon by the parties. Although no formal agreement has been reached with Talisman Capital European Estate Fund Limited to extend the repayment terms beyond 31 December 2014 no repayments have actually been demanded and the director is confident that repayment of the sums due under this promissory note will not be demanded in the foreseeable future or until some or all of the underlying investments of the company are realised and accordingly continues to show these sums as falling due after more than one year. The board of directors of Talisman Capital European Estate Fund Limited was reconstituted during the year ended 31 December 2014. The managing director of the board is able to exercise significant control over all of the related parties of Tremane Limited and is also managing director of both Polish subsidiary companies. There have been no further changes to the board of directors of Talisman Capital European Estate Fund Limited since this reconstruction.

The Lender may convert the principal of this note wholly or in part into fully paid ordinary shares of the Borrower at any time prior to its repayment date. The conversion price per share, which is to be a fair value thereof is to be determined as follows:

First, the fair value is equal to the per share price at which the most recent sale of ordinary shares in the aggregate of at least €200,000 has taken place within the twelve month period preceding the date of determination; and second, if no such sale has occurred, fair value is equal to the determination established by mutual agreement between the Lender and the Borrower; and third, if no such sale has occurred and the parties are unable to agree as to fair value within fourteen days of Lender's written notice to Borrower of its intent to convert this note, the fair value shall be determined by any firm of independent qualified stock appraisers of recognised standing selected by the board of Directors of the Borrower as of the last day of any month ending within 60 days preceding the date as of which the determination is to be made (the "Conversion Price").

Interest is payable at the rate of 6% net of withholding tax, equating to a gross rate of 7.5%.

The agreement states that the note is secured upon a full assignment of or perfected first lien on, security interest in and right of set-off against any and all right, title, and interest in and to any and all property and interest in property of the Borrower acquired through this facility and proceeds thereof.

7 Controlling party

Talisman Capital European Real Estate Fund Limited, a company registered in the British Virgin Islands, which took over the subscriber share on 1 December 2009, is regarded by the director to be the immediate parent company of Tremane Limited.

As at the balance sheet date the entire share capital of Talisman Capital European Real Estate Fund Limited was held by Clearstream Banking SA and by UBS Switzerland AG. The director understands that all of the shares are held in a nominee capacity, which forms part of the normal regulated business activities of these financial institutions. There is no single party which has ultimate overall control.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.