

Registration number: 10311050

GME Sites Ltd

Annual Report and Financial Statements

For the Year Ended 31 December 2020

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GME Sites Ltd

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GME Sites Ltd

Company information

Directors T J Culver
D T Kasavana
J L Wade

Registration number 10311050

Registered office Second Floor
201 Bishopsgate
London
EC2M 3AB
United Kingdom

Auditors BDO
Statutory Audit Firm
Beaux Lane House
Mercer Street Lower
Dublin 2
D02 DH60

Directors' Report

For the Year Ended 31 December 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

Principal activity

The principal activity of the Company during the year was that of a holding company of investments in group undertakings.

Directors of the Company

The directors who held office during the year were as follows:

T J Culver

D T Kasavana

J L Wade

Results and dividends

The Company's loss for the financial year, after taxation was £Nil (2019 : £2,220).

The Directors' do not recommend the payment of a dividend.

Registration of Charge

The Company entered into a debenture and a supplemental debenture with The Bank of Nova Scotia dated September 12, 2019 and December 3, 2020, respectively in connection with a credit agreement between the Company's parent entity, Phoenix Tower International ETVE, S.L.U. and The Bank of Nova Scotia. Under the debentures, the assets and interest of the Company are collateral for amounts owed under the credit agreement.

Principal risks and uncertainties

The principal risk and uncertainty facing the Company is the future economic performance of the UK market which will affect the business. Any major downturn as a result of the UK leaving the EU and COVID-19 could also impact future growth forecasts

Political donations

There were no political donations from the Company for the financial year end 31 December 2020 (2019: £Nil).

Going concern

The Directors have assessed the position of the Company for the next 12 months. The Company is an investment holding company and taking into account the performance of its subsidiaries during the time of COVID-19 outbreak, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Directors' Report

For the Year Ended 31 December 2020 (continued)

COVID-19

On 11 March 2020, the World Health Organization officially declared COVID-19, the disease caused by novel coronavirus, a pandemic. As a mitigation and control measure of the health effects associated with COVID-19, Governments around the World have implemented some restriction related to the mobility and economics activities, generating some interruptions in the normal condition of the global business activities. Despite the complex environment associated with COVID-19, the economy growth perspective has improved due to a faster recovery during the end of 2020 and the beginning of vaccination programs in multiple countries.

Management of the Company is working closely with the Directors and assisting them to monitor the evolution of the pandemic, including how it may continue to affect the markets, the general population, and the financial impact of these events due the new COVID-19 variants. At this stage, despite the measure taken the Company, the final impact of the COVID-19 pandemic on the operations of the Company and its affiliated undertakings continues to be hard to predict. The uncertainty during and after the period of the pandemic is frequently reviewed by Management of the Company and is also to be expected that the Company will take the necessary measure to mitigate the future impacts on the operations.

Post balance sheet events

After 31 December 2020, until the date of the completion of the financial statements, no significant event other than those indicated above has occurred, which must be included in the attached financial statements to adequately show the true image of the equity, financial situation, and results of the Company.

Subsequent to the balance sheet date, as noted in the Directors' Report, the COVID-19 outbreak has developed rapidly, being declared a global pandemic. The risks and impact on going concern have been discussed in detail elsewhere in these financial statements. We have concluded that the outbreak is a non-adjusting event.

Re-appointment of auditors

The auditor, BDO Statutory Audit Firm, will be proposed for reappointment in accordance with section 485(3) of the Companies Act 2006.

Disclosure of information to the auditors


Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with FRS 102 Section 1A.

The directors have also taken advantage of the small companies exemptions provided by section 414B within Part 15 of the Companies Act 2006, not to provide a Strategic Report.

Approved by the Board on 13th April 2022, and signed on its behalf by:


D T Kasavana
Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, comprising FRS 102 Section 1A "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 and apply them consistently;
- make judgements 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; and
- 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GME SITES LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of GME Sites Limited ('the Company') for the financial period ended 31 December 2020, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and notes to the financial statements, including the summary of significant accounting policies set out in note 2. 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 31 December 2020 and of its results for the financial year ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been properly 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 ethical requirements that are relevant to our audit of 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GME SITES LIMITED

Other information (Continued)

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

Based solely on the work undertaken in the course of the audit, we report that:

- in our opinion, the information given in the Strategic Report and Directors' Report is consistent with the financial statements; and
- in our opinion, the Strategic Report and Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited, and financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and 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; 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set 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, and 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.

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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GME SITES LIMITED

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.

The objectives of our audit, in respect to fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and to respond appropriately to fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

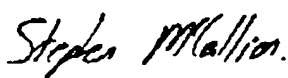
Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company. We determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting framework (FRS102 and the Companies Act 2006).
- We understood how the Company is complying with those legal and regulatory frameworks by making enquiries to management and those responsible for legal and compliance procedures and the Company secretary. We corroborated our enquiries through our review of board minutes.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by meeting with management from various parts of the business to understand where it is considered there was a susceptibility of fraud. We considered the programs and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programs and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free of fraud or error.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's ("FRC's") website at: <http://www.frc.org.uk/auditorsresponsibilities> . This description forms part of our auditor's report.

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

Our 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.



Stephen McCallion
Senior Statutory Auditor
for and on behalf of BDO Dublin
Statutory Audit Firm
Beaux Lane House
Mercer Street Lower
Dublin 2
A1223876

14/04/2022

Date: _____

GME Sites Ltd

Profit and Loss Account

For the Year Ended 31 December 2020

	2020 £	2019 £
Turnover	-	-
Administrative expenses	-	(2,220)
Operating loss	-	(2,220)
Loss before tax	-	(2,220)
Taxation	-	-
Loss for the financial year	-	(2,220)

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

The notes on pages 11 to 16 form an integral part of these financial statements.

GME Sites Ltd

Balance Sheet

as at 31 December 2020

Registration number: 10311050

	Note	2020 £	2019 £
Fixed assets			
Investments	7	<u>3,689,056</u>	<u>3,689,056</u>
Capital and reserves			
Called up share capital	8	3,692,177	3,692,177
Profit and loss account		<u>(3,121)</u>	<u>(3,121)</u>
Total equity		<u>3,689,056</u>	<u>3,689,056</u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the provisions of FRS 102 Section 1A - small entities.

Approved and authorised by the Board on 12 April 2022 and signed on its behalf by:



D T Kasavana
Director

The notes on pages 11 to 16 form an integral part of these financial statements.

GME Sites Ltd

Statement of Changes in Equity for the Year Ended 31 December 2020

	<i>Share capital</i> £	<i>Profit and loss account</i> £	<i>Total</i> £
At 1 January 2019 (unaudited)	3,692,177	(901)	3,691,276
Loss for the year	<u>-</u>	<u>(2,220)</u>	<u>(2,220)</u>
At 31 December 2019	<u>3,692,177</u>	<u>(3,121)</u>	<u>3,689,056</u>
At 1 January 2020	<u>3,692,177</u>	<u>(3,121)</u>	<u>3,689,056</u>
At 31 December 2020	<u>3,692,177</u>	<u>(3,121)</u>	<u>3,689,056</u>

The notes on pages 11 to 16 form an integral part of these financial statements.

Notes to the Financial Statements

For the Year Ended 31 December 2020

1 General information

The Company is a private company limited by share capital, incorporated in England and Wales. The registration number is 10311050. The principal activity of the Company during the year was that of a holding company of investments in group undertakings.

The address of its registered office is:

Second Floor
201 Bishopsgate
London
EC2M 3AB
United Kingdom

2 Accounting policies

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

The financial statements are presented in Pounds Sterling which is the presentational currency of the Company and rounded to the nearest Pound (£), unless otherwise stated.

Notes to the Financial Statements

For the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

Exemptions under small companies regime

- The directors have taken the exemption available under section 401 of the Companies Act 2006 not to prepare consolidated financial statements on the grounds that it is a wholly owned subsidiary and its ultimate parent has published consolidated financial statements which include the results of the Company. The consolidated financial statements of Phoenix Tower US Holdings LP are publicly available and can be obtained from the address given in note 10.
- Under FRS 102 (section 1.12), the Company is exempt from the requirement to present a cash flow statement on the grounds that its ultimate parent has published a consolidated cash flow statement which includes the cash flows of the Company. The consolidated financial statements of Phoenix Tower US Holdings LP are publicly available and can be obtained from the address given in note 10.
- The Company is a qualifying entity and has taken advantage of the financial instruments disclosure exemption and the key management personnel compensation disclosure exemption (other than directors' emoluments) under FRS 102 (section 1.12).
- Under FRS 102 (section 1.12), the Company is exempt from the requirement to disclose related party transactions with entities which are wholly owned within the Phoenix Tower US Holdings LP group. The consolidated financial statements of Phoenix Tower US Holdings LP are publicly available and can be obtained from the address given in note 10.

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Going concern

The Directors have assessed the position of the Company for the next 12 months. The Company is an investment holding company and taking into account the performance of its subsidiaries during the time of COVID-19 outbreak, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Foreign currency transactions

The functional currency is United States Dollars (USD).

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.

Investments in subsidiary undertakings

The Company's investment in subsidiaries are carried at historical cost less accumulated impairment losses. Impairment reviews are conducted annually by the Directors.

Notes to the Financial Statements

For the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

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.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent 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.

If there is an indication of impairment in respect of investments, the Directors will make an estimate of the recoverable amount of the underlying asset. In estimating the recoverable amount, there will be elements of judgement and estimation.

4 Employees

The Company has no employees, excluding Directors (2019: Nil).

5 Auditors' remuneration

Fees payable to the Company's auditor for the audit of the Company's annual financial statements totalled £4,700 (2019: £4,700).

The audit fee for the year ended 31 December 2020 was borne by Phoenix Tower US Holdings L.P., the ultimate parent undertaking, on behalf of the Company.

Notes to the Financial Statements

For the Year Ended 31 December 2020 (continued)

6 Taxation

Taxation for the year amounts to £Nil (2019: £Nil).

	2020	2019
	£	£
<i>Current taxation:</i>		
UK corporation tax	-	-
	-	-

The tax on loss for the year is same as the standard rate of corporation tax in the UK (2019 - lower than the standard rate of corporation tax in the UK) of 19% (2019 - 19%).

The differences are reconciled below:

Loss before tax	-	(2,220)
Corporation tax at standard rate	-	(422)
Effects of:		
Expenses not deductible	-	422
Total tax credit	-	-

Factors that may affect future tax charges

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax, thereby maintaining the current rate of 19%.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. The Finance Bill 2021 was substantively enacted on 24 May 2021 and given Royal Assent on 10 June 2021. As no deferred tax is recognised, this has not been reflected at the period end.

GME Sites Ltd

Notes to the Financial Statements

For the Year Ended 31 December 2020 (continued)

7 Investments

	<i>Subsidiaries</i> £
Cost or valuation	
At 1 January 2020	3,689,056
Additions	-
At 31 December 2020	<u>3,689,056</u>
Impairment	
At 1 January 2020	-
At 31 December 2020	-
Carrying amount	
At 31 December 2020	<u>3,689,056</u>
At 31 December 2019	<u>3,689,056</u>

The principal activity of GME Sites S.R.L. is the leasing of antenna space on multi-tenant communications towers ("sites") to wireless service providers.

Details of undertakings

The Company's investments at the Balance Sheet date include the following:

<i>Undertaking</i>	<i>Registered office</i>	<i>Holding</i>	<i>Proportion of voting rights and shares held</i>	
			<i>2020</i>	<i>2019</i>
GME Sites S.R.L.	Av. Leandro N. Alem 690, Piso 14 Ciudad Autonoma de Buenos Aires, Argentina	Ordinary	99.9%	99.9%

GME Sites Ltd

Notes to the Financial Statements

For the Year Ended 31 December 2020 (continued)

8 Share capital

Allotted, called up and fully paid shares

	2020		2019	
	No.	£	No.	£
Ordinary shares of £1 each	101	101	101	101
B Ordinary shares of \$1 (£0.7852) each	4,702,080	3,692,076	4,702,080	3,692,076
	<u>4,702,181</u>	<u>3,692,177</u>	<u>4,702,181</u>	<u>3,692,177</u>

Rights, preferences and restrictions:

The Company's share capital is divided into Ordinary Shares and B Ordinary Shares.

The Ordinary Shares and the B Ordinary Shares constitute separate classes of shares but rank *pari passu* for the purposes of (i) dividends and distributions, (ii) returns of capital (including on a winding up), and (iii) shall each be ordinary voting shares.

9 Related party transactions

The Company has taken advantage of the exemption under FRS 102 Section 33 "Related Party Transactions" from disclosing transactions with its fellow group companies where 100% of the voting rights are contained within the group.

10 Parent and ultimate parent undertaking

The Company's immediate parent is Phoenix Tower International Spain ETVE, S.L.U., C/. O'Donnell 12, Planta 4, 28009 Madrid, Spain.

The Company's ultimate parent is Phoenix Tower US Holdings LP, incorporated in the United States of America. Registered office is located at 999 Yamato Road, Suite 100, Boca Raton, Florida 33431, United States of America.

11 Post balance sheet events

After 31 December 2020, until the date of the completion of the financial statements, no significant event other than those indicated above has occurred, which must be included in the attached financial statements to adequately show the true image of the equity, financial situation, and results of the Company.

Subsequent to the balance sheet date, as noted in the Directors' Report, the COVID-19 outbreak has developed rapidly, being declared a global pandemic. The risks and impact on going concern have been discussed in detail elsewhere in these financial statements. We have concluded that the outbreak is a non-adjusting event.