

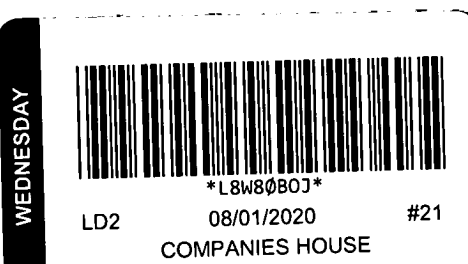
**WorldVentures Holdings (Cyprus)
Limited**

Directors' Report and Financial Statements

Year Ended

31 December 2018

Company Number 07580279



WorldVentures Holdings (Cyprus) Limited

Company Information

| | |
|-----------------------------|---|
| Directors | W T Nugent D L Stammen |
| Company secretary | Taylor Wessing Secretaries Limited |
| Registered number | 07580279 |
| Registered office | 5 New Street Square London EC4A 3TW |
| Independent auditors | BDO LLP 2 City Place Beehive Ring Road Gatwick West Sussex RH6 0PA |

WorldVentures Holdings (Cyprus) Limited

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WorldVentures Holdings (Cyprus) Limited

Directors' Report For the Year Ended 31 December 2018

The directors present their report together with the audited financial statements for the year ended 31 December 2018.

Principal activity

WorldVentures offers community-powered, technology enabled membership programs that enable customers to participate in high-quality, unique, unforgettable experiences that deliver fun, freedom and fulfillment through travel and entertainment. This company is a holding company.

Directors

The directors who served during the year were:

W T Nugent
D L Stammen

Disclosure of information to auditor

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

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

Auditor

The auditor, BDO LLP, who was appointed in the year, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

This report was approved by the board on 7/01/2020 and signed on its behalf.


D L Stammen
Director

07/01/2020

WorldVentures Holdings (Cyprus) 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgements and accounting estimates that are reasonable and prudent; 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

WorldVentures Holdings (Cyprus) Limited

Independent Auditor's Report to the Members of WorldVentures Holdings (Cyprus) Limited

Opinion

We have audited the financial statements of WorldVentures Holdings (Cyprus) Limited ("the company") for the year ended 31 December 2018 which comprise the statement of income and retained earnings, the balance sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 2.3 to the financial statements, which indicates that the company is reliant on financial support from its Parent Company, WorldVentures Holdings LLC, in order to continue as a going concern. Note 2.3 also explains that there is uncertainty about the ability of the Parent Company to provide the necessary financial support as it becomes needed. These indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

WorldVentures Holdings (Cyprus) Limited

Independent Auditor's Report to the Members of WorldVentures Holdings (Cyprus) Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; 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.

WorldVentures Holdings (Cyprus) Limited

Independent Auditor's Report to the Members of WorldVentures Holdings (Cyprus) Limited (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Nicola Small (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Gatwick
United Kingdom

8/01/2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

WorldVentures Holdings (Cyprus) Limited

Statement of Income and Retained Earnings For the Year Ended 31 December 2018

| | Note | 2018 £ | 2017 £ |
|--|------|-----------------|----------------|
| Administrative expenses | | (16,879) | (5,391) |
| Operating loss | | (16,879) | (5,391) |
| Tax on loss | | - | - |
| Loss after tax | | (16,879) | (5,391) |
| Retained earnings at the beginning of the year | | (107,615) | (102,224) |
| Loss for the year | | (16,879) | (5,391) |
| Retained earnings at the end of the year | | (124,494) | (107,615) |

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

The notes on pages 8 to 12 form part of these financial statements.

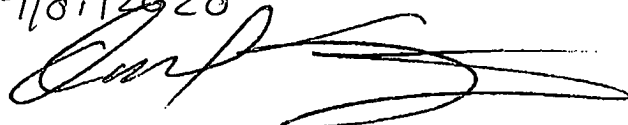
WorldVentures Holdings (Cyprus) Limited
Registered number: 07580279

Balance Sheet
As at 31 December 2018

| | Note | 2018 £ | 2018 £ | 2017 £ | 2017 £ |
|---|------|--------------|------------------|------------|------------------|
| Fixed assets | | | | | |
| Investments | 5 | | 1 | | 1 |
| Current assets | | | | | |
| Debtors: amounts falling due after more than one year | 6 | 1 | | 1 | |
| Debtors: amounts falling due within one year | 6 | 3,090 | | 350 | |
| | | <u>3,091</u> | | <u>351</u> | |
| Creditors: amounts falling due within one year | 7 | (127,585) | | (107,966) | |
| Net current liabilities | | | (124,494) | | (107,615) |
| Net liabilities | | | (124,493) | | (107,614) |
| Capital and reserves | | | | | |
| Called up share capital | 8 | | 1 | | 1 |
| Profit and loss account | 9 | | (124,494) | | (107,615) |
| Total equity | | | (124,493) | | (107,614) |

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

7/01/2020


D L Stammen

Director

07/01/2020

The notes on pages 8 to 12 form part of these financial statements.

WorldVentures Holdings (Cyprus) Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

1. General information

WorldVentures Holdings (Cyprus) Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with section 1A of 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).

The presentational and functional currency of these financial statements is GBP. Values have been rounded to the nearest pound.

The following principal accounting policies have been applied:

2.2 Exemption from preparing consolidated financial statements

The company, and the group headed by it, qualify as small as set out in section 383 of the Companies Act 2006 and the parent and group are considered eligible for the exemption to prepare consolidated accounts.

2.3 Going concern

At the balance sheet date the company has net liabilities of £124,493 (2017 - £107,615) and has made a loss after tax in the year of £16,879 (2017 - £5,391). The parent company, WorldVentures Holdings LLC, has confirmed that it would provide financial and other support to WorldVentures Holdings (Cyprus) Limited for a period of not less than one year from the date the audit report is signed.

In determining if WorldVentures Holdings LLC is in a position to provide the necessary financial support, the directors have assessed the financial position of the group, headed by WorldVentures Holdings LLC and including WorldVentures Holdings (Cyprus) Limited, and reviewed forecasts prepared on a consolidated basis for a period of twelve months from the date of approval of these financial statements. In the event that trading expectations are not met there could be a requirement for additional funding. The group has started initiatives related to obtaining additional funding, however at the date of approval of these financial statements, funding has not yet been secured.

The company's ability to continue as a going concern is therefore entirely dependent on the group's financial performance and the timing of cash flows for the next twelve months. The directors recognise that if there is a need to obtain additional funding this cannot be guaranteed at this time and this is considered to be a material uncertainty that may cast significant doubt over the company's ability to continue as a going concern.

WorldVentures Holdings (Cyprus) Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

2. Accounting policies (continued)

2.4 Valuation of Investments

Investments in subsidiaries are measured at cost less accumulated impairment. The carrying value is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

2.5 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.

2.6 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.

2.7 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.

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.

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 Income and Retained Earnings.

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 reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when 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. Judgements in applying accounting policies and key sources of estimation uncertainty

The directors have made no material judgements or key estimates in preparing these financial statements.

4. Employees

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

WorldVentures Holdings (Cyprus) Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

5. Fixed asset investments

| | Investments in subsidiary companies £ |
|--------------------------|--|
| Cost or valuation | |
| At 1 January 2018 | 1 |
| At 31 December 2018 | 1 |
| Net book value | |
| At 31 December 2018 | 1 |
| At 31 December 2017 | 1 |

Subsidiary undertaking

The following was a subsidiary undertaking of the company:

| Name | Country of incorporation | Principal activity | Class of shares | Holding |
|--|-----------------------------|-------------------------------|-----------------|---------|
| AF MPower Communications Limited | Cyprus | Travel membership programs | Ordinary | 100% |

The registered address of A.F MPower Communications Limited is Limassol, 5, Floor 2, Aglantzia, 2112, Nicosia, Cyprus.

WorldVentures Holdings (Cyprus) Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

6. Debtors

| | 2018 £ | 2017 £ |
|-------------------------------------|--------------|------------|
| Due after more than one year | | |
| Amounts owed by group undertakings | 1 | 1 |
| | <u>1</u> | <u>1</u> |
| Due within one year | | |
| Amounts owed by group undertakings | 3,090 | - |
| Other debtors | - | 350 |
| | <u>3,090</u> | <u>350</u> |

7. Creditors: amounts falling due within one year

| | 2018 £ | 2017 £ |
|------------------------------------|----------------|----------------|
| Trade creditors | - | 2,100 |
| Amounts owed to group undertakings | 117,585 | 103,616 |
| Accruals and deferred income | 10,000 | 2,250 |
| | <u>127,585</u> | <u>107,966</u> |

8. Share capital

| | 2018 £ | 2017 £ |
|---|-----------|-----------|
| Allotted, called up and fully paid | | |
| 1 ordinary share of £1 | 1 | 1 |
| | <u>1</u> | <u>1</u> |

9. Reserves

The company's capital and reserves are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

WorldVentures Holdings (Cyprus) Limited

Notes to the Financial Statements For the Year Ended 31 December 2018

10. Related party transactions

The company has taken advantage of the exemption available in Section 33.1A of FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is WorldVentures Holdings (Netherlands) BV. The ultimate controlling related party is WorldVentures Holdings LLC, incorporated in the USA. The smallest group which the results of the company are consolidated is that headed by WorldVentures Holdings LLC. Consolidated financial statements for the group can be obtained from their registered office, 5100 Tennyson Parkway, Plano, TX 75024.